DELAWARE RIVER PORT AUTHORITY
&
PORT AUTHORITY TRANSIT CORP.

August 20, 2014 Board Meeting

Wednesday, August 20, 2014
Pennsylvania Convention Center
1101 Arch Street
Philadelphia, PA
10:00 a.m.

John Hanson, Chief Executive Officer
DRPA BOARD
1. Roll Call
2. Report of the CEO
3. Report of the Interim CFO
   
   Key Performance Indicators

4. Approval of July 16, 2014 Board Meeting Minutes
5. Monthly List of Payments – Covering Month of July 2014
7. Approval of Audit Committee Minutes of July 30, 2014
8. Adopt Resolution Approved by Audit Committee of July 30, 2014

   DRPA-14-097 Selection of Independent Firm to Conduct a Yellow Book Management Audit

9. Approval of Operations & Maintenance Committee Minutes of August 6, 2014
10. Adopt Resolutions Approved by Operations & Maintenance Committee of August 6, 2014

   DRPA-14-098 Contract No. BR-15-2012, Betsy Ross Bridge Resurfacing And Approach Roadway Rehabilitation
   DRPA-14-099 Construction Monitoring Services for Betsy Ross Bridge Resurfacing and Approach Roadway Rehabilitation
   DRPA-14-100 Capital Project Contract Modifications
   DRPA-14-101 FY2013 TSGP Regional Public Security Awareness Public Service Announcement Project, Phase IV

11. Approval of Finance Committee Minutes of August 6, 2014
12. Adopt Resolutions Approved by Finance Committee of August 6, 2014

   DRPA-14-102 Camera & Call Box Maintenance Agreement
13. Unfinished Business

14. New Business

   DRPA-14-106 Consideration of Pending DRPA Contracts (Between $25,000 and $100,000)

   DRPA-14-107 Interim Collective Bargaining Agreements Extension

   DRPA-14-108 Formation of a Legal Committee

   DRPA-14-109 Commissioners Choice of Counsel

15. Citizens Advisory Committee Report

16. Public Comment

17. Executive Session

18. Adjournment
CEO REPORT
Report of the Chief Executive Officer

August 2014

Delaware River Port Authority
of Pennsylvania and New Jersey
One Port Center
2 Riverside Drive
Camden, New Jersey 08101-1949

August 20, 2014

To the Commissioners:

The following is a summary of recent DRPA activities. The appropriate reports are attached:

On August 2\textsuperscript{nd}, we finished the rehabilitation PATCO’s south track across the Ben Franklin Bridge. And it was finished on time. Although technically a PATCO project, it affected thousands of our bridge customers as well as our DRPA employees every day, during every shift.

We finished on time because of the efforts of Ben Franklin Bridge Operations staff who provided maximum lane access and accommodations to PATCO and the contractor; and because of DRPA staff who exhibited extraordinary levels of stewardship and teamwork. We confirmed that it’s not only the workers on scaffolds that build bridges and transit lines.

This first outage was a success because of both PATCO and DRPA staff. I am extremely proud of what has been accomplished so far and will continue to encourage this collaboration and teamwork on all initiatives we undertake.

Every department across the Authority played a role in supporting this project. At the risk of leaving out a few, here are some examples:

- Ensuring we had enough train cars for service every day of the outage
- Making sure our trains ran safely on one track and according to schedule
- Staffing the stations to assist customers, answer questions, and maintain order
- Improving and enhancing communication and customer service, internally and with our customers and other stakeholders
- Crafting and maintaining a schedule that moves our customers as quickly and efficiently as possible
• Repairing track circuit, signal and radio issues
• Fixing HVAC, door and other equipment problems on our train cars
• Installing fans on the platforms to keep our customers cool
• Closely managing our contractor to ensure all work was completed on schedule
• Designing, printing and handing out new schedules at the stations
• Processing invoices and purchase orders
• Providing revenue, traffic and ridership statistics
• Coordinating lane outages on the BFB necessary to support the track work
• Creating press releases and posting information on our website
• Engaging on social media to provide timely service information and respond to customer inquiries and complaints
• Pursuing technological solutions with various providers to improve communications with our riders
• Coordinating public information outreach and town hall meetings

Employees throughout the Authority should be commended for a job well done. I am confident that this spirit of cooperation will continue through the upcoming 50-day outage and the remainder of this project.

Biennial bridge inspections continue. On the Walt Whitman Bridge, repairs to the gusset plates are underway. The need for these priority repairs was identified during biennial inspections. We expect that the current weight restriction limit will be lifted in mid-September.

PennDOT’s I-95 Corridor Coalition Project is underway to renew the I-95 interchange and ramps adjacent to the Betsy Ross Bridge. The project will often impact travelers using the Betsy Ross Bridge and will require regular and on-going cooperation between DRPA, and state and federal agencies to minimize problems for our customers. The project is PennDOT funded.

Traffic Updates: Compared to 2013 figures, traffic at our two northern bridges has decreased. At our southern bridges, traffic has increased slightly. The Ben Franklin is down 4% and the Betsy Ross is down 1.5%. The Walt Whitman is up slightly by .73% and the Commodore Barry is up by just .41%. Note that summer month figures usually reflect the fact that customers are on vacation and are using our bridges less. Additionally, the Tacony Palmyra Bridge construction has ended; it had impacted Betsy Ross traffic over the past few months.

For a list of Bridge and Finance actions, see Attachment 1
For a list of Personnel Actions, see Attachment 2
For a list of Contracts and Purchases, see Attachment 3
For a list of Risk Management & Safety Actions, see Attachment 4
For the Affirmative Action Report, see Attachment 5
The first of two continuous track outages for the PATCO Track Rehabilitation Project over the Ben Franklin Bridge was completed on August 2nd. During this 60-day outage, we moved over 1.7 million passengers safely and efficiently.

This vital project was the second largest project in PATCO’s history. This first continuous outage enabled us to replace the entire south track, along with signaling, electrification and other system components.

However, there is still another rail to rehabilitate. After the upcoming and final 50-day outage, there will be more work to do as we continue to complete this project for our customers on time. For the most part, our riders have learned from us that visiting our website, using social media and referring to the schedule is the best plan of action. We have also learned from our customers. We listen and learn from their suggestions and feedback. It’s a team effort and our customers are our partners.

PATCO ridership is down 5.4% from the same period as last year. It is slightly less than last month and corresponds to seasonal loss of vacationing riders.

In June 2011, twenty-six (26) PATCO cars were delivered to the Alstom plant for overhaul. As of today, Alstom has delivered eight (8) of those cars back to Lindenwold for testing. Of these eight (8) cars, the first set of married pairs (MP) was made to PATCO on November, 2013. Three additional MPs were delivered since then and are now being tested at Lindenwold on PATCO tracks. A total of eight (8) cars are back at Lindenwold being tested. Based on the progress of current testing, PATCO projects “conditional acceptance” of these 8 cars (4 MPs) by the end of September, 2014.

For PATCO Ridership and Financial Information,
See the General Manager’s Report in the PATCO section
Attached are reports from the appropriate departments.
- Thanks to the efforts of Project Analyst Ann DuVall and HRS Director Kelly Forbes, the Federal Transit Administration has approved our Title VI Public Participation Plan. This plan will ensure that the public, particularly low income, minority and Limited English Proficient (LEP) populations in our service area, has meaningful access to our services, benefits and information.

- To make our employees and workplace heathier, we asked employees to take part in a Wellness Survey and 145 employees enthusiastically complied. The results will enable our Benefits Administration Department and Wellness Coordinator Karen Fanning to develop effective programs, activities and screenings at work and at the Employee Health Fairs scheduled for October 14th and 17th.

- When a cross-functional team from HR, Risk Management, Purchasing, Safety and Central Storeroom worked together, the result was a well-crafted, on-line, user-friendly catalog that will assist all employees to identify and use the safety tools and other personal protection equipment which are at their disposal. The team was led by CAO Toni Brown and Project Analyst Ann DuVall. Other team members include Risk Management & Safety Director Marianne Staszewski, HRS Director Kelly Forbes, Safety Specialists Mark Armbruster and Khalil Christian, Procurement Manager Susan Squillace, Central Storeroom Supervisor Gail Polk and temporary worker, Richard Smith.

- DRPA is pleased to report that Taney Youth Baseball Association has made it to the Little League World Series in Williamsport, Pennsylvania. At the time of this writing, we don’t yet know how the Dragons finished, but we are proud that they made it to “the show”. For many years and with board approval, DRPA has offered youth organizations and schools the opportunity to use property adjacent to our bridges as fields for sports activities. One of these teams is Taney Baseball, an organization that plays on our property at 7th and Packer in South Philadelphia. In addition to our two South Philadelphia fields, we wish the best to the Bridesburg Cougars, who call the Betsy Ross Bridge-adjacent field their home. Go Dragons! Go Cougars!

- On Saturday night, August 9th at 8 p.m., Sgt. Andre Brown came to the aid of a customer in-need who responded via email with the following thank you. We will let Sgt. Brown know that his actions were appreciated by a grateful customer:

  Just wanted to offer my sincere gratitude for the help I received from an officer the other day. My tire blew out on the Commodore Barry Bridge at around 8 p.m. Saturday (8/9) as I was entering New Jersey from Pennsylvania. I pulled off to the side before the toll booths, where an officer then saw I was in need of assistance. Not once, but twice did he drive back to the station to look for the tools he needed to help me fix my flat tire. Sure enough he was able to find what we needed and even changed the tire for me. I’m kicking myself for not remembering his name, but I’m hoping that this message will reach him or one of his coworkers. It...
reassured me that not all police officers are out to punish, but are truly there to help civilians in need. From: Kirsten McLaughlin

Respectfully Submitted,

John T. Hanson
Chief Executive Officer
REPORT OF THE CHIEF EXECUTIVE OFFICER

ATTACHMENT 1

BRIDGE AND FINANCE
## Activity for the Month of July 2014

**Calls for Service:** 7,208  
**Total Arrests:** 149  
**Adults:** 149  
**Juvenile:**  
**CDS Arrests:** 18  
**DUI Arrests:** 33

### Arrests
- **CBB:** 1  
- **BFB:** 84  
- **PATCO:** 32  
- **BRB:** 6  
- **WWB:** 26

### Reportable Accidents
- **CBB:** 3  
- **BFB:** 7  
- **PATCO:** 5  
- **BRB:** 1  
- **WWB:** 5

### Non Reportable Accidents
- **CBB:** 2  
- **BFB:** 10  
- **PATCO:** 3  
- **BRB:** 0  
- **WWB:** 19

### Accident with Injuries
- **CBB:** 2  
- **BFB:** 4  
- **PATCO:** 0  
- **BRB:** 2  
- **WWB:** 2

### Incident Type Table

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## Activity for the Month of July 2014

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<tr>
<td>34 Investigate/Suspicious Vehicle</td>
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<td>48 Minor Incident</td>
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<td>71 Fight/Disturbance</td>
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<td>67 Mentally Disturbed</td>
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<td>A Armored Car</td>
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<td>74 Suicide Attempt</td>
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<td>68 Wanted Check</td>
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</table>
## Activity for the Month of July 2014

### Calls for Service:
- Total: **7,208**
- Adults: **149**
- Juv.: **149**
- CDS Arrests: **18**
- DWI Arrests: **33**

### Arrests:
- CBB: **1**
- BFB: **84**
- PATCO: **32**
- BRB: **6**
- WWB: **26**
- Arrests NJ: **107**
- Arrests PA: **39**

### Reportable Accidents:
- CBB: **3**
- BFB: **7**
- PATCO: **5**
- BRB: **1**
- WWB: **5**

### Non Reportable Accidents:
- CBB: **2**
- BFB: **10**
- PATCO: **3**
- BRB: **0**
- WWB: **19**

### Accident with Injuries:
- CBB: **2**
- BFB: **4**
- PATCO: **0**
- BRB: **2**
- WWB: **2**

### Incident Type

<table>
<thead>
<tr>
<th>Incident Type</th>
<th>CBB</th>
<th>BFB</th>
<th>PATCO</th>
<th>BRB</th>
<th>WWB</th>
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<td>Larceny</td>
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<td>Abandoned Vehicle</td>
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<td>Robbery</td>
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<td>Panhandling/Soliciting</td>
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<td>Traffic Pattern Adjust</td>
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<td>Notification WWB-CBB</td>
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<td>Lewdness</td>
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<td>Vandalism/Criminal Mischief</td>
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<td>Complaint against DRPA</td>
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## DELAWARE RIVER PORT AUTHORITY
### TRAFFIC & BRIDGE TOLL FIGURES
#### FOR THE PERIODS INDICATED

### MONTH OF June

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<th>TRAFFIC</th>
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<th>TRAFFIC</th>
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<th>INC/(DEC)</th>
<th>AMOUNT</th>
<th>INC/(DEC)</th>
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<tbody>
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<td><strong>BEN FRANKLIN</strong></td>
<td>1,584,960</td>
<td>$8,765,537.42</td>
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<td><strong>WALT WHITMAN</strong></td>
<td>1,694,457</td>
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<td>1,604,362</td>
<td>9,733,496.16</td>
<td>5.62</td>
<td>90,095</td>
<td>7.11</td>
<td>691,730.34</td>
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<td><strong>COMMODORE BARRY</strong></td>
<td>612,068</td>
<td>4,517,763.14</td>
<td>582,844</td>
<td>4,196,586.08</td>
<td>5.01</td>
<td>29,224</td>
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<td>321,177.06</td>
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<td><strong>BETSY ROSS</strong></td>
<td>451,627</td>
<td>3,007,777.79</td>
<td>412,299</td>
<td>2,754,334.18</td>
<td>9.54</td>
<td>29,224</td>
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<td>253,443.61</td>
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<td><strong>TOTALS</strong></td>
<td>4,343,112</td>
<td>$26,716,304.85</td>
<td>4,197,618</td>
<td>$25,454,080.98</td>
<td>3.47</td>
<td>145,494</td>
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### YEAR TO DATE

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<th>INC/(DEC)</th>
<th>AMOUNT</th>
<th>INC/(DEC)</th>
<th>AMOUNT</th>
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<td><strong>BEN FRANKLIN</strong></td>
<td>8,750,189</td>
<td>$48,574,327.55</td>
<td>9,078,161</td>
<td>$50,234,206.16</td>
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<td>(327,972)</td>
<td>-3.30</td>
<td>($1,659,878.61)</td>
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<td><strong>WALT WHITMAN</strong></td>
<td>8,795,549</td>
<td>54,820,430.28</td>
<td>8,795,415</td>
<td>54,182,950.16</td>
<td>0.00</td>
<td>134</td>
<td>1.18</td>
<td>637,480.12</td>
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<td><strong>COMMODORE BARRY</strong></td>
<td>3,122,927</td>
<td>23,405,789.01</td>
<td>3,139,960</td>
<td>23,307,106.57</td>
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<td><strong>BETSY ROSS</strong></td>
<td>2,362,847</td>
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<td>16,322,669.85</td>
<td>-2.07</td>
<td>(49,902)</td>
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<td>(306,181.97)</td>
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<td><strong>TOTALS</strong></td>
<td>23,031,512</td>
<td>$142,817,034.72</td>
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<td>($1,229,898.02)</td>
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Distribution:  
John Hanson  
Jim White  
Jim Quinn
## FINANCE

### REVENUE AUDIT

Reported traffic and revenue for all four DRPA bridges for the month of June:

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<thead>
<tr>
<th></th>
<th>2013</th>
<th>2014</th>
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<tr>
<td>Cash Revenue</td>
<td>$8,835,448.48</td>
<td>$8,873,608.90</td>
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<tr>
<td>ETC Revenue</td>
<td>$16,617,094.50</td>
<td>$17,841,621.95</td>
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<tr>
<td>Total Revenue</td>
<td>$25,452,542.98</td>
<td>$26,715,230.85</td>
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<tr>
<td>Non ETC Traffic</td>
<td>1,632,973</td>
<td>1,632,146</td>
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<tr>
<td>ETC Traffic</td>
<td>2,564,645</td>
<td>2,710,966</td>
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<tr>
<td>Total Traffic</td>
<td>4,197,618</td>
<td>4,343,112</td>
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</tbody>
</table>
REPORT OF THE CHIEF EXECUTIVE OFFICER

ATTACHMENT 2

PERSONNEL ACTIONS
TEMPORARY APPOINTMENTS - None

APPOINTMENTS

Michael J. Fiocca, Jr.  Police Officer  Eff: 07/11/14
Public Safety Division
Public Safety - Administration (BFB)

Jose G. Lopez  Police Officer  Eff: 07/11/14
Public Safety Division
Public Safety - Administration (BFB)

Scott P. Stickney  Police Officer  Eff: 07/11/14
Public Safety Division
Public Safety - Administration (BFB)

TEMPORARY ASSIGNMENT TO HIGHER CLASSIFICATION

William W. Nelson  From: Maintenance Foreman  To: Acting Construction & Maintenance Manager - WWB
Operations Division
Construction & Maintenance (WWB)  Operations Division
Office of the Bridge Director (WWB & CBB)  Eff: 07/05/14 to 07/25/14

Lawrence J. Walton, Jr.  From: Construction & Maintenance Manager - WWB  To: Acting Bridge Director - WWB & CBB
Operations Division
Office of the Bridge Director (WWB & CBB)  Operations Division
Office of the Bridge Director (WWB & CBB)  Eff: 07/12/14 to 07/25/14

Adam E. Carmasine  From: Purchasing Clerk  To: Acting Purchasing Specialist
Finance Division
Purchasing (OPC)  Finance Division
Purchasing (OPC)  Eff: 07/19/14 to 10/24/14
PROMOTIONS

Laura C. Boucher  From: Dispatcher  
Public Safety Division  
Public Safety - Administration  
(BFB)  
To: Police Officer  
Public Safety Division  
Public Safety - Administration  
(BFB)  
Eff: 07/11/14

INTERAGENCY PROMOTION to PATCO - from DRPA - None

INTERAGENCY TRANSFERS to PATCO - from DRPA - None

INTERAGENCY TRANSFERS to DRPA - from PATCO - None

TRANSFERS - DEPARTMENTAL

Barbara A. Manuella  From: Toll Collector  
Operations Division  
Bridge/Toll (WWB)  
To: Revenue Operations Clerk  
Operations Division  
Revenue Operations (BFB)  
Eff: 07/17/14

TITLE CHANGE ONLY - None

RETIREMENTS

James B. Quinn  Director, Revenue  
Finance Division  
Director, Revenue’s Office (OPC)  
Eff: 07/04/14

RESIGNATIONS

Jonathan W. Smith  Dispatcher  
Public Safety Division  
Public Safety - Administration  
(BFB)  
Eff: 07/11/14

DECEASED - None
RESOLUTION

WHEREAS, JAMES B. QUINN has faithfully served the Delaware River Port Authority for TWENTY-THREE years in a conscientious and reliable manner, and

WHEREAS, JAMES B. QUINN wishes to accept retirement effective July 4, 2014 under the provisions of his employment benefits; now therefore,

BE IT RESOLVED: That, the Commissioners of the Delaware River Port Authority accept your retirement request from your position, Director, Revenue, and concurrently extend sincere best wishes for a long, healthy and happy future, and

BE IT FURTHER RESOLVED: That a copy of the foregoing resolution be suitably prepared and forwarded to JAMES B. QUINN.
REPORT OF THE CHIEF EXECUTIVE OFFICER
ATTACHMENT 3
CONTRACTS AND PURCHASES
<table>
<thead>
<tr>
<th>Resolution #</th>
<th>Contract/Engineer</th>
<th>Contract Amount</th>
<th>Completed Work (Billed) Amount</th>
<th>Retained Amount</th>
<th>Prior Payments</th>
<th>Invoice No.</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>(DRPA-14-011)</td>
<td>Modjeski &amp; Masters, Inc. 2014 Biennial Inspection - BFB</td>
<td>$520,000.00</td>
<td>5.0% 25,791.30</td>
<td>$1,635.61</td>
<td>- 1</td>
<td>$24,155.69</td>
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<td>(DRPA-13-112)</td>
<td>A.E. Stone, Inc. Ferry Avenue &amp; Collingswood Station Parking Lot Reconstruction.</td>
<td>2,499,800.00</td>
<td>28.6% 715,480.60</td>
<td>71,548.06</td>
<td>149,018.40</td>
<td>3(PF1301)</td>
<td>494,914.14</td>
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<td>(DRPA-13-120)</td>
<td>Falasca Mechanical, Inc. OPC Condenser Water Heat Exchanger</td>
<td>235,444.75</td>
<td>100.0% 235,444.75</td>
<td>11,772.24</td>
<td>210,460.27</td>
<td>3 &amp;4</td>
<td>13,212.24</td>
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<td>(DRPA-14-031)</td>
<td>Kaser Mechanical, LLC WWB Boiler Replacement Project</td>
<td>474,935.00</td>
<td>44.0% 208,755.50</td>
<td>20,877.55</td>
<td>0.00</td>
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<td>187,897.95</td>
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<td>(DRPA-14-046)</td>
<td>Free State Reporting, Inc. Audio and Transcription Services for DRPA Board &amp; Committee Meetings</td>
<td>65,000.00</td>
<td>4.1% 2,653.62</td>
<td>0.00</td>
<td>1,194.50</td>
<td>9138</td>
<td>1,459.12</td>
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<td>(DRPA-09-081)</td>
<td>HNTB Corporation PMA201- General Engineering Support</td>
<td>93,318.29</td>
<td>78.2% 72,974.53</td>
<td>0.00</td>
<td>66,782.87</td>
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<td>6,191.66</td>
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<td>(DRPA-12-080)</td>
<td>HAKS Engineers, Architects &amp; Land Surveyors, P.C. BFB PATCO Track Rehabilitation - C.M.S. for Contract No. 21-E</td>
<td>7,681,466.69</td>
<td>73.7% 2,892,631.08</td>
<td>269,558.26</td>
<td>2,148,160.47</td>
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<td>474,912.35</td>
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<td>(DRPA-14-014)</td>
<td>Carr &amp; Duff, Inc. 2014 biennial inspection-WWB</td>
<td>781,000.00</td>
<td>17.9% 139,525.19</td>
<td>6,069.48</td>
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<td>(DRPA-14-001)</td>
<td>HAKS Engineers, Architects &amp; Land Surveyors, P.C. PATCO Front St. to Locus St. Feeder Repair (Circuit 302)</td>
<td>274,000.00</td>
<td>92.7% 254,000.00</td>
<td>12,700.00</td>
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<td>(DRPA-13-042)</td>
<td>Ammann &amp; Whitney WWB Design Services for Painting the Suspension Spans &amp; Towers</td>
<td>381,295.00</td>
<td>19.6% 74,626.59</td>
<td>6,604.79</td>
<td>45,151.93</td>
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<td>(DRPA-12-082)</td>
<td>Urban Engineers, Inc. BFB South Walkway Bicycle &amp; Pedestrian Ramp</td>
<td>598,917.00</td>
<td>41.6% 249,258.09</td>
<td>17,026.66</td>
<td>187,386.98</td>
<td>11(3079-11)</td>
<td>44,844.45</td>
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<td>(DRPA-10-021)</td>
<td>Jacobs Engineering Group, Inc. C.M.S. WWB Suspension &amp; Anchorage Spans Deck Replacement</td>
<td>11,688,508.67</td>
<td>73.7% 8,618,652.55</td>
<td>1,245.65</td>
<td>7,957,197.92</td>
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<td>659,488.98</td>
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<td>(DRPA-11-094)</td>
<td>Hatch Mott MacDonald Task Order # TT4309 Consultant Services for CBB Roof Replacement</td>
<td>73,400.37</td>
<td>89.4% 65,624.73</td>
<td>0.00</td>
<td>61,062.39</td>
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<td>(DRPA-12-093)</td>
<td>Pennoni Associates Concept Study for PATCO Subway Tunnels Forced Air Ventilation</td>
<td>621,090.00</td>
<td>80.5% 500,087.53</td>
<td>47,566.00</td>
<td>417,270.45</td>
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<td>(DRPA-13-081)</td>
<td>Parsons Brinckerhoff, Inc. PATCO Outbound Study</td>
<td>1,640,712.24</td>
<td>39.9% 655,375.69</td>
<td>48,009.14</td>
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<td>(DRPA-14-015)</td>
<td>2014 Biennial Inspection - PATCO</td>
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<td>3,619.52</td>
<td>8,107.80</td>
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<td>(DRPA-12-010)</td>
<td>A.P. Construction, Inc. PATCO Escalator Replacements @ Woodcrest, 12th - 13th &amp; 15th - 16th &amp; Locust Stations</td>
<td>4,718,000.00</td>
<td>74.0% 3,493,100.00</td>
<td>349,310.00</td>
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<td>581,985.00</td>
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<td>(DRPA-11-094)</td>
<td>Burns Engineering, Inc. Task Order # EM4216 BFB Administration Building Backup Generator</td>
<td>34,995.00</td>
<td>71.8% 25,128.66</td>
<td>0.00</td>
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<td>(DRPA-12-011)</td>
<td>Burns Engineering, Inc. Escalator Replacements at Woodcrest, 12th - 13th &amp; Locust Streets</td>
<td>718,383.00</td>
<td>74.9% 537,864.43</td>
<td>53,786.40</td>
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<td>Completed Work (Billed) Amount</td>
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<td>BRB Ramp A Expansion Bearing Replacement</td>
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<td>(DRPA-13-001)</td>
<td>PATCO Track Circuit Modification, Design &amp; Construction Monitoring Services</td>
<td>563,114.15</td>
<td>76,706.24</td>
<td>7,034.12</td>
<td>0.00</td>
<td>1</td>
<td>69,672.12</td>
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<td></td>
<td>Gannett Fleming, Inc.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(DRPA-13-058)</td>
<td>System Disaster Recovery Services 04/01/2011 - 03/31/2016</td>
<td>225,240.00</td>
<td>146,658.32</td>
<td>0.00</td>
<td>142,827.32</td>
<td>1520839</td>
<td>3,831.00</td>
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<tr>
<td></td>
<td>SunGard Recovery Services</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(DRPA-13-096)</td>
<td>DOT CDL &amp; FTA Physicals</td>
<td>155,425.00</td>
<td>147,856.00</td>
<td>0.00</td>
<td>134,841.00</td>
<td>12495</td>
<td>1,215.00</td>
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<tr>
<td></td>
<td>Interstate Mobile Care</td>
<td>84,575.00</td>
<td>60,871.00</td>
<td>0.00</td>
<td>59,656.00</td>
<td>12545</td>
<td>1,215.00</td>
</tr>
<tr>
<td></td>
<td>LAZ Parking</td>
<td>2,826,951.00</td>
<td>581,944.50</td>
<td>0.00</td>
<td>520,623.57</td>
<td>VARIOUS</td>
<td>61,320.93</td>
</tr>
<tr>
<td></td>
<td>Temporary Toll Collectors</td>
<td></td>
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<td></td>
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<td></td>
</tr>
<tr>
<td></td>
<td>Transcore</td>
<td>3,241,630.00</td>
<td>971,865.00</td>
<td>0.00</td>
<td>918,090.00</td>
<td>14-02203</td>
<td>53,775.00</td>
</tr>
<tr>
<td></td>
<td>Railroad/Iron Bridge - A Joint Venture</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(DRPA-11-006)</td>
<td>Benefits Consulting Services</td>
<td>188,188.00</td>
<td>159,846.27</td>
<td>0.00</td>
<td>149,078.59</td>
<td>VARIOUS</td>
<td>10,767.68</td>
</tr>
<tr>
<td>(DRPA-13-010)</td>
<td>Toll System Equipment, and Software Maintenance and Repair Services</td>
<td>126,805.29</td>
<td>111,270.55</td>
<td>10,050.26</td>
<td>85,596.74</td>
<td>9 &amp; 10</td>
<td>15,623.55</td>
</tr>
<tr>
<td></td>
<td>TranSystems</td>
<td>84,575.00</td>
<td>60,871.00</td>
<td>0.00</td>
<td>59,656.00</td>
<td>12545</td>
<td>1,215.00</td>
</tr>
<tr>
<td>(DRPA-13-041)</td>
<td>PATCO - 2013 Biennial Inspection Repairs</td>
<td>102,800.321.00</td>
<td>39,527,620.34</td>
<td>4,508,507.69</td>
<td>22,564,852.79</td>
<td>11</td>
<td>12,454,259.86</td>
</tr>
</tbody>
</table>
## SUMMARY OF AUTHORIZED CONTRACT AND ENGINEERING PAYMENTS
**BRIDGES AND PATCO SYSTEM**  
**August 20, 2014**

<table>
<thead>
<tr>
<th>Resolution #</th>
<th>Contract/Engineer</th>
<th>Contract Amount</th>
<th>Completed Work (Billed) Amount</th>
<th>Retained Payment Amount</th>
<th>Prior Payments</th>
<th>Invoice No.</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Watts Window Cleaning &amp; Janitorial Co.</strong></td>
<td>Watts Window Cleaning &amp; Janitorial Co. Custodial Services</td>
<td>777,612.00</td>
<td>163,377.65</td>
<td>0.00</td>
<td>143,447.80</td>
<td>1568</td>
<td>19,929.85</td>
</tr>
<tr>
<td><strong>Canon Financial Services, Inc.</strong></td>
<td>Canon Financial Services, Inc.</td>
<td>382,260.00</td>
<td>178,388.00</td>
<td>0.00</td>
<td>172,017.00</td>
<td>13897612</td>
<td>6,371.00</td>
</tr>
<tr>
<td><strong>Canon Copier Equipment - Uniform Software Payment</strong></td>
<td>Canon Copier Equipment - Uniform Software Payment</td>
<td>73,669.20</td>
<td>35,671.78</td>
<td>0.00</td>
<td>34,443.96</td>
<td>13914078</td>
<td>1,227.82</td>
</tr>
<tr>
<td><strong>Grant Thornton LLP</strong></td>
<td>Grant Thornton LLP ERP Consulting Services</td>
<td>1,355,270.00</td>
<td>649,734.79</td>
<td>0.00</td>
<td>549,644.79</td>
<td>VARIOUS</td>
<td>100,090.00</td>
</tr>
<tr>
<td><strong>Total Contract and Engineer Payments</strong></td>
<td></td>
<td><strong>16,106,489.59</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Re: Article XII-C, Section 1 (a)


Re: Article XII-C, Section 1 (b)

None

Re: Article XII-C, Section 8 (Emergency)

None

Re: Article XII-C, Section 5

Authorized payments for Contracts and Engineers for the Bridges and PATCO Systems As follows: (see accompanying Schedule 1)

Contracts and Engineers: $16,106,489.59

August 20, 2014 1
2014 Capital Budget – Realignment of Funds – From Schedule T: Technology Projects & Equipment - Fare Collection Data Security Upgrade T12009 to Schedule A: DRPA Miscellaneous Projects – VMS Sign Replacement A14004. This Additional Funding is Intended for VMS Sign Replacement at the BFB. Budgeted Amount: $21,000.00.

MONTHLY REPORT
GENERAL PROCUREMENT ACTIVITY

During the month of July there were 50 Purchase Orders awarded totaling $651,696.01.

Approximately 9.04% or $58,884.05 of the monthly dollar total was made available to MBE and WBE’s, representing 26% or 13 of the monthly total number of Purchase Orders.

Of the total monthly procurement available to MBE’s and WBE’s, approximately 17.27% or $10,170.55 was awarded to MBE’s and approximately 2.15% or $1,264.00 was awarded to WBE’s.

Of the total number of Purchase Orders available to MBE’s and WBE’s, approximately 46.15% or 6 Purchase Orders were awarded to MBE’s and approximately 7.69% or 1 Purchase Order was awarded to WBE’s.
REPORT OF THE CHIEF EXECUTIVE OFFICER

JUNE 2014

ATTACHMENT 4

RISK MANAGEMENT & SAFETY
DELAWARE RIVER PORT AUTHORITY
INTEROFFICE COMMUNICATION

To: Toni P. Brown, Chief Administrative Officer
From: Marianne Staszewski, Director Risk Management & Safety
Subject: Risk Management & Safety July Activity Report

The DRPA Risk Management & Safety Staff were in attendance for the following meetings for the month of July.

### Contractor Meetings Attended By Risk Management & Safety

<table>
<thead>
<tr>
<th>DATE</th>
<th>CONTRACTOR</th>
<th>DRPA CONTRACT NO.</th>
<th>PROJECT/WORK AREA</th>
</tr>
</thead>
<tbody>
<tr>
<td>7/8, 7/22</td>
<td>Kaser Mechanical</td>
<td>WWB-19-2014</td>
<td>Project Progress Meeting - WWB Boiler Replacement project</td>
</tr>
<tr>
<td>7/8, 7/22</td>
<td>HNTB</td>
<td>BF-21-E</td>
<td>Progress meeting BFB/PATCO Track Rehabilitation project</td>
</tr>
<tr>
<td>7/9, 7/23</td>
<td>South State Inc.</td>
<td>WWB-17-2013</td>
<td>Progress meeting WWB NJ Approach Substructures Rehabilitation project</td>
</tr>
<tr>
<td>7/29</td>
<td>Chammings Electric</td>
<td>G-27-2013</td>
<td>Progress meeting OPC 6th floor generator</td>
</tr>
</tbody>
</table>

### Safety Meetings Attended By Safety Specialists * attended by Director of Risk Management

<table>
<thead>
<tr>
<th>DATE</th>
<th>NAME OF MEETING</th>
</tr>
</thead>
<tbody>
<tr>
<td>7/8</td>
<td>* Monthly Incident Accident Investigation committee meeting</td>
</tr>
<tr>
<td>7/10, 7/24</td>
<td>Bi-weekly conference call with Safety &amp; Construction &amp; Maintenance Supervisors / Fleet Managers</td>
</tr>
<tr>
<td>7/10</td>
<td>Meeting Workplace Safety at the CBB</td>
</tr>
<tr>
<td>7/15</td>
<td>Meeting Workplace Safety at the BRB</td>
</tr>
<tr>
<td>7/16</td>
<td>* Monthly Bridge Directors meeting with Risk Management &amp; Safety and Fleet Management</td>
</tr>
<tr>
<td>7/22</td>
<td>Meeting with AON regarding updates to the DRPA Safety Administrative Manual</td>
</tr>
<tr>
<td>7/22</td>
<td>* Monthly staff meeting with Safety Specialists &amp; Director of Risk Management</td>
</tr>
<tr>
<td>7/23</td>
<td>* Central Safety &amp; Health meeting</td>
</tr>
<tr>
<td>7/24</td>
<td>Environmental Coordination Meeting</td>
</tr>
<tr>
<td>7/30</td>
<td>Monthly Programs &amp; Activities subcommittee meeting</td>
</tr>
<tr>
<td>7/31</td>
<td>Meeting with One Port Center Tenant Fire Captains</td>
</tr>
</tbody>
</table>

### Risk Management Meetings Attended By Risk Management

<table>
<thead>
<tr>
<th>DATE</th>
<th>NAME OF MEETING</th>
</tr>
</thead>
<tbody>
<tr>
<td>7/1, 7/15, 7/22, 7/29</td>
<td>Weekly conference calls on OCIP litigated claims with AIG claim representatives, TSIB and defense counsel</td>
</tr>
<tr>
<td>7/1, 7/16, 7/29</td>
<td>Weekly staff meetings with CAO</td>
</tr>
<tr>
<td>7/18</td>
<td>Monthly Senior Staff meeting</td>
</tr>
<tr>
<td>7/24</td>
<td>Conference call with AON to discuss renewal strategy for the 2014-2015 policy term</td>
</tr>
</tbody>
</table>

1
The DRPA Risk Management & Safety Staff were involved in the following training activities for the month of July.

<table>
<thead>
<tr>
<th>DATE</th>
<th>TYPE OF TRAINING</th>
</tr>
</thead>
<tbody>
<tr>
<td>7/2</td>
<td>“Tree &amp; Mowing Safety Training” conducted by DRPA Specialists at the BRB</td>
</tr>
<tr>
<td>7/9</td>
<td>“Blood borne Pathogens Safety Training” conducted by AIG at the WWB and CBB</td>
</tr>
<tr>
<td>7/10</td>
<td>A webinar, “Workplace Safety Committee Training” was attended by DRPA Safety Specialists</td>
</tr>
<tr>
<td>7/11</td>
<td>A seminar, “Organization Skills for the Overwhelmed Training” was attended by DRPA Safety Specialists</td>
</tr>
<tr>
<td>7/11</td>
<td>New hire orientation for 4 Police Officers was conducted by DRPA Safety staff</td>
</tr>
<tr>
<td>7/17</td>
<td>Liberty Mutual’s “Decision Driving Training” (Train the Trainer) attended by the Safety staff</td>
</tr>
<tr>
<td>7/18</td>
<td>“Blood borne Pathogens Safety Training” conducted by AIG at the BRB and BFB</td>
</tr>
</tbody>
</table>

The DRPA Risk Management & Safety Staff were involved in the following activities for the month of July.

- The Safety staff conducted day time and night time random drug & alcohol testing on both Public Safety personnel (under policy 147A) and Construction & Maintenance personnel (under policy 147B).
- Safety Specialists reviewed various Health and Safety plans from contractors who were awarded construction and/or design projects during the month of July.
- Safety Specialists reviewed and commented on various engineering Technical and Special Provisions documents for future DRPA projects. Safety Specialist conducted various site safety visits and inspections at DRPA Non-OCIP construction projects at the four bridges.
- Risk Management reviewed and recommended the inclusion of proper insurance requirements on various Requests for Bids from the Purchasing Department, Request for Proposals from the Engineering Department, Finance Department and third party contracts for the Legal Department.
- Safety Specialist updated the Risk Management & Safety e.net page with the monthly safety tip for July; “The Dangers of Drinking and Driving and The Hazards of Excessive Heat”.


CFO REPORT
## DRPA Dashboard

### July, 2013

#### DRPA Bridge Traffic

- **99.89 %**

### June, 2014

#### DRPA Bridge Revenue

- **101.06 %**

---

### Legend

- **Green**: On Budget
- **Yellow**: Under Budget between 0-5%
- **Red**: Under Budget by more than 5%

### DRPA Bridge Traffic Table

<table>
<thead>
<tr>
<th>Date</th>
<th>Actual</th>
<th>Budgeted</th>
<th>% of Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jun, 2014</td>
<td>4,343,112</td>
<td>4,226,353</td>
<td>102.76 %</td>
</tr>
<tr>
<td>May, 2014</td>
<td>4,203,257</td>
<td>4,207,732</td>
<td>99.89 %</td>
</tr>
<tr>
<td>Apr, 2014</td>
<td>4,001,494</td>
<td>3,956,650</td>
<td>101.13 %</td>
</tr>
<tr>
<td>Mar, 2014</td>
<td>3,835,089</td>
<td>3,828,916</td>
<td>100.16 %</td>
</tr>
<tr>
<td>Feb, 2014</td>
<td>3,209,509</td>
<td>3,389,360</td>
<td>94.69 %</td>
</tr>
<tr>
<td>Jan, 2014</td>
<td>3,439,051</td>
<td>3,537,999</td>
<td>97.20 %</td>
</tr>
<tr>
<td>Dec, 2013</td>
<td>3,680,533</td>
<td>3,793,615</td>
<td>97.02 %</td>
</tr>
<tr>
<td>Nov, 2013</td>
<td>3,784,459</td>
<td>3,851,188</td>
<td>98.27 %</td>
</tr>
<tr>
<td>Oct, 2013</td>
<td>4,085,583</td>
<td>3,861,311</td>
<td>105.81 %</td>
</tr>
<tr>
<td>Sep, 2013</td>
<td>4,050,895</td>
<td>4,019,213</td>
<td>100.79 %</td>
</tr>
<tr>
<td>Aug, 2013</td>
<td>4,483,781</td>
<td>4,480,927</td>
<td>100.06 %</td>
</tr>
<tr>
<td>Jul, 2013</td>
<td>4,368,200</td>
<td>4,382,859</td>
<td>99.67 %</td>
</tr>
</tbody>
</table>

### DRPA Bridge Revenue Table

<table>
<thead>
<tr>
<th>Date</th>
<th>Actual</th>
<th>Budgeted</th>
<th>% of Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jun, 2014</td>
<td>$26,716,305</td>
<td>$25,723,485</td>
<td>103.86 %</td>
</tr>
<tr>
<td>May, 2014</td>
<td>$26,000,757</td>
<td>$25,919,987</td>
<td>100.31 %</td>
</tr>
<tr>
<td>Apr, 2014</td>
<td>$24,893,116</td>
<td>$24,407,698</td>
<td>101.99 %</td>
</tr>
<tr>
<td>Mar, 2014</td>
<td>$23,771,977</td>
<td>$23,529,594</td>
<td>101.03 %</td>
</tr>
<tr>
<td>Feb, 2014</td>
<td>$19,949,220</td>
<td>$20,864,364</td>
<td>95.51 %</td>
</tr>
<tr>
<td>Jan, 2014</td>
<td>$21,485,660</td>
<td>$21,851,269</td>
<td>98.33 %</td>
</tr>
<tr>
<td>Dec, 2013</td>
<td>$22,570,293</td>
<td>$22,838,288</td>
<td>98.83 %</td>
</tr>
<tr>
<td>Nov, 2013</td>
<td>$23,187,369</td>
<td>$23,671,429</td>
<td>97.96 %</td>
</tr>
<tr>
<td>Oct, 2013</td>
<td>$25,395,622</td>
<td>$23,563,453</td>
<td>107.78 %</td>
</tr>
<tr>
<td>Sep, 2013</td>
<td>$24,802,627</td>
<td>$24,042,808</td>
<td>103.16 %</td>
</tr>
<tr>
<td>Aug, 2013</td>
<td>$27,240,025</td>
<td>$27,005,275</td>
<td>100.87 %</td>
</tr>
<tr>
<td>Jul, 2013</td>
<td>$26,619,935</td>
<td>$26,154,829</td>
<td>101.78 %</td>
</tr>
</tbody>
</table>
DRPA Dashboard

July, 2013

June, 2014

DRPA Operating Budget

96.41 %

Legend
- Over Budget
- Under Budget between 0-5%
- Under Budget between 5-10%
- Under Budget by more than 10%

DRPA Capital Budget

52.41 %

Legend
- Over Budget
- Under Budget between 0-5%
- Under Budget between 5-10%
- Under Budget by more than 10%

<table>
<thead>
<tr>
<th>Date</th>
<th>Actual</th>
<th>Budgeted</th>
<th>% of Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jun, 2014</td>
<td>$7,337,703</td>
<td>$7,181,403</td>
<td>102.18 %</td>
</tr>
<tr>
<td>May, 2014</td>
<td>$6,973,538</td>
<td>$7,181,403</td>
<td>97.11 %</td>
</tr>
<tr>
<td>Apr, 2014</td>
<td>$6,662,197</td>
<td>$7,181,403</td>
<td>92.77 %</td>
</tr>
<tr>
<td>Mar, 2014</td>
<td>$6,982,520</td>
<td>$7,181,403</td>
<td>97.23 %</td>
</tr>
<tr>
<td>Feb, 2014</td>
<td>$7,024,398</td>
<td>$7,181,403</td>
<td>98.81 %</td>
</tr>
<tr>
<td>Jan, 2014</td>
<td>$5,657,385</td>
<td>$7,181,403</td>
<td>78.78 %</td>
</tr>
<tr>
<td>Dec, 2013</td>
<td>$8,845,067</td>
<td>$7,034,106</td>
<td>125.75 %</td>
</tr>
<tr>
<td>Nov, 2013</td>
<td>$6,549,507</td>
<td>$7,034,106</td>
<td>93.11 %</td>
</tr>
<tr>
<td>Oct, 2013</td>
<td>$6,031,639</td>
<td>$7,034,106</td>
<td>85.75 %</td>
</tr>
<tr>
<td>Sep, 2013</td>
<td>$6,661,218</td>
<td>$7,034,106</td>
<td>97.54 %</td>
</tr>
<tr>
<td>Aug, 2013</td>
<td>$6,939,077</td>
<td>$7,034,106</td>
<td>98.55 %</td>
</tr>
<tr>
<td>Jul, 2013</td>
<td>$6,363,815</td>
<td>$7,034,106</td>
<td>90.47 %</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date</th>
<th>Actual</th>
<th>Budgeted</th>
<th>% of Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jun, 2014</td>
<td>$19,103,090</td>
<td>$18,819,319</td>
<td>101.51 %</td>
</tr>
<tr>
<td>May, 2014</td>
<td>$7,787,550</td>
<td>$16,833,749</td>
<td>46.26 %</td>
</tr>
<tr>
<td>Apr, 2014</td>
<td>$6,582,716</td>
<td>$12,625,267</td>
<td>52.14 %</td>
</tr>
<tr>
<td>Mar, 2014</td>
<td>$8,456,032</td>
<td>$8,703,664</td>
<td>97.15 %</td>
</tr>
<tr>
<td>Feb, 2014</td>
<td>$10,804,512</td>
<td>$7,766,907</td>
<td>139.11 %</td>
</tr>
<tr>
<td>Jan, 2014</td>
<td>$5,946,535</td>
<td>$18,383,055</td>
<td>32.35 %</td>
</tr>
<tr>
<td>Dec, 2013</td>
<td>$1,694,866</td>
<td>$13,072,788</td>
<td>14.49 %</td>
</tr>
<tr>
<td>Nov, 2013</td>
<td>$8,726,340</td>
<td>$13,852,779</td>
<td>62.99 %</td>
</tr>
<tr>
<td>Oct, 2013</td>
<td>$17,588,051</td>
<td>$19,305,699</td>
<td>85.20 %</td>
</tr>
<tr>
<td>Sep, 2013</td>
<td>$2,691,073</td>
<td>$19,741,753</td>
<td>13.63 %</td>
</tr>
<tr>
<td>Aug, 2013</td>
<td>$4,078,238</td>
<td>$18,639,543</td>
<td>21.88 %</td>
</tr>
<tr>
<td>Jul, 2013</td>
<td>$10,778,220</td>
<td>$22,002,223</td>
<td>48.99 %</td>
</tr>
</tbody>
</table>
DRPA Dashboard

July, 2013 | June, 2014

PATCO Ridership

99.76 %

Legend
- On Budget
- Under Budget by less than 3.5%
- Under Budget between 3.5-5%
- Under Budget by more than 5%

PATCO Revenue

103.10 %

Legend
- On Budget
- Under Budget between 0-2%
- Under Budget between 2-5%
- Under Budget by more than 2%

<table>
<thead>
<tr>
<th>Date</th>
<th>Actual</th>
<th>Budgeted</th>
<th>% of Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jun, 2014</td>
<td>828,298</td>
<td>843,954</td>
<td>98.14 %</td>
</tr>
<tr>
<td>May, 2014</td>
<td>861,708</td>
<td>892,912</td>
<td>96.51 %</td>
</tr>
<tr>
<td>Apr, 2014</td>
<td>876,394</td>
<td>899,155</td>
<td>97.47 %</td>
</tr>
<tr>
<td>Mar, 2014</td>
<td>852,329</td>
<td>870,203</td>
<td>97.95 %</td>
</tr>
<tr>
<td>Feb, 2014</td>
<td>761,198</td>
<td>796,859</td>
<td>95.52 %</td>
</tr>
<tr>
<td>Jan, 2014</td>
<td>819,486</td>
<td>865,111</td>
<td>94.73 %</td>
</tr>
<tr>
<td>Dec, 2013</td>
<td>812,515</td>
<td>871,045</td>
<td>104.03 %</td>
</tr>
<tr>
<td>Nov, 2013</td>
<td>836,633</td>
<td>804,763</td>
<td>103.95 %</td>
</tr>
<tr>
<td>Oct, 2013</td>
<td>954,826</td>
<td>934,075</td>
<td>102.22 %</td>
</tr>
<tr>
<td>Sep, 2013</td>
<td>869,333</td>
<td>832,279</td>
<td>104.43 %</td>
</tr>
<tr>
<td>Aug, 2013</td>
<td>873,110</td>
<td>843,874</td>
<td>103.46 %</td>
</tr>
<tr>
<td>Jul, 2013</td>
<td>891,129</td>
<td>897,525</td>
<td>99.29 %</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date</th>
<th>Actual</th>
<th>Budgeted</th>
<th>% of Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jun, 2014</td>
<td>$2,133,899</td>
<td>$2,203,072</td>
<td>96.36 %</td>
</tr>
<tr>
<td>May, 2014</td>
<td>$2,611,280</td>
<td>$2,308,294</td>
<td>113.13 %</td>
</tr>
<tr>
<td>Apr, 2014</td>
<td>$2,239,074</td>
<td>$2,282,667</td>
<td>96.08 %</td>
</tr>
<tr>
<td>Mar, 2014</td>
<td>$2,200,655</td>
<td>$2,209,032</td>
<td>99.52 %</td>
</tr>
<tr>
<td>Feb, 2014</td>
<td>$1,951,205</td>
<td>$2,025,067</td>
<td>96.35 %</td>
</tr>
<tr>
<td>Jan, 2014</td>
<td>$2,132,289</td>
<td>$2,192,226</td>
<td>97.27 %</td>
</tr>
<tr>
<td>Dec, 2013</td>
<td>$2,152,254</td>
<td>$1,999,688</td>
<td>108.13 %</td>
</tr>
<tr>
<td>Nov, 2013</td>
<td>$2,277,725</td>
<td>$2,119,322</td>
<td>107.47 %</td>
</tr>
<tr>
<td>Oct, 2013</td>
<td>$2,512,388</td>
<td>$2,426,178</td>
<td>103.55 %</td>
</tr>
<tr>
<td>Sep, 2013</td>
<td>$2,249,734</td>
<td>$2,140,496</td>
<td>105.10 %</td>
</tr>
<tr>
<td>Aug, 2013</td>
<td>$2,295,575</td>
<td>$2,155,398</td>
<td>106.50 %</td>
</tr>
<tr>
<td>Jul, 2013</td>
<td>$2,410,279</td>
<td>$2,296,667</td>
<td>104.55 %</td>
</tr>
</tbody>
</table>
DRPA Dashboard

**PATCO On Time Performance**

94.27 %

Goal: 98%

Legend:
- Green for On Time Over 98%
- Yellow for On Time between 95-98%
- Red for On Time below 95%

<table>
<thead>
<tr>
<th>Date</th>
<th>Scheduled</th>
<th>Late</th>
<th>Annulled</th>
<th>Bypassed</th>
<th>% On Time</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jun, 14</td>
<td>3,601</td>
<td>109</td>
<td>7</td>
<td>54</td>
<td>96.67 %</td>
</tr>
<tr>
<td>May, 14</td>
<td>5,087</td>
<td>154</td>
<td>28</td>
<td>74</td>
<td>96.02 %</td>
</tr>
<tr>
<td>Apr, 14</td>
<td>5,308</td>
<td>146</td>
<td>56</td>
<td>72</td>
<td>96.10 %</td>
</tr>
<tr>
<td>Mar, 14</td>
<td>5,357</td>
<td>296</td>
<td>118</td>
<td>110</td>
<td>92.12 %</td>
</tr>
<tr>
<td>Feb, 14</td>
<td>4,748</td>
<td>495</td>
<td>192</td>
<td>120</td>
<td>85.34 %</td>
</tr>
<tr>
<td>Jan, 14</td>
<td>5,615</td>
<td>311</td>
<td>200</td>
<td>135</td>
<td>90.72 %</td>
</tr>
<tr>
<td>Dec, 13</td>
<td>5,611</td>
<td>167</td>
<td>79</td>
<td>112</td>
<td>95.63 %</td>
</tr>
<tr>
<td>Nov, 12</td>
<td>5,208</td>
<td>95</td>
<td>113</td>
<td>66</td>
<td>95.89 %</td>
</tr>
<tr>
<td>Oct, 13</td>
<td>5,650</td>
<td>230</td>
<td>23</td>
<td>72</td>
<td>95.43 %</td>
</tr>
<tr>
<td>Sep, 13</td>
<td>5,274</td>
<td>200</td>
<td>30</td>
<td>44</td>
<td>95.58 %</td>
</tr>
<tr>
<td>Aug, 12</td>
<td>5,515</td>
<td>150</td>
<td>66</td>
<td>34</td>
<td>96.05 %</td>
</tr>
<tr>
<td>Jul, 13</td>
<td>5,527</td>
<td>190</td>
<td>63</td>
<td>129</td>
<td>95.26 %</td>
</tr>
</tbody>
</table>

**PATCO Incidents**

<table>
<thead>
<tr>
<th>Category</th>
<th>Count</th>
</tr>
</thead>
<tbody>
<tr>
<td>Equipment Defect</td>
<td>23</td>
</tr>
<tr>
<td>W&amp;P Elec - Signal - Radio</td>
<td>10</td>
</tr>
<tr>
<td>Passenger Issues</td>
<td>4</td>
</tr>
<tr>
<td>Public Safety Issues</td>
<td>4</td>
</tr>
<tr>
<td>Other</td>
<td>2</td>
</tr>
<tr>
<td>Trespassers</td>
<td>2</td>
</tr>
<tr>
<td>Transit Operations</td>
<td>1</td>
</tr>
<tr>
<td>Weather</td>
<td>1</td>
</tr>
<tr>
<td>W&amp;P Track - Wayside</td>
<td>1</td>
</tr>
<tr>
<td>Lack of Equipment</td>
<td></td>
</tr>
<tr>
<td>Speed Restrictions</td>
<td></td>
</tr>
<tr>
<td>Deer/Animals</td>
<td></td>
</tr>
</tbody>
</table>

JUNE 2014
DRPA Dashboard

Lost Time Claims

Lost Time Breakdown

Legend
- DRPA
- PATCO

<table>
<thead>
<tr>
<th>Date</th>
<th>DRPA</th>
<th>PATCO</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jun, 2014</td>
<td>2</td>
<td>4</td>
</tr>
<tr>
<td>May, 2014</td>
<td>7</td>
<td>6</td>
</tr>
<tr>
<td>Apr, 2014</td>
<td>3</td>
<td>1</td>
</tr>
<tr>
<td>Mar, 2014</td>
<td>1</td>
<td>3</td>
</tr>
<tr>
<td>Feb, 2014</td>
<td>3</td>
<td>4</td>
</tr>
<tr>
<td>Jan, 2014</td>
<td>1</td>
<td>0</td>
</tr>
<tr>
<td>Dec, 2013</td>
<td>1</td>
<td>2</td>
</tr>
<tr>
<td>Nov, 2013</td>
<td>4</td>
<td>2</td>
</tr>
<tr>
<td>Oct, 2013</td>
<td>5</td>
<td>5</td>
</tr>
<tr>
<td>Sep, 2013</td>
<td>0</td>
<td>1</td>
</tr>
<tr>
<td>Aug, 2013</td>
<td>4</td>
<td>4</td>
</tr>
<tr>
<td>Jul, 2013</td>
<td>3</td>
<td>3</td>
</tr>
</tbody>
</table>

Number of Days Lost

<table>
<thead>
<tr>
<th>Location</th>
<th>1-7 days</th>
<th>8-14 days</th>
<th>15-30 days</th>
<th>31-60 days</th>
<th>61-90 days</th>
<th>91-180 days</th>
<th>180+ days</th>
</tr>
</thead>
<tbody>
<tr>
<td>WWB</td>
<td>6</td>
<td>3</td>
<td>1</td>
<td>1</td>
<td>0</td>
<td>0</td>
<td>1</td>
</tr>
<tr>
<td>PATCO</td>
<td>7</td>
<td>1</td>
<td>11</td>
<td>6</td>
<td>5</td>
<td>2</td>
<td>2</td>
</tr>
<tr>
<td>Other</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>1</td>
<td>1</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>OPC</td>
<td>2</td>
<td>0</td>
<td>0</td>
<td>1</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>CBB</td>
<td>0</td>
<td>1</td>
<td>0</td>
<td>1</td>
<td>0</td>
<td>1</td>
<td>0</td>
</tr>
<tr>
<td>BRB</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>1</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>BFB</td>
<td>2</td>
<td>1</td>
<td>2</td>
<td>1</td>
<td>3</td>
<td>4</td>
<td>2</td>
</tr>
</tbody>
</table>
## DRPA/PATCO Unaudited Financial Summary - August 2014 Finance Committee Meeting

### Total DRPA Traffic/PATCO Ridership and Revenue

#### YEAR-TO-YEAR COMPARISON

<table>
<thead>
<tr>
<th></th>
<th>2013 Actual</th>
<th>2014 Actual</th>
<th>Year-to-Year Change</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>DRPA Traffic</td>
<td>23,426,285</td>
<td>23,031,512</td>
<td>(394,773)</td>
<td>-1.69%</td>
</tr>
<tr>
<td>DRPA Toll Revenues</td>
<td>$144,046,933</td>
<td>$142,817,035</td>
<td>$ (1,229,898)</td>
<td>-0.85%</td>
</tr>
<tr>
<td>Average Toll</td>
<td>$6,148.9</td>
<td>$6,200.9</td>
<td>$0.0520</td>
<td>0.85%</td>
</tr>
</tbody>
</table>

Note: Snow impacted January/February/March 2014

<table>
<thead>
<tr>
<th></th>
<th>2013 Actual</th>
<th>2014 Actual</th>
<th>Year-to-Year Change</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>PATCO Ridership</td>
<td>5,304,837</td>
<td>4,999,413</td>
<td>(305,424)</td>
<td>-5.76%</td>
</tr>
<tr>
<td>PATCO Revenues</td>
<td>$13,736,925</td>
<td>$13,268,402</td>
<td>$ (468,523)</td>
<td>-3.41%</td>
</tr>
<tr>
<td>Average Fare</td>
<td>$2,422.00</td>
<td>$2,400.00</td>
<td>$0.0220</td>
<td>-0.91%</td>
</tr>
</tbody>
</table>

Note: Snow impacted January/February/March 2014

### BUDGET VS. ACTUAL

<table>
<thead>
<tr>
<th></th>
<th>2014 Budget</th>
<th>2014 YTD Actuals</th>
<th>(Under) / Over Budget</th>
<th>% (Under) / Over Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>DRPA Traffic</td>
<td>23,147,012</td>
<td>23,031,512</td>
<td>(115,500)</td>
<td>-0.50%</td>
</tr>
<tr>
<td>DRPA Toll Revenues</td>
<td>$142,296,397</td>
<td>$142,817,035</td>
<td>$520,638</td>
<td>0.37%</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th>2014 Budget</th>
<th>2014 YTD Actuals</th>
<th>(Under) / Over Budget</th>
<th>% (Under) / Over Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>PATCO Ridership</td>
<td>5,168,234</td>
<td>4,999,413</td>
<td>(168,821)</td>
<td>-3.27%</td>
</tr>
<tr>
<td>PATCO Revenues</td>
<td>$13,220,559</td>
<td>$13,268,402</td>
<td>$47,843</td>
<td>0.36%</td>
</tr>
</tbody>
</table>

### OPERATING EXPENSES: Budget vs. Estimated Actuals - 2014 YTD Unaudited Actuals

<table>
<thead>
<tr>
<th></th>
<th>2014 Budget</th>
<th>2014 YTD Actuals</th>
<th>(Under) / Over Budget</th>
<th>% (Under) / Over Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>DRPA Budget</td>
<td>$43,088,418</td>
<td>$40,637,741</td>
<td>$ (2,450,676)</td>
<td>-5.69%</td>
</tr>
<tr>
<td>PATCO Budget</td>
<td>$23,488,185</td>
<td>$23,390,274</td>
<td>$ (97,911)</td>
<td>-0.42%</td>
</tr>
<tr>
<td>Total</td>
<td>$66,576,603</td>
<td>$64,028,015</td>
<td>$ (2,548,587)</td>
<td>-3.83%</td>
</tr>
</tbody>
</table>

**PATCO Subsidy - 2014 YTD Unaudited Actuals thru 6/30/14**

$ (13,328,624) $ (13,182,870) $ 145,754 1.09%

### Total Capital Expenditures - 2013 thru 2014 YTD (in millions)

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>07/31/2013 Actual</th>
<th>07/31/2014 Actual</th>
<th>Year-to-Year Change</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project Fund D</td>
<td>$ -</td>
<td>$62.2</td>
<td>$62.2</td>
<td>-</td>
</tr>
<tr>
<td>General Fund</td>
<td>$41.7</td>
<td>$ (41.7)</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Total Capital Expenditures - Major Projects</td>
<td>$41.7</td>
<td>$62.2</td>
<td>$20.5</td>
<td>49.16%</td>
</tr>
</tbody>
</table>

*Project fund consists of proceeds from the December 2013 revenue bond issuance. $348.8 million in net proceeds (after costs of issuance, debt reserve fund requirements and reimbursement to the General Fund (per the Board’s Resolution #12-051:Reimbursement of Expenditures Resolution). $65.8 million in proceeds used to fund December 2013’s through July 2014’s capital expenditures.

### Estimated General Fund Balance - July 31, 2014

- Estimated Current Balance (rev.) $422.8 million*
- Est. Change from previous month $4.4 million - increase since 6/30/14

---

**July YTD figures reflect over $16 million in expenditures during July, largely due to BFB/PATCO track rehab project.**
### Outstanding Bond Issues

<table>
<thead>
<tr>
<th>Bond Type</th>
<th>07/31/14</th>
<th>12/31/13</th>
<th>1/1/2014 maturities</th>
</tr>
</thead>
<tbody>
<tr>
<td>2008 Rev. Refunding Bonds</td>
<td>$287,800</td>
<td>$304,510</td>
<td>$(16,710)</td>
</tr>
<tr>
<td>2010 Rev. Refunding Bonds</td>
<td>$337,255</td>
<td>$350,000</td>
<td>$(12,745)</td>
</tr>
<tr>
<td>2010 Revenue Bonds</td>
<td>$308,375</td>
<td>$308,375</td>
<td>0</td>
</tr>
<tr>
<td>2013 Revenue Bonds</td>
<td>$476,585</td>
<td>$476,585</td>
<td>0</td>
</tr>
<tr>
<td><strong>Total Senior (Revenue) Bonds</strong></td>
<td><strong>$1,410,015</strong></td>
<td><strong>$1,439,470</strong></td>
<td><strong>$(29,455)</strong></td>
</tr>
<tr>
<td>1998A&amp;B Port District Project Bonds</td>
<td>-</td>
<td>-</td>
<td>0</td>
</tr>
<tr>
<td>1999A Port District Project Bonds</td>
<td>$27,675</td>
<td>$31,080</td>
<td>$(3,405)</td>
</tr>
<tr>
<td>1999B Port District Project Bonds</td>
<td>-</td>
<td>-</td>
<td>0</td>
</tr>
<tr>
<td>2001A Port District Project Bonds</td>
<td>-</td>
<td>-</td>
<td>0</td>
</tr>
<tr>
<td>2001B Port District Project Bonds</td>
<td>-</td>
<td>-</td>
<td>0</td>
</tr>
<tr>
<td>2012 Port District Project Refunding Bonds</td>
<td>$147,240</td>
<td>$153,030</td>
<td>$(5,790)</td>
</tr>
<tr>
<td><strong>Total Subordinated Bonds</strong></td>
<td><strong>$174,915</strong></td>
<td><strong>$184,110</strong></td>
<td><strong>$(9,195)</strong></td>
</tr>
<tr>
<td><strong>Total Debt Outstanding</strong></td>
<td><strong>$1,584,930</strong></td>
<td><strong>$1,623,580</strong></td>
<td><strong>$(38,650)</strong></td>
</tr>
</tbody>
</table>

#### Principal Outstanding

<table>
<thead>
<tr>
<th>Bond Type</th>
<th>Amount</th>
<th>% of Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fixed Rate Bonds</td>
<td>$959,875</td>
<td>60.6%</td>
</tr>
<tr>
<td>Variable Rate Bonds</td>
<td>$625,055</td>
<td>39.4%</td>
</tr>
<tr>
<td><strong>Total Debt</strong></td>
<td>$1,584,930</td>
<td>100.0%</td>
</tr>
</tbody>
</table>

#### Bond Ratings

- **Revenue Bonds**: A3 stable / A positive
- **PDP Bonds**: Baa3 stable / BBB positive

### Letter of Credit O/S

<table>
<thead>
<tr>
<th>Bond Type</th>
<th>Principal Outstanding</th>
<th>Letter of Credit Banks</th>
<th>Principal Outstanding</th>
<th>Expiration Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>2008 Rev. Refunding Bonds Series A</td>
<td>$292,814</td>
<td>TD Bank</td>
<td>$138,705</td>
<td>7/22/16</td>
</tr>
<tr>
<td>Series B</td>
<td></td>
<td>Bank of America</td>
<td>$154,109</td>
<td>12/31/17</td>
</tr>
<tr>
<td>2010 Rev. Refunding Bonds Series A</td>
<td>$342,545</td>
<td>Royal Bank of Canada</td>
<td>$146,916</td>
<td>3/18/16</td>
</tr>
<tr>
<td>Series B</td>
<td></td>
<td>Barclay's Bank</td>
<td>$146,916</td>
<td>3/20/15</td>
</tr>
<tr>
<td>Series C</td>
<td></td>
<td>Bank of New York Mellon</td>
<td>$48,713</td>
<td>3/18/16</td>
</tr>
<tr>
<td><strong>Total Variable Debt</strong></td>
<td><strong>$635,359</strong></td>
<td></td>
<td><strong>$635,359</strong></td>
<td></td>
</tr>
</tbody>
</table>

#### Key 2013 Finance Plan Actions:

1. LOC restructuring for 2010 Revenue Refunding Bonds closed on March 21, 2013. 3 New LOC providers. LOCs fees range from 0.45% to 0.70%.
2. 2008 Revenue Bond LOCs extensions were completed on June 28. Retaining TD Bank and Bank of America with fees at 0.655% to 0.70%, respectively.
3. New Bond issue - Ratings agency (Moody’s & S&P) and investor presentations completed in November. S&P Ratings increased from A- to A.

### Total Swap Valuation - 7/31/2014 (in millions)

<table>
<thead>
<tr>
<th>Amount</th>
<th>Active Swaps*</th>
<th>MTM Value</th>
<th>Change from 6/30/14</th>
</tr>
</thead>
<tbody>
<tr>
<td>$811</td>
<td>$625</td>
<td>$(160.0)</td>
<td>$4.7</td>
</tr>
</tbody>
</table>

*Current Notional Amounts: 1995 Revenue Bond swap currently $287.8 million; 1999 swap $337.2 million.
DELAWARE RIVER PORT AUTHORITY

BOARD MEETING

Collingswood Senior Community Center
30 W. Collings Avenue
Collingswood, New Jersey

Wednesday, July 16, 2014
PRESENT

PENNSYLVANIA
Jim Cawley, Esquire, Chairman
William Sasso, Esquire
Andrew Reilly, Esquire
Michelle Kichline, Esquire (arrived at 6:30 p.m.)
Walter D’Alessio (via telephone)
Joann Bell
John Lisko, Esquire (for Robert McCord) (via telephone)
John J. Dougherty (for Auditor General DePasquale)

NEW JERSEY
Jeffrey L. Nash, Esquire, Vice Chairman
Albert Frattali
Charles Fentress
Denise Mason
Rick Taylor
E. Frank DiAntonio (via telephone)

Officers and Chiefs
John Hanson, CEO
Michael Conallen, Deputy CEO
Danielle McNichol, General Counsel and Corporate Secretary
Kristen Mayock, Deputy General Counsel
James White, Acting CFO
Tim Pulte, COO (via telephone)
Toni Brown, CAO
Mike Venuto, Chief Engineer
John Rink, PATCO General Manager
Bennett Cornelius, Assistant General Manager, PATCO
Thomas Raftery, Inspector General (via telephone)
Gary Smith, Public Safety (for Chief Stief)
DRPA Staff

Valerie Bradford, Bridge Director, BFB/BRB
Nancy Farthing, Exec. Assistant to CEO
Howard Korsen, Contract Administration
Christina Maroney, Manager, Special Projects
Elizabeth McGee, Administrative Coordinator
Sheila Milner, Administrative Coordinator
Fran O'Brien, Manager, Customer & Com. Relations
William Shanahan, Director, Gov. Relations
Susan Squillace, Manager, Purchasing
Dawn Whiton, Administrative Coordinator

Counsel

David Rapuano, Esquire, Archer & Greiner, NJ Counsel
Thomas Ellis, Esquire, Duane Morris, PA Counsel

Others

Kathy Bruder, Esquire, Deputy Chief of Staff, Office of Governor Corbett
Joshua Wilson, Chief of Staff, Office of Lt. Gov.
Peter Simon, Esquire, NJ Gov. Authorities Unit
Collin Dinsmore
Anthony DeSantis (CAC)
Judy Boldurian (CAC)
Craig Hrinkevich
Arnold Alston
Carol Rhoades
Mark McMichael
Joe Quigley
Tara Chupka
Dave Conroy
Michael Neill
Rick Smith
Michael Mascarelli
Robert Page
Niko Rodriguez
Thomas Rodriguez
Brian Jivica
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(continued)

DRPA-14-095 Right of Entry and Related Agreements with PennDOT

Citizens Advisory Committee Report

Public Comments:

Mr. Mark McMichael

Ms. Carol Rhodes

Adjournment
(6:05 p.m.)

CHAIRMAN CAWLEY: I'll hereby call to order this meeting of the Delaware River Port Authority for Wednesday, July 16, 2014.

We'll begin as we always do with a moment of silence, followed by the pledge of allegiance.

If you would all please rise?

(Pause/Pledge of Allegiance)

CHAIRMAN CAWLEY: We'll begin by taking a roll call.

Madam Secretary, can you please call the roll?

MS. McNICHOL: Chairman Cawley?

CHAIRMAN CAWLEY: Present.

MS. McNICHOL: Vice Chairman Nash?

CHAIRMAN NASH: Here.

MS. McNICHOL: Commissioner Frattali?

COMMISSIONER FRATTALI: Here.

MS. McNICHOL: Commissioner Sasso?

COMMISSIONER SASSO: Here.

MS. McNICHOL: Commissioner Bell?

COMMISSIONER BELL: Here.

MS. McNICHOL: Commissioner Fentress?

COMMISSIONER FENTRESS: Here.

MS. McNICHOL: Commissioner Dougherty?
COMMISSIONER DOUGHERTY: Present.
MS. McNICHOL: Commissioner Reilly?
COMMISSIONER REILLY: Here.
MS. McNICHOL: Commissioner Taylor?
COMMISSIONER TAYLOR: Here.
MS. McNICHOL: Commissioner Mason?
COMMISSIONER MASON: Here.
MS. McNICHOL: Commissioner D'Alessio?
COMMISSIONER D'ALESSIO: Here.
MS. McNICHOL: Commissioner DiAntonio?
COMMISSIONER DIANTONIO: Here.
MS. McNICHOL: Commissioner Lisko?
COMMISSIONER LISKO: On the phone.
MS. McNICHOL: You have a quorum, sir.
CHAIRMAN CAWLEY: Thank you.
We'll now move to the report of the Chief Executive Officer.

John, the floor is yours.
MR. HANSON: Thank you, Chairman.
There are no changes to my report as submitted. However, I'd like to highlight a few items.

Under CEO emergency powers, the purchase order was approved for the JPC Group for procurement of water main repairs and replacement at the Walt Whitman
Bridge facility. This repair is an 8-inch water main located behind the vehicle storage building. And it's the water supply and it's necessary to supply heat to both buildings. So that work is underway under emergency powers. I am reporting to the Board, as required.

Last month, I made the Board aware that as a result of our biennial inspection of the Walt Whitman Bridge, some deterioration was discovered on the gusset plates and, as a result, we had to undertake immediate temporary repairs to shear them up. We are continuing with the priority repairs of the gusset plates. The design of the temporary brace is complete. Work platforms are being installed and material is being fabricated. The installation of the temporary bracing will begin next week, followed by installation of permanent gusset plate replacement.

The biennial inspection team is currently evaluating conditions at three additional panel point locations that may also require rehabilitation. The majority of the priority repair work is being performed under the Walt Whitman Bridge deck rehabilitation contract on a time and material basis.

PATCO track rehabilitation project update, we're in the 44th day of the first 60-day outage.
Outreach to our customers has continued since the last Board meeting. And we have handed out a number of materials, informational brochures that were mailed, frequently asked questions that were posted to the PATCO website, and Fran O'Brien has distributed those materials to the Commissioners tonight.

PATCO car rehabilitation project update, Mike Venuto, would you like to provide that update?

MR. VENUTO: Yes, sir. Thank you.

Good evening, Commissioners. We are continuing with the testing at night and the troubleshooting of any car problems during the day. We are experiencing some issues with the communications system on the cars and the HVAC that we're still working through. We are not satisfied with the delays that we've had to date, but we do -- we are insisting that the cars are running properly when they are put in service and also there are subcontractors onsite working the problems.

Over the past few weeks, we have met with the executives from both LTK and Alsom to express our concern for the project. And we are working through those issues with both of those teams.

We do regret the delays in the project. However, we do not want to be in a position to put the
cars in service and experiencing a breakdown, so we're staying on top of the project each and every day.
I'll continue to report back to the Board.

MR. HANSON: Thanks, Mike.
Any questions? Okay.

Elevator and escalator update, I'd like to ask General Manager John Rink to provide an update on the PATCO elevators and escalators.

MR. RINK: Thank you, John.

Good evening, Commissioners. Our operational percentages for the month of June, we're at 99.1 percent for elevators exceeding the target and 97 percent for our 12 escalators in service. The operational percentage was 97.9 percent, exceeding our target 90 percent for the month.

Late last month, we received notice from the FTA since we had met our target operational percentage for three consecutive months for escalators; we no longer have to report the operational percentage to the FTA. So with that, we have exceeded our actual operational targets for the last six months on the elevators and the last three for the escalators.

On July 7th, the 12th and 13th escalators went back into service for our customers. And that day the 15th and 16th escalator was removed from service for
capital replacement.

That is all, John.

MR. HANSON: Thank you, John.

Are there any questions for General Manager John Rink?

(No response.)

MR. HANSON: Also, recently, we received a letter from Auditor General DePasquale requesting information regarding the status of the remaining economic development funds. And in his letter, the Auditor General asked for an update at this meeting. That effort is being led by Deputy CEO Mike Conallen.

Mike, do you want to provide the update as requested by the auditor general?

MR. CONALLEN: Sure, thank you, John. Good evening Commissioners.

In response to the Auditor General, we are going to develop a report that will provide the information requested with respect to the number of ongoing or closeout economic development projects, the amount of funds still outstanding, the dates of those contracts, the expiration dates of those grants, as well as the balances remaining. We'll continue to monitor and update the projects that have been underwritten by the Authority funds, including monies
identified as economic development.

I am in regular contact with the finance and legal departments, and the Inspector General concerning the outstanding funding requests. And we monitor the funds as -- and I monitor the funds as the party responsible for the economic development program. And in our report, in an ongoing basis, we'll report to the Board as these projects either expire or are closed out.

MR. HANSON: Thank you, Mike.

Are there questions for Mr. Conallen?

COMMISSIONER DOUGHERTY: Yeah, I've got a question. When did the General send the letter?

MR. CONALLEN: July 9th.

COMMISSIONER DOUGHERTY: July 9th. And he was expecting some sort of report tonight other than we're working on it? That's basically what that was, right? Is that what he said?

MR. CONALLEN: No. What I read in his letter was that he would like an update on the status at today's meeting.

COMMISSIONER DOUGHERTY: Is there any copy of contracts or any paperwork associated with any of that that we can take a look at today?

MR. HANSON: No. That was not what the
Auditor General was requesting. He requested specific information and he requested an update of the status of the progress at this meeting.

COMMISSIONER DOUGHERTY: The General sent you a letter, followed up by a very good follow-up email from Mr. Nash, and basically he gave us a highlight of some of his interests. I apologize for my back. I just thought that even if we had his email and we put some highlights, some notations or something, could have been better prepared here for that.

You know we get a Board member asking for some information and he asks about some contracts, we could have had the contacts in front of us so we could talk about them or something, you know what I mean? Just rather than they were working on it. That's what I got out of that.

MR. HANSON: And Commissioner, we do have information, but the way that I interpreted Auditor General DePasquale's letter was that he asked for a specific product and an update on it. He did not ask for --

COMMISSIONER DOUGHERTY: Do we have his letter?

MR. HANSON: -- a partially completed report.

COMMISSIONER DOUGHERTY: Do we have his letter
with us?

MR. HANSON: Yes.

COMMISSIONER DOUGHERTY: Can we take a look at
his letter?

CHAIRMAN CAWLEY: Mike, I have a question.
How long will it take you to compile the information
that you had indicated you were working on?

MR. CONALLEN: It shouldn't take long, sir.
What we have is probably 99 percent of all the
information. Before we put together a full report, we
wanted to make sure that we had 100 percent of the
information for the Auditor General.

CHAIRMAN CAWLEY: Well, not long is what? A
day, a week?

MR. CONALLEN: I don't -- you know, the close
of business Friday.

CHAIRMAN NASH: Mike, we used to have at the
Finance Committee meetings up until a couple of months
ago, we had a running report of the economic
development funds and how much had been expended. Why
don't we update that report?

MR. CONALLEN: That report, sir, was simply on
the outstanding loans and loan guarantees, as opposed
to all the ongoing grants projects.

CHAIRMAN NASH: Maybe you can compile the two
reports and this way everyone can see how much money
has been allocated from the grant; when the grant was
issued; what contracts are pursuant to those grants;
and this way everybody will have that information very
quickly.

COMMISSIONER DOUGHERTY: I think that's a
great idea. Thank you, Jeff.

I just think that if you had 99 percent of it,
how long would it have taken to get the other 1
percent done so we had a report here, tonight?

MR. HANSON: Commissioner --

COMMISSIONER DOUGHERTY: If we can get it
Friday, we could have had it for tonight.

MR. HANSON: Commissioner, at the end of
Auditor General DePasquale's letter, he says “I would
appreciate an update on the timeline for providing
this information to the Board at the next Board
meeting on July 16th.” And he did not ask for the
report tonight. Had he asked for the report tonight,
we would have delivered a report tonight.

I apologize to you for --

COMMISSIONER DOUGHERTY: I had a conversation
with the General earlier today, okay, and I believe he
is expecting a little bit more than we're working on
it. I thought that he would have appreciated seeing
the 99 percent of the report that was done.

Maybe, look, I don't have a problem. I'm glad we're playing by the rules and we're limited to the letter of the law. That will help me as we move into the meeting, the fact that, you know, I hope you read the letter I sent you, yesterday, as well as re-read that letter.

MR. HANSON: I did. I was copied on that letter. I did read the letter and, again, I apologize to you for not meeting your expectations, but my interpretation of this was the timeline. We wanted to be thorough with respect to the points of Commissioner DePasquale.

COMMISSIONER DOUGHERTY: I'm not disagreeing with your effort. I'm a little frustrated that we could have 99 percent of a report completed, okay, and I appreciate Mr. Nash jumping in and saying, hey, we'll follow-up to the Finance Committee report and add to that. I believe that the General expected me to bring home a little bit more than we're working on it. But I'm glad we're going to have it by Friday.

MR. HANSON: I'm sorry we didn't meet your expectation.

MR. HANSON: That concludes my report.

CHAIRMAN CAWLEY: Thank you.
Any questions of John?

Seeing none, I'll entertain a motion to accept the CEO's report.

COMMISSIONER FENTRESS: Move the motion.

COMMISSIONER FRATTALI: Second.

CHAIRMAN CAWLEY: It's been moved and seconded.

Discussion on the motion?

(No response.)

CHAIRMAN CAWLEY: Seeing none, all those in favor will signify by saying, aye.

ALL: Aye.

CHAIRMAN CAWLEY: Votes nay?

Opinion of the Chair, the ayes have it and the report is accepted.

We'll now move to the report of the acting Chief Financial Officer.

James, you're up.

MR. WHITE: Thank you. Good evening, everyone, Mr. Chair, Mr. Vice Chair, and Commissioners.

Many of the comments that I have tonight are in the minutes for the Finance Committee, but I'd like to take a broad brush just for a few moments to just update you on some information.
There should be in your packet, again, DRPA's PATCO unaudited financial summary for July 2014, which we presented to the Finance Committee. As a broad brush, DRPA traffic is still around 540,000 vehicles below 2013. Again, you'll remember we had poor weather in the early part of the year.

Our preliminary June 2014 numbers show that there should be an improvement of maybe around 150,000 vehicles or approximately 3.6 percent increase over 2013. Again, that's unaudited, so there are some adjustments that would have to be made to those numbers.

From a DRPA revenue perspective, we are roughly $2.5 million below 2013, down 2.1 percent, but that has improved at least in the recent months by 100,000 and that should improve even more as the June preliminary traffic numbers are reflecting a positive. So, therefore, revenues versus budget will hopefully reflect an improvement.

DRPA year-to-date traffic through May against budget are around 232,000 vehicles or 1.23 percent down; roughly, a flat experience in May. DRPA revenues, a slight improvement in May. And in the operating budget, we're $2.6 million below budget, or 7.26 percent. That number has come down a little bit
through April -- or from April. Again, unfilled positions and other under spending have put us in a good position below budget.

As it relates to PATCO, PATCO ridership is around 272,000. Passengers through May were down 6.1 percent ridership, worsened a little bit in May by roughly 50,000 riders. PATCO revenues are down $322k versus 2013, but there was some improvement or actually up -- down $322k, but there was some improvement during the month because of insurance recovery related to some prior periods.

Operating budget for PATCO is around 1.82 percent above, and worsened slightly by around $57,000; but, percentagewise, it was down. So we are seeing some improvement on the operating side.

PATCO Budget. PATCO ridership is down around 153,000 versus budget or 3.54 percent. Revenues are up $117,000 or 1.6 percent, even though the ridership worsened. And PATCO operating is around $358k over budget. That is improving, again, year-to-date. We have had issues related to purchase power, overtime related to the weather, workers' comp reserve, and some litigation reserves.

If you'll turn to the dashboard, I will just briefly highlight a few things. As I mentioned,
traffic and revenue versus budget has been improving. The last three months we got hit, were slammed pretty badly in January and February, but we are recovering related to those figures.

As it relates to the DRPA operating budget and the capital budgets, both operating and capital budget expenditures are under budget. I'll say again that as it relates to the operating budget, a lot of that relates to unfilled positions and some other expenditures.

PATCO ridership, you'll see, again, with the dashboard, this gives you a 12-month trend. I just want to focus your attention on March, April, and May, where you are seeing an improvement in ridership relative to January and February. PATCO revenues are generally under budget, again with the exception of the insurance settlement, and you'll see that big number there for May 2014.

As it relates to the PATCO operating budget, you're seeing still in the operating budget that expenditures are greater than budgeted, but I've identified those items for you, litigation reserves, higher purchase power, and overtime.

As it relates to PATCO on-time performance, on-time performance is at its highest level in 12
months relative to the chart.

And John Rink, would you like to say anything on that?

MR. RINK: Thank you, Jim.

Commissioners, in my GM report for the month of June, our on-time performance is 96.66 percent, an increase over May's.

MR. WHITE: And the other two items, lost time claims, there has been an increase from April to May. And as it relates to DRPA open positions and PATCO open positions, there has been an increase in the number of open positions in both organizations.

And that concludes my report.

CHAIRMAN CAWLEY: Thank you.

Questions for Jim?

Seeing none, we'll move to our next action item, which is approval of the minutes of the meeting of June 18, 2014.

Now would be appropriate to entertain any additions, deletions, corrections, observations regarding those minutes.

(No response.)

CHAIRMAN CAWLEY: Seeing none, I'll entertain a motion to approve the minutes.

COMMISSIONER FENTRESS: Move the motion.
CHAIRMAN CAWLEY: Is there a second?

COMMISSIONER BELL: Yes.

CHAIRMAN CAWLEY: Discussion on the motion?

Seeing none, all those in favor will signify by saying aye. Those opposed, nay.

Opinion of the Chair, the ayes have it and the minutes are approved.

COMMISSIONER FRATTALI: Chairman, I abstain.

CHAIRMAN CAWLEY: Noting Commissioner Frattali's abstention.

We'll now move to the monthly list of payments, the monthly list of purchase orders and contracts covering the month of June 2014.

I will accept a motion to receive and file the monthly listed payments and monthly list of purchase orders and contracts covering June of 2014.

Is there such a motion?

COMMISSIONER FENTRESS: So moved.

CHAIRMAN CAWLEY: Is there a second?

VICE CHAIRMAN NASH: Second.

CHAIRMAN CAWLEY: It's been moved and seconded.

Discussion?

COMMISSIONER DOUGHERTY: I'll wait till we finish up, but I have some questions about the billing
in reference to some of my previous inquiries.

CHAIRMAN CAWLEY: You want to bring that up under old business or new business?

COMMISSIONER DOUGHERTY: I'll bring it up under old, but it's about the approval of bills and a few other things.

CHAIRMAN CAWLEY: Okay, very well.

COMMISSIONER DOUGHERTY: Which I documented in a letter I sent yesterday.

CHAIRMAN CAWLEY: Okay, very well. It has been moved and seconded.

Any further discussion on the motion? Seeing none, all those in favor will signify by saying aye; those opposed, nay.

Opinion of the Chair, the ayes have it. The motion carried.

We now move to the approval of the Operations and Maintenance Committee meeting minutes on July 9, 2014.

I'll entertain a motion to approve those minutes.

COMMISSIONER FENTRESS: Move the motion.

COMMISSIONER FRATTALI: Second.

CHAIRMAN CAWLEY: It has been moved and seconded.
Discussion on the motion?
Seeing none, all those in favor will signify by saying aye.

ALL: Aye.

CHAIRMAN CAWLEY: Those opposed, nay.

Opinion of the Chair, the ayes have it and those minutes have been adopted.

We now move to the adoption of resolutions approved by the Operations and Maintenance Committee on July 9, 2014. There are two such resolutions. I'll entertain a motion to adopt those resolutions.

Is there such a motion?

COMMISSIONER FENTRESS: Move the motion.

COMMISSIONER FRATTALI: Second.

CHAIRMAN CAWLEY: It has been moved and seconded.

Discussion on the motion?
Seeing none, all those in favor will signify by saying aye; those opposed, nay.

Opinion of the Chair, the ayes have it and those resolutions are adopted.

We now move to the approval of the Finance Committee meeting minutes for July 9, 2014. I'll entertain a motion to approve those minutes.

VICE CHAIRMAN NASH: So moved.
CHAIRMAN CAWLEY: Is there a second?

COMMISSIONER FRATTALI: Second.

CHAIRMAN CAWLEY: It has been moved and seconded.

Discussion on the motion? Seeing none, all those in favor will signify by saying aye; those opposed, nay.

Opinion of the Chair, the ayes have it and the motion is carried.

We now move to the adoption of resolutions approved by the Finance Committee on July 9, 2014. There are two such resolutions. I'll entertain a motion to accept -- or adopt, I should say, those resolutions.

Is there such a motion?

COMMISSIONER SASSO: So moved.

CHAIRMAN CAWLEY: It has been moved. Is there a second?

COMMISSIONER REILLY: Second.

CHAIRMAN CAWLEY: Moved and seconded.

Discussion on the motion? Seeing none, all those in favor will signify by saying aye; those opposed, nay.

Opinion of the Chair, the ayes have it. Those resolutions are adopted.
We will now move to unfinished business.

Commissioner Dougherty, you have the floor.

COMMISSIONER DOUGHERTY: At the last meeting, we went into Executive Session. And as you very well know, I have concerns with Executive Sessions because there is no consistency in who attends. Sometimes, it's upper management. Sometimes, it's lower management. Sometimes, it's people I don't -- last meeting, I turned around to ask somebody specifically what their role was because I had no idea.

And the reason is because -- and I want to revisit history. Three months, four months ago, my very first meeting. I ended the meeting with three lines of questions. One, I asked about PATCO; two, I asked about the equal distribution of opportunities for people from the Commonwealth; and, three, I asked about some legal bills. And said that if we don't have some understanding and even if it's something for a new member or some form of updates because by reading through the paper there was an acceleration of the inquiry into the DRPA.

So, at that meeting, the very first meeting, less than a week knowing that I was going to sit at the pleasure of General DePasquale, I show up and ask the questions. The next meeting after that, we have
some thorough conversation about job opportunities and a few others, and I turn around and say, hey, just somewhere along the line here we need to have some understanding of what's going on legally around here because the bills are kind of watched. And I'm voting on behalf of DePasquale, who was elected by the people of the Commonwealth.

So we go to the last meeting and we go into Executive Session and we get presented a document. And we're going through two pieces of conversation. One of the documents was presented to us. I start to read. And as I said, tongue in cheek. I might be the most vetted guy in the region. So I understand what it's like to occasionally get a subpoena and I understand what it's like to see a document that is in front of us, so I'm not a novice here.

And back at the very first meeting, I didn't want to interrupt any privilege, didn't want to get in the middle of any attorney/client conversation. So what I did at the last Executive Session was I started off by saying there's something in this document I'm very uncomfortable with. It basically alleged some sort of obstruction of justice, from the way I read it. And I asked was this new information.

MS. McNICHOL: If we could, on specific issues
of what's contained in the documents, if we could not
discuss those in public sessions, because I know we
will violate privilege.

COMMISSIONER DOUGHERTY: Okay. Well, that's
part of the reason why I'm here asking, because what
happens is when we leave these meetings, it's always
someone violated privilege; it's always someone
"leaks" something.

In Executive Session, I asked did this piece
of information, who had it. And we were told no one
had it. And I asked did the government have it and I
was told the government didn't have it. We just had
found it out. And I had asked who else had it. So I
had asked can we -- on one hand, I asked can we have
some update on this since we're "in Executive
Session."

And I said that my quick read and based on a
little bit of history I have, I think that somebody
would have not only get it for the government, but
explore protecting the DRPA as we know it, today,
because this is the type of nonsense that goes on and,
in my view, we might not have a DRPA as we know it,
today. But that's something -- the way I read it.
Okay, but that's my view.

Looking at the document, I asked one question
about that. I asked a series of questions about what I believed we should do from forensic audits on down. I had a conversation with John and, well, it was hidden. But it's a fine line. When you're asking for approval of a quarter of a million dollars to a law firm without knowing what it's about, this is what happens. When you ask for private sessions to get updates, this is what happens. When you sit here looking like, oh, my God, I can't believe you're talking about it, this is what happens.

So let's fast forward, jump out of Executive Session. I sent a letter saying, hey, I don't like the little innuendos. Again, I have history with the DRPA. I've been a chairman over an organization. I understand the responsibilities. I've run a billion dollar industry. I get it.

So I sent a responsible letter to say, hey, let's bring in counsel; let's discuss what is protected; let's find out who is dealing with counsel, because one of my questions I'd like to know who talked to Mustokoff.

John, have you ever talked to Mustokoff?

MR. HANSON: There is a committee that was appointed by the Board --

COMMISSIONER DOUGHERTY: Did you ever talk --
you talked to Mustokoff?

MR. HANSON: Yes.

COMMISSIONER DOUGHERTY: Okay. He talks to Mustokoff. He works for the Board. We're not allowed to talk to Mustokoff. John works for the Board. Mustokoff works for the Board. I don't know what John is telling Mustokoff. Mustokoff is the counsel from Duane Morris in charge of this. No problem.

I asked for a question. I asked for a series of a meeting or two. I get we'll wait on it.

Mr. Chairman, I understand your role in a very critical budget. I understand that you weren't here as the Chairman prior to most of the activity that's alleged. I get that. I appreciate your response that you'll handle it. But I have no other forum.

So then, today, yesterday, we get our minutes a day or two earlier, you download them or you look at the online. So why do you get a list of bills and if you go down the list there's a lot of different names there, and then you get to -- and as you work through Archer & Greiner, and Lamb & McElaine, and Stevens and Lee, okay, then you get to Duane Morris and you see $228,000 for this month.

So let's just hypothetically say that if it was $250, like most people would believe the
resolutions are, that would be -- at $250, that would be 912 hours. Based on a 60-hour workweek, that means we had 15 people working on it. Based on a 50-hour workweek, that means we had 18 people working on it. Based on a 40-hour workweek, we had 22.8 people working on it. And all I asked for was an explanation.

And now I hear, hey, as approved 6, 8, 9 months ago, as approved 18 months ago, as approved 2 years ago; we just put everything in it and we just bill it through Duane Morris. So I'd like to know what everything is. And I'd like to know when it was done. And I'd like to know why it was done. And I'd like to know now that we have an accelerated investigation with new additional information --

I am allowed to say that, right, counsel?

MS. McNICHOL: Yes, sir.

COMMISSIONER DOUGHERTY: Okay. I think we need another meeting so that everybody understands what the people of Pennsylvania are paying a quarter of a million dollars for. I think we should know who has counsel. And I think we should know it is consistent.

If somebody gets paid $500 an hour and somebody gets $250, and who gets to pick their counsel
and who doesn't.

I think we should worry about the allegations that were raised and not the person who sits at the pleasure of the General, commenting to a paper, based on a letter that he has no problem being made public, including my letter I sent yesterday. Because what I do is I send my letter to you. I've been doing this a long time. I'm a big boy.

When someone questions my integrity, we get a series of questions here. And then we'll find out why people are worried about something that we shouldn't be worried about and not paying enough attention to the allegations that could cost the DRPA as we know it today. So I would think that my request is very simple and I ask it in a very humble-like manner.

Mr. Chairman, we need to understand why we're paying a quarter of a million dollars to Duane Morris this month. And I've got a series of other questions, but that's just based on the dollars and cents.

CHAIRMAN CAWLEY: Go ahead, Danielle.

MS. McNICHOL: Commissioner Dougherty, to answer your question, under the summary here, reviewing for the month, I would tell you that Duane Morris is involved in 10 to 15 different matters where they are counsel, from Board matters to the
investigation that you were referring to, to other litigation that has been ongoing for years. So I just wanted to make you aware.

I'd be more than happy to provide you with copies of all of the billing and all the information that was provided to make up that number for this month.

It just so happened, though, that Duane Morris typically provides us with bills on a quarterly basis. So by the time they get processed, there is typically a stack of multiple months and multiple cases that are involved in the matter listed on the bills. So I wanted to make you aware that this bill is not limited specifically to that issue, to my knowledge. But I will provide you with all of the billing or any billing that any Board member would like to have on the legal billing concerning any board matters.

COMMISSIONER DOUGHERTY: Counsel, I appreciate that.

And, Commissioner -- let me just finish, Mr. Sasso. I have no problem with that. I asked three months ago about the bills. I asked last month about the bills, because I once sat here and I don't remember any bills coming through the circuit like that. And yesterday, I asked for a copy of all the
bills. And I apologize for the lateness, but it was based on me reading the minutes and giving them a day or two to go and get to them yesterday.

So I immediately sent off a letter asking for all bills, not bills paid, bills pending, bills laying. I asked for everything. I know how to read an expense sheet. I'm not here saying anything is wrong. What I'm saying is I want to know. And I've been asking. I've been asking in writing. And I believe that, again, the cloak and dagger manner in which we're handling this -- when you ask a question in Executive Session and then you ask for a follow-up, and then you send a letter, and then you send another letter, and you're the only person who has -- well, I had a quick conversation with counsel. And I just want a full vetting on this, that's all.

COMMISSIONER SASSO: Commissioner, actually your concerns mirror mine, we have been talking about the fact that we should have a legal committee of the Board. And pretty much have agreement on that to get a lot of the -- and help the legal staff, which quite frankly right now it's quite a bit overworked, but to provide assistance and also to provide a vehicle for informing the Board in a way that protects the attorney/client privilege.
I'm sure that will be implemented shortly. And, quite frankly, I think if you want to be on that committee, you would be a valued member of it. It would be a conduit to the Board from the legal staff.

COMMISSIONER DOUGHERTY: I have to check with the General on that. I want to make sure that any reports as we go through that Duane Morris is making relevant to comments either made in a paper or anything, we have access to. It was my understanding basically saying that information was given to the Board and it was almost irresponsibly leaked verbatim.

I want them to explain to me what they're talking about and who they're talking about. I was going to do it in writing, but I want to see the official copy. So any correspondences between Duane Morris and yourself that's not attorney/client privilege that makes reference to anything I said, I want a copy of. And I'd like a copy of that when it's 8 percent done, 99 percent done, or 1 percent done. I'd like that soon.

CHAIRMAN CAWLEY: Okay.

Let's see, where to begin. Mr. Dougherty, I think you and I have known one another for 20 years now.

COMMISSIONER DOUGHERTY: Maybe longer.
CHAIRMAN CAWLEY: And I know I have your cell
phone number and I think you have mine. So I don't
know where there would be a barrier to our getting in
contact with one another. If there was a delay
because of my other duties, I want to apologize for
that.

Let me also say to you in the issues that you
raised just now, one in particular actually has stuck
with me, and strange and mysterious, at least for me,
are the ways of DRPA on a couple of different matters,
trying to route through them myself, including the
fact that I've been a member of the Board, as you
have, and have never had to vote to go into Executive
Session ever or to vote to come out. I've never
experienced that, but that evidently is the custom
here.

And it was of note to me, as well, who was and
who was not in the room in the last Executive Session.
And one of the things that I was going to bring up for
the Board's consideration, perhaps not an action, but
a notification by me, as Chairman, of what I intend to
do is from here out, if we do see fit to declare an
Executive Session, that it would be solely the
Commissioners, the Executive Director, and legal
counsel who would remain in the room.
If there is specific information that is needed from someone else on staff or someone else, period, they would be invited into the room to answer those questions, gather that information, and then asked to step out of the room. I think that at least that's always been my experience of the way Executive Session runs when it is necessary to do so. And that was my intent to notify everyone this evening that that is the way in which I plan on conducting our business going forward.

I think that that is somewhat responsive to at least that first segment of your statement.

COMMISSIONER DOUGHERTY: If you don’t mind?

CHAIRMAN CAWLEY: Please.

COMMISSIONER DOUGHERTY: I wasn't making any reference to you. I do have your cell phone number. You are responsive. And I do appreciate the fact that I commented you weren't here when a lot of this was going on.

CHAIRMAN CAWLEY: Yes, you did.

COMMISSIONER DOUGHERTY: And the fact that you were in the middle of a major budget issue and I respect that. And that's one of the reasons why I wouldn't call your cell phone. I was making specific reference to that I left the meeting where there was,
in my eyes, some serious allegations made that was put in front of me. So I made a comment or two at that meeting. I asked for a follow-up to anything that was happening. And until I bumped into DRPA staff and some of the governor's representatives in Harrisburg over a transportation issue, that was the first response inquiry -- I mean conversation I had since my inquiry.

CHAIRMAN CAWLEY: Right.

COMMISSIONER DOUGHERTY: So if I was not in Harrisburg that day and didn't bump into somebody from the governor's office, I would have had no idea. There was no response. So I sent the letter --

CHAIRMAN CAWLEY: Got you.

COMMISSIONER DOUGHERTY: And I get no response again.

CHAIRMAN CAWLEY: Got you.

COMMISSIONER DOUGHERTY: Now, the point that I believe, I don't know if I need to do it in the form of a motion, I think that because of a lot of activity has changed over the initial interest in some of the economic development and some of the resolutions that were presented, to just have two or three people do all the conversing. No disrespect, I don't know if two or three of the people that are in the mix are
people that are being questioned. I have no idea.

CHAIRMAN CAWLEY: Right.

COMMISSIONER DOUGHERTY: So I think that we need to revisit all the resolutions, all the expenditures, everything relevant to that, and just come back with a new set of standards on which you’re going to move forward so that people like myself, who have an interest in protecting the integrity and creating opportunities for people of the Commonwealth, and keeping the bridges safe and intact, and the fares low, which has consistently been my points, have an opportunity to do that.

So I believe that we need to revisit the committee. If we have to add a legal review committee, I believe we have to revisit what we pay people. We have to notify the Board what the resolution was 18 months ago.

MR. HANSON: I just want to point out, Commissioner, that the update conversations that I've been involved in with Mr. Mustokoff have included the full committee selected by the Board, of which Auditor General DePasquale is a member. And so he has been involved in all the update conversations that I've been involved in with Mr. Mustokoff. So I don't want you to think that I have been having conversations,
being updated on substantive matters about the case. It has only been in the context of that select committee, which includes Auditor General DePasquale.

COMMISSIONER DOUGHERTY: I have no doubt that you're not playing -- I'm going to say I know you're not playing semantics with General DePasquale and the meetings; I get that. But I want you to understand he's not here to ask that question and I'm not questioning if you had conversations with him. I don't know who has conversations with him.

I know that in an earlier part, we had some questions about some purchases and somebody made a comment, oh, a lower level staffer made that statement. So I don't know if that's present day practice, mixing apples and oranges. And I asked at that time who empowers a, quote/unquote, and whatever a lower level staffer is. I have no idea what that means. But who empowers that? Who makes those decisions? I don't know who is talking to Mustokoff.

And that conversation was based prior to us having the conversation that we're talking about, today. It was within 10 minutes. So I don't know who talks to whom. And when nobody talks to me, this is where I get an opportunity to ask these questions. So I just then asked you -- I singled you out because
we're looking at each other, who else talks to Mustokoff outside the system?

MS. McNICHOL: I do.

COMMISSIONER DOUGHERTY: Okay. Anybody else inside talk to -- I don't know, who else talks to his partner?

MR. HANSON: Primarily, just that select committee, which is the Chair and Vice Chair of the Board, the Chair and Vice Chair of the Audit Committee, counsel, and Deputy CEO Conallen is involved typical in those calls. Those are the substantive updates.

Other than that, there are only -- the only conversations that I've had have been of a ministerial nature, providing information or just minor things. So that's the context for substantive conversations.

Danielle, are you aware of anybody else that is conversing with --

MS. McNICHOL: No, I am not. It is counsel, myself, and Kristen Mayock, so that's -- I mean, that's the sum total of everyone that I'm aware of.

CHAIRMAN CAWLEY: Get his bills, Commissioner, as you have asked for and you'll know exactly who he's talking to.

COMMISSIONER DOUGHERTY: Are there minutes or
anything kept on these meetings?

MS. McNICHOL: The Special Committee meeting, there is a summary memo, if there are any determinations that are made or votes made by the Special Committee that I make to file, yes, sir, there are.

COMMISSIONER DOUGHERTY: Okay. So there is some sort of documentation.

MS. McNICHOL: There would be whenever decisions are made.

COMMISSIONER DOUGHERTY: And if I needed something, okay.

MS. McNICHOL: Yes, sir, you may.

CHAIRMAN CAWLEY: And in matters of full disclosure, there hasn't been a meeting of that Special Committee in a year.

MS. McNICHOL: About four months, sir.

CHAIRMAN CAWLEY: Four months?

MS. McNICHOL: But we've had phone conversations of the Special Committee as recently as last Friday.

COMMISSIONER DOUGHERTY: And, again, I'll end on this note. I'm not here questioning when we have meetings and when we don't have meetings. I'm not questioning what conversation General DePasquale was
in or he wasn't in. So I don't want to leave here, again, throwing a cloud over what I'm asking for.

I'm stating that this is the first public meeting that we had since we had our discussion, since there has been some conversation about -- and I believe that we need to revisit our position on how we pay for; who we pay for; how we document; who is in the conversation because to me this seems to have taken a different direction.

Now, I wasn't here prior to that, but looking on the faces of the people that were in the room when we read some of the information, that was the feeling I had.

CHAIRMAN CAWLEY: Fair enough.

Anything additional, Commissioner?

COMMISSIONER DOUGHERTY: No, thank you. I appreciate your time to do this.

CHAIRMAN CAWLEY: Thank you.

Any additional unfinished business?

We'll now move to new business. There is a two-phase. We'll take the first of the, I guess, resolutions separately that being DRPA-14-094, the first step in that resolution is to adopt the resolution to name James White as our Chief Financial Officer.
Is there such a motion?

COMMISSIONER SASSO: Move the motion.

COMMISSIONER FRATTALI: Second.

CHAIRMAN CAWLEY: Discussion on the motion?

Seeing none, all those in favor will signify by saying aye.

ALL: Aye.

CHAIRMAN CAWLEY: Those opposed, nay?

Opinion of the Chair, the ayes have it.

And as the second part of DRPA-14-094, as a result of the action just taken by the Board, I will need a motion to elect James White to the Office of Treasurer of the DRPA.

CHAIRMAN SASSO: Move the motion.

CHAIRMAN CAWLEY: It’s been moved.

COMMISSIONER FRATTALI: Second.

CHAIRMAN CAWLEY: It’s been moved and seconded.

Discussion on the motion?

Seeing none, all those in favor will signify by saying, aye.

ALL: Aye.

CHAIRMAN CAWLEY: Those opposed, nay?

Opinion of the Chair, the ayes have it.

James, congratulations.
MR. WHITE: Thank you very much.
CHAIRMAN CAWLEY: You're more than welcome.

Unless there is objection, we can take the next two resolutions, that being DRPA-14-095 and 096 as a package.

Do I hear a motion to approve those resolutions?

CHAIRMAN FENTRESS: So moved.
CHAIRMAN CAWLEY: It's been moved.
Is there a second?
CHAIRMAN NASH: Seconded.
CHAIRMAN CAWLEY: It's been moved and seconded.
All those in favor will signify by saying, aye.
ALL: Aye.
CHAIRMAN CAWLEY: Those opposed, nay?
Opinion of the Chair, the ayes have it and those resolutions are adopted.

We will now move to the Citizens Advisory Committee report. Yes?

MR. DeSANTIS: Good evening. I'm Tony DeSantis. I'm a representative of the Citizens Advisory Committee.
MR. DeSANTIS: Okay. I'm Tony DeSantis and I
am a member of the Citizens Advisory Committee. I also live in Collingswood. I have three items that I want to report.

We have a new potential member. His name is Martin Otremsky. He lives in Barrington. He is an engineer by trade. And we'd like to recommend that you add him to the Board.

We have a request from the CAC members that while we have our meeting, our CAC meeting, we were wondering is it possible that we could either have a hard copy of the subcommittee minutes or perhaps have it on an iPad, just something we could have at the CAC meeting so that we can look up. Because what we'd like to do ideally is we have various committees and what we'd like to do is, you know, with different topics, and we'd like to get together maybe an hour early, review the minutes, and then we would have something to discuss during our meetings.

The other thing we wish to discuss and this is just an initial inquiry, just put a bug in your ear just to start thinking about it, the reconstruction on the bridge has asked -- has made me think about ways of making things more efficient. And I discussed an idea with the CAC and they said that they need permission to present this. I've been thinking given
the fact that the way the switches are currently
configured, you can only run, in case there is an
emergency on the south track, you know, intervals of
about 30 minutes, because you have the -- you can only
run trains on the north side from the 11th Street
switch.

We were wondering if it would be possible to
install a new switch west of Franklin Square, at least
one track between the eastbound track, west of
Franklin Square, at the base of the north trackway.
And the reason I suggest that is because if you're
running trains on the north track under current
conditions, you have a gap of about 30 minutes. From
8th and Market, it's about 20. And I would think that
if you were running trains, you could do it from west
of Franklin Square, you might have a gap of only 15
minutes.

And I do apologize. I didn't think about this
last year because I could see it could have been quite
useful this year. But I do think that sooner or
later, there is going to be an emergency on the south
trackway and I think it would be easier to work around
it if we did have a switch at west of Franklin Square.

And a second reason why we would do that is
because the space that you need to build it is already
constructed. This is the old trolley depot that was built and the space has been empty. And I was just thinking that if we could use that, it would make it easier to deal with emergencies.

So as I said, it's just a bug in your ear. It's just something to start thinking about. And that concludes my report.

CHAIRMAN CAWLEY: Thank you.

Any questions of the Citizens Advisory Committee?

Seeing none, thank you for that report.

We'll now move to public comment. There are two members of the public that have notified us before the meeting began that they would like to speak.

We'll begin with Mr. Mark McMichael. Please, step forward, identify yourself for the record, and let us know what it is you would like to share with us.

MR. McMICHAEL: Good evening, ladies and gentleman, and distinguished Board members of DRPA.

To begin with, I would like to extend my humble thanks and appreciation to Mike Venuto, Chief Engineer, for his remarkable oversight of a billion dollars of projects within DRPA.

I would also like to extend my humble thanks
and appreciation to CEO John Hanson and Co-Chairman Jeff Nash for their amazing leadership this past year at the DRPA.

At this time, I would like to throw my hat in the ring to become part of the Citizens Advisory Committee for DRPA. I feel that I am well qualified because I think I understand many of DRPA's issues. The DRPA has to operate as a well-oiled machine, like a team ready to play on game day.

Many of you may or may not know, I was a member of the Eagles, yes, the Eagles football team from 1997 to 1998. I played under Coach Ray Rhodes. I think Carol Tugman, me, and Gary Cobb have retired due to concussions. I understand Gary played left field, like Greg Luzinski, without a glove. Carol Tugman is a team player, a well-oiled machine. Our business, in this case, DRPA, we don't need legal bills, well over $1 million. I know I can be helpful here.

You know it is important to remember unions built this great country of ours. "Oh, I wish I was in the land of cotton, old times are not forgotten, look away, look away, look away, Dixieland. I wish I was in Dixie, away, away. In Dixieland, I'll make my stand, living and die in Dixie."
Thank you very much.

CHAIRMAN CAWLEY: Thank you, sir.

We'll now move to the second member of the public that notified us before the meeting began, that being Carol Rhodes.

Would you please step forward, identify yourself for the record, and let us know what it is that you would like us to know.

MS. RHODES: My name is Carol Rhodes. Recently, Mr. Hanson testified at a Pennsylvania senate hearing that the DRPA was obligated to fund the remaining economic development projects because the projects were under contract before the self-imposed ban on economic development spending.

In the June 28th Philadelphia Inquirer article, Vice Chairman Jeffrey Nash was quoted as saying most of the projects, most of the remaining projects are ongoing and under contract. Most is not a synonym for all. So from my perspective, Mr. Hanson lied.

Commuters deserve to know how many economic development projects will continue to be funded with our toll dollars where there is no contractual obligation to do so. I'm anxious to see Mr. Conallen's report, and I hope you'll make that
available to the public on your website.

Keep in mind a 2012 newspaper article on the DRPA's funding practices. The DRPA was unable to produce an application for a $3-1/2 million grant for the president's house site in Philadelphia, as well as the $3 million grant in October of 2009 for the Repaupo Creek project in Logan Township. If the DRPA Board cannot produce applications and contracts for all the remaining economic development projects, Governor Corbett and Governor Christie have a responsibility to Pennsylvania and New Jersey commuters to veto this Board's attempt to give away the remaining $23 million.

The ongoing federal investigation should provide commuters with an explanation as to how the DRPA commissioners voted to approve these projects without any substantiating paperwork. Of course, the applications and contracts could turn up in the same place as the potentially incriminating missing emails. How is that going? Did you find any?

The DRPA's 2014 budget is 8 percent higher than the 2013 budget and includes $17 million for new debt service, at a time when both commuter traffic and DRPA revenue are on the decline. How did DRPA provide frequent commuters with a discount when a higher
percentage of a smaller revenue base would be needed to service the growing debt. Are you going to float some more bonds and try to get good PR?

Mr. Hanson, I am still waiting for an answer concerning the $1.9 million loan that the Board approved at the GCL EIS study. John Matheussen, your predecessor, said that repayment of the loan was requested in August of 2013. When will commuters see the $1.9 million returned or is this just another giveaway? I want to see the EIS contract that states the repayment terms. I have asked multiple times does it exist? I filled out most of DRPA requests. I want an answer. I want to see that contract. Will you get it for me?

MR. HANSON: I'm not aware of a $1.9 million loan --

MS. RHODES: Can I give you the papers that John Matheussen emailed to me?

MR. HANSON: Sure. I've asked CFO Jim White to gather the information for me.

MS. RHODES: Because I don't think it was a loan. And I want to thank you for scheduling a meeting outside of Camden. I really appreciate that. And that's it. Thank you.

CHAIRMAN CAWLEY: Thank you.
Is there any additional public comment? Any additional public comments? Third and final call?

Seeing none, there is no other business to be conducted by the DRPA Board, I'll entertain a motion to adjourn.

CHAIRMAN NASH: So moved.

CHAIRMAN CAWLEY: Is there a second?

COMMISSIONER SASSO: I second.

CHAIRMAN CAWLEY: It's been moved and seconded.

All those in favor will signify by saying aye; those opposed, nay.

Opinion of the Chair, the ayes have it.

And we are adjourned.

(Whereupon, the meeting ended on July 16, 2014, at 7:06 p.m.)

There being no further business, on motion duly Made and seconded, the meeting was adjourned.

Respectfully submitted,

Danielle L. McNichol
Corporate Secretary
CERTIFICATE

This is to certify that the attached proceedings before the Port Authority Transit Corporation Board Meeting on July 16, 2014, were held as herein appears, and that this is the original transcript thereof for the file of the Agency.

FREE STATE REPORTING, INC.

[Signature]

Mike McCann
(Official Reporter)
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** Capital Expenditure
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** Capital Expenditure
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** Capital Expenditure
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DRPA MONTHLY LIST OF PURCHASE ORDER CONTRACTS - JULY 2014
AUDIT
DELAWARE RIVER PORT AUTHORITY

Audit Committee Meeting

One Port Center
2 Riverside Drive
Camden, New Jersey

Wednesday, July 30, 2014

Committee Members:

Eugene DePasquale, Chairman (via telephone)
Rick Taylor, Vice Chairman
William Sasso, Esquire (via telephone)
Michelle Kichline (via telephone)
Denise Mason (via telephone)

Also Present:

Christopher Gibson, Esquire (Archer & Greiner)
Stephanie Kosta, Esquire (Duane Morris)
Kathy Bruder, Esquire, Deputy Chief of Staff, Office
of Governor Corbett
Christine Wechsler Rayer, Esquire, Deputy General
Counsel, PA Governor's Office
Peter Simon, Esquire, Assistant Counsel, NJ Gov.
Authorities Unit

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Balt. & Annap. 410-974-0947
DRPA/PATCO Staff:

John Hanson, Chief Executive Officer
Michael Conallen, Deputy Chief Executive Officer
Danielle McNichol, General Counsel/Corporate Secretary
James White, Acting Chief Financial Officer
Thomas Raftery, Inspector General
John Rink, General Manager, PATCO
Bennett Cornelius, Assistant General Manager, PATCO
Allen Sullivan, Auditor
Fran O’Brien, Manager, Customer & Com. Relations
Sheila Milner, Administrative Coordinator
Elizabeth McGee, Administrative Coordinator
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PROCEDINGS

(11:00 a.m.)

MS. McNICHOL: Good morning, General. I think we're ready to proceed, if you are.

CHAIRMAN DEPASQUALE: Okay. With that, Dani, you want to call the roll?

MS. McNICHOL: Yes, sir. General DePasquale?

CHAIRMAN DEPASQUALE: Here.

MS. McNICHOL: Commissioner Sasso?

COMMISSIONER SASSO: Here.

MS. McNICHOL: Commissioner Kichline?

COMMISSIONER KICHLINE: Here.

MS. McNICHOL: Vice Chair Taylor?

VICE CHAIRMAN TAYLOR: Here.

MS. McNICHOL: Commissioner Sweeney?

Commissioner Mason?

COMMISSIONER MASON: Here.

MS. McNICHOL: You have a quorum, sir.

CHAIRMAN DEPASQUALE: Thank you very much.

First item on the agenda is the PATCO Performance Audit Discussion.
Mr. Raftery, you want to kick this one off?

MR. RAFTERY: Yes, sir.

As you know, we issued an RFP for management audit of PATCO. The RFP was done with input from John Rink, and we added some things that John requested.

On April 7, 2014, the Review Committee, which consisted of myself, Christina Maroney, John Rink, and Allen Sullivan met and discussed the three proposals. One was determined to be inferior. The other two were similar. And we -- everybody felt that they could do the same type of job on the audit.

However, there was considerable difference in terms of the number of hours the two companies were committing, and there was a considerable difference in price.

CHAIRMAN DEPASQUALE: What was that? The last item you said was price?

MR. RAFTERY: Yes. The first --

CHAIRMAN DEPASQUALE: Okay.

MR. RAFTERY: The first company was CGR Management Consultants, as you know, just did our last management audit. They committed 700 hours and a cost
of $167,832. We also reviewed a TransTech Management proposal. They were committing 1627 hours for a cost of $311,370. So there was considerable difference in hours committed, as well as price. The Review Committee felt that to adequately do the PATCO management audit, the 700 hours committed by CGR was insufficient. So we were recommending TransTech Management. And as you know from our last discussion, you wanted to have further input from the Commissioners and make a recommendation to the Board.

CHAIRMAN DEPASQUALE: Any questions for Tom?

COMMISSIONER SASSO: Is John Rink available to comment?

MS. McNICHOL: He's here, sir.

John, can you come up, please, to be closer to the microphone?

COMMISSIONER SASSO: Any comments you have, John?

MR. RINK: No, Commissioner. I agree with Tom. We reviewed the proposals, and we all concurred as a panel team on that.

COMMISSIONER SASSO: Thank you.
MR. RINK: You're welcome.

CHAIRMAN DEPASQUALE: Dani, would it be appropriate for us to then recommend this to the full Board or can we take action here? How does the process work?

MS. McNICHOL: You'd make a recommendation to the full Board, sir, and then --

CHAIRMAN DEPASQUALE: Okay. Then --

MS. McNICHOL: -- the SSR --

CHAIRMAN DEPASQUALE: -- any other questions for Tom or are we good here?

If there's no other questions, I would move that we recommend Tom's report to the full Committee or to the full Board.

COMMISSIONER SASSO: So moved.

VICE CHAIRMAN TAYLOR: Second.

CHAIRMAN DEPASQUALE: Is there a second?

Second? So moved.

Is there a second?

VICE CHAIRMAN TAYLOR: Second.

CHAIRMAN DEPASQUALE: All in favor, aye.

COMMISSIONER SASSO: Aye.
COMMISSIONER TAYLOR: Aye.

CHAIRMAN DEPASQUALE: Any opposed? Are there any negative votes?

As there are no negative votes, we'll report this to the full Board as a unanimous vote.

Next item on the agenda is the Office of Inspector General's Audit Plan.

Tom, fire away.

MR. RAFTERY: Yes, Auditor General. This plan was developed by my staff. We broke it into three separate areas; immediate priority, important priority, and secondary priority.

A number of the immediate priority ones have been completed. Currently, there are several out with staff for comment. That's a record retention audit that we're working with staff to get their responses. There's an insurance audit that's out there where we're working with staff to get their responses.

We --

CHAIRMAN DEPASQUALE: I'm sorry. Did you say you're working with staff to get the responses?

MR. RAFTERY: Yeah. What we're trying to do
is sit down with the particular operating areas to
review our recommendations and work with them to get
sufficient response and a collective buy-in on what
the next recommended course of action is.

Operational changes, operational controls,
things along those lines that we can implement to make
sure that both OIG and the operating areas are happy
with the result.

The audit plan, itself, as I said we
developed it. We are looking at all the different
operating areas, some of the large ticket items that
are occurring in the Authority. This plan does allow
as has -- as I've indicated in the past for any
special projects that the Board determines that you
want OIG to look at, we will divert resources when
requested.

CHAIRMAN DEPASQUALE: One thing is that,
Tom, I do want to stress -- and if anyone wants to
chime in on this -- that it is absolutely critical
that before anything is considered a final audit that
employees be given a full chance to respond to that.

Having said that, and I speak for Commissioner Taylor
on this as Chair and Vice Chair of the Committee, if there are any employees that are not being responsive, we want to know about that, because not only do they need to respond because it helps the audit, but the timeliness is critical. So if they're not being responsive, we want to know about that, and we will make sure that they respond. So we want to get that from both ends.

But I just want to put that on the record that that is critical that (a) that their statement or they get the opportunity to respond; but (b) if they're not being responsive, Commissioner Taylor and I both want to know about that.

MR. RAFTERY: I understand. We're working with staff to try to make sure that they are responsive. There have been some situations where we've received some responses that are not germane to the report. So I'm working with my staff and the operating areas to make sure that those things are addressed. And, you know, the goal is to have everybody's input. I'm not suggesting that we're going to agree, but that the operating areas certainly
have a chance to respond to our recommendations.

I can tell you that the two -- at least two
of the reports have been delayed because we've been
working with staff. So we've tried to be responsive
and receptive and recognize what you've just requested
that all of these areas have a chance to respond.

VICE CHAIRMAN TAYLOR: I'd like to take a
step --

COMMISSIONER SASSO: Tom, what two have been
delayed?

MR. RAFTERY: Records management has been
somewhat delayed and insurance has been somewhat
delayed. We've been going back and forth with some of
the recommendations.

But I mean it's -- they've been delayed, but
I think it's in a positive light, Commissioner,
because there's been a healthy exchange of ideas on
how to institute some of the operational controls that
were recommended.

COMMISSIONER SASSO: Well, this says that
the audit for insurance is completed.

MR. RAFTERY: Well, it's completed from our
perspective. It's not -- I mean the report --

CHAIRMAN DEPASQUALE: Your side of it is
done, but it's not a complete audit.

MR. RAFTERY: Audit report. That's correct,
sir.

CHAIRMAN DEPASQUALE: Let's make sure to
everyone that we're being clear on that. Because I do
know that -- cause some confusion on that, and maybe
we want to think about phrasing it to say that your
work is -- part of it is done. Just to make sure that
we're all on the same page.

Does that make sense?

MR. RAFTERY: That's fine.

COMMISSIONER SASSO: Tom, I'd like to know
when you have completed in here -- Tom, does that mean
that you've reviewed the final report with the
department head involved?

MR. RAFTERY: Right now, for instance, the
first one that comes to mind, it's the first one under
immediate priority. It's the Economic Development
Activity Report. I mean, obviously, OIG has completed
its work. We have not had input from staff on that
for obvious reasons.

The audit of the PATCO procurement, the actual field work is completed. The report is being drafted, and then it will go out. So maybe I need to change my terminology on that, Commissioner, and be more specific as to what I'm referring to. And if --

COMMISSIONER SASSO: Well, why don't you be specific about insurance for example? Is that awaiting input from the department head?

MR. RAFTERY: We've -- the one that's ongoing right now, there has been input from a couple of different areas, risk management and from Toni Brown. And we're going back and forth, and there's some outstanding issues there.

VICE CHAIRMAN TAYLOR: Tom, if I may, when you say outstanding issues, outstanding issues as far as your audit is concerned? Outstanding issues as far as the department --

MR. RAFTERY: Well, I'm trying --

VICE CHAIRMAN TAYLOR: -- concerned?

Because when I say completed, it means it's come to some finality. And unless all areas, all departments,
get a chance to vet and explain, I have a tough time
swallowing it until we all agree to either disagree or
whatever.

MR. RAFTERY: Right.

VICE CHAIRMAN TAYLOR: But it seems like
your mind's kind of made up.

MR. RAFTERY: No --

VICE CHAIRMAN TAYLOR: When I read this
phraseology "completed."

MR. RAFTERY: Well, I understand where
you're coming from, Commissioner. I respectfully
disagree. I can change my wording on that. I'm not
suggesting anything by saying completed. The actual
field work has been done, and we're working with the
Department staff. If I need to rephrase that and
reclassify that and change the wording, I'm willing to
--

VICE CHAIRMAN TAYLOR: Okay. Let me ask you
this. Let me get more specific. And we talked about
this months ago.

We were talking about the employee, the
health benefits --
MR. RAFTERY: Right.

VICE CHAIRMAN TAYLOR: -- being charged and so forth and so on. Where does that stand?

MR. RAFTERY: That --

MS. McNICHOL: I believe that's actually posted on the website.

MR. RAFTERY: No. No. This --

MS. McNICHOL: Or is that --

MR. RAFTERY: -- one --

MS. McNICHOL: Okay, all right.

MR. RAFTERY: Yeah. Commissioner, I don't know that we want to discuss the status --

MS. McNICHOL: We should discuss --

MR. RAFTERY: -- of that --

MS. McNICHOL: -- in Executive Session.

Sorry.

VICE CHAIRMAN TAYLOR: Okay.

CHAIRMAN DEPASQUALE: And let's stay on point here.

VICE CHAIRMAN TAYLOR: Okay.

COMMISSIONER SASSO: I think we are on point. I agree with Commissioner Taylor.
CHAIRMAN DEPASQUALE: No, no. I agree with that.

There was -- I'm talking about there's the side chatter that I was hearing on another issue. I apologize.

COMMISSIONER SASSO: Oh, I'm sorry. I'm sorry, General.

CHAIRMAN DEPASQUALE: Yeah, no, no. I agree with Rick's point. I just -- there was some side chatter I was picking up. I apologize.

MS. McNICHOL: Yeah. Respectfully, Commissioners, it may be that as this is an ongoing and an open matter, that we should discuss this in Executive Session with the remaining issues if you'd like to know some ongoing status issues on that.

Currently, as it is in draft format and there are some other outstanding issues involved with that audit, we should probably not discuss that in open session at this time.

CHAIRMAN DEPASQUALE: Rick, are you okay with that? And then we obviously retain the right to come back to this.
VICE CHAIRMAN TAYLOR: I'm fine with that.

CHAIRMAN DEPASQUALE: Okay. Okay.

Tom, one thing I want to come back to -- and
we'll discuss some of the future issues in closed
session.

I do think the terminology matters though.
In saying your field work is done is different than
saying the audit is done. So I'm not judging into
anything other than just those technical phrasings do
matter. And so when we say here in the Auditor
General's Department, we'll say our field work is
done, but we're not giving any impression that the
audit is done because there's still work to do with
the entity we audited, whoever that may be.

I would suggest highly that that's the
phrasing you should use. Because that's putting it --
that you've done your side of it, now we're waiting to
see, you know, what the bureau or individuals that
you're auditing, you know, we're waiting for their
response. I do think that that's important. So
please take that under advisement as a path to go
down.
MR. RAFTERY: No, I understand the Commissioners' concerns, and I will ensure that in any future report the exact status is reflected.

CHAIRMAN DEPASQUALE: Great. Thank you.

Dani, let's mark that this is the other item that was being discussed we'll move to closed session, okay?

MS. McNICHOL: Yes, sir.

CHAIRMAN DEPASQUALE: All right.

The next item is the Right to Know Policy and Summary Statement Resolution regarding the amendment to the Authority's Right to Know Policy.

Tom, want to start us off?

MR. RAFTERY: Yes. As you know, Auditor General, at your request, I drafted a SS&R to allow a change to our Right to Know Policy. This particular change will make political contribution disclosure forms available to the public.

CHAIRMAN DEPASQUALE: Appreciate that.

Any discussion on this? And I don't think we're looking to make a decision on this today. I think we're going to, hopefully, vet this thing out
and then, hopefully, be able to take action at the
next Audit Committee meeting. So want to use this as
an opportunity for people to discuss this if there is
any discussion.

No discussion?
Okay. If not, let's, you know, we'll do
some other discussions over the next couple weeks, and
then make sure that this is on the agenda for the next
meeting for us to take a vote on it to recommend it to
the full Board. Okay?

MS. McNICHOL: Yes, sir.

And, General, this is in draft format as a
summary statement. So it's your choice and at your
discretion, but you can vote this out of Audit
Committee for the full Board for the August meeting at
this time, if you would so choose.

CHAIRMAN DEPASQUALE: I am okay with that.
I want to make sure everyone else is okay. So I
wanted to give people an opportunity to review it.
I'm going to put it out there for --

Is there anyone that needs more time or
if -- I don't want to sandbag anyone. If you're ready
to vote, we can do it today.

COMMISSIONER SASSO: General, I'd like to have more time. It came in on Monday. I'd like to --

CHAIRMAN DEPASQUALE: I thought that was the case. That's why I wanted to put it to next month. But I appreciate that, Mr. Sasso. So let's use the next month for the review, but the commitment that we're going to take action on this the next meeting, okay.

COMMISSIONER SASSO: Sounds good. Thank you.

CHAIRMAN DEPASQUALE: Thank you.

Next item on the agenda is the Audit Charter.

Tom?

MR. RAFTERY: Yes, Auditor General. In 2012, right after I was appointed Inspector General, I was requested to make some changes to the Audit Committee Charter. Those changes occurred in 2012. There were some concerns raised about the Charter. I don't want to mischaracterize any of those.

So some of the parties are here. They can
state their objections. But there has been no
movement on this. I believe the last time it was
discussed at an Audit Committee meeting was on April
2, 2013. So the Charter is still outstanding.

COMMISSIONER SASSO: Is this the original
Charter, Tom, that's attached to our agenda?

MR. RAFTERY: This is one that I was asked
to make some changes to, Commissioner. It went back
and forth in 2012. And --

COMMISSIONER SASSO: Are the changes -- I
don't see any highlighted changes.

MR. RAFTERY: No, there's been no changes
since 2012, Commissioner. So this is a pretty old
document. I believe I may have an older copy. But
this has been around for a while. So I --

COMMISSIONER SASSO: So this is the Charter
that we had on February 14th, Valentine's Day on 2012,
and there's no changes to it?

MR. RAFTERY: Yeah, there were some changes
to it. New Jersey asked to take it under review. I
believe that's where it's been stated or that's where
it's been since -- Mr. Gibson is here. I believe he
was looking into it --

If that's correct, Chris? I mean, I don't

want him to speak --

MR. HANSON: So this is not the Charter

that's in place. This was the --

MR. RAFTERY: This is a draft. This is a
draft. As far as I know there is no Audit Charter.

CHAIRMAN DEPASQUALE: Yeah. Can we have the
specific differences between the two documents at the
next meeting?

Can that just be spelled out what the
specific differences are so we can have that clearly
for the next meeting, Tom?

MR. RAFTERY: Yes, Auditor General. I'm
going to have to go back and get the original Charter
that I think was in place prior to my starting.

CHAIRMAN DEPASQUALE: That's why I don't
want to ask for it now because I know that wouldn't be
fair so, but I do think it's important for the
Commissioners to know the difference because that's in
a sense really what we'd be acting on.

Is everyone okay with that approach?
COMMISSIONER SASSO: Yeah, that's --

VICE CHAIRMAN TAYLOR: Fine.

COMMISSIONER SASSO: -- what I'm comfortable

with.

CHAIRMAN DEPASQUALE: Okay. Great. Thank

you.

Unless there's any question for Tom, we'll

move to the next item.

No more questions.

The next item on the agenda is the Ethics

Policy.

Tom, for an update on the Ethics Policy.

MR. RAFTERY: Yes, Auditor General. As you

know in 2012, we had a Reform Committee. One of the

things that we looked at was an ethics policy. This

particular draft includes four of the reforms. They

are 10-043, Appearance of Impropriety, 10-051,

Financial Disclosure Forms, 10-055, Undue Influence,

and 10-074, which is Financial Interests of

Commissioners and Executive Level Employees.

On December 5, 2012, I signed a

certification that this would be in place by April of
2013. That's almost 18 months ago. As a result of that, and after some thought on this, it's actually been 18 months since the date it was supposed to be due. It's been 21 months since I certified it. I will be rescinding my certification dated December 5, 2012, as it relates to the Ethics Policy.

CHAIRMAN DEPASQUALE: Anything else, Tom?

MR. RAFTERY: That's it. The Ethics Policy itself is out here. There's a number of things that the Commissioners may want to look at in terms of the actual body.

One of the issues that we struggled with is the disciplinary section. As I stated in the past, the Commissioners may certainly choose to defer any of the disciplinary actions to CEO Hanson, which would be fine, but we need to take some type of action on this Ethics Policy sometime soon.

COMMISSIONER KICHLIN: Tom, you know, being a new Board member, and the fact that I just received this on Monday, I don't really feel comfortable with making a decision at this meeting.

MR. RAFTERY: Well --
COMMISSIONER KICHLIN: Frankly, the fact that it sat for 18 months, I don't know if we need to completely review this.

CHAIRMAN DEPASQUALE: I agree. That's why I asked for an update. You know, we should not be taking action on it today. But I do think it's important that we get to some resolution on this soon, but there's no way people are going to be ready to take action on this today.

COMMISSIONER SASSO: I agree.

MR. RAFTERY: I --

MR. GIBSON: I just -- a lot of this is overdue as you know --

CHAIRMAN DEPASQUALE: Who is speaking there?

MR. GIBSON: I'm sorry -- this is Chris Gibson, New Jersey counsel.

I know that we have -- I have, sir, substantial comments on it. There's a lot of stuff that have happened since 2012. You've talked about the Charter. At some point it seemed like the Charter was caught up in the SOPs process. I don't know whether the SOPs have been abandoned now and the
Ethics Policy is something different than that.

But this has been a cause of substantial conversations, and at this point no resolution. I know that when it comes to the Ethics Policy, I have a great number of comments. I have not had the opportunity to discuss those comments with Vice Chair -- why am I drawing a senior moment?

MS. McNICHOL: Nash.

MR. GIBSON: Vice Chair Nash.

MS. BRUDER: I think he's fine if you forget that.

MS. GIBSON: And I think that Ms. Bruder is absolutely correct in that assessment. Nevertheless, while he is still the Vice Chair, he can run, but he cannot hide. So I just -- this is, I know it's for informational purposes. It's out there. I appreciate the efforts that have been undertaken.

There's footnotes that refer to certain other policies that this was taken from. I believe you did that, Mr. Raftery, and I appreciate that. I haven't had a chance to take a look at those policies. So when this is going to be ready, all I can tell you
is we'll deal with it with all due haste.

But as I was reading it over the last several days, there were questions and concerns that I had. I'm not going to go into them now. To me some of those questions and concerns in terms of my legal impressions and concerns are not appropriate subjects for public session.

But I've already taken up enough of your time, General, so I just, I wanted you to know that from the New Jersey side that there are some issues. I don't -- I can't speak for Pennsylvania counsel or the General Counsel's Office, but we will be having some comments.

CHAIRMAN DEPASQUALE: Kathy, I know -- Kathy, you're not OGC, but from the Governor's Office, Governor Corbett's Office, are there any comments at this stage or stuff that you want us to think about?

MS. BRUDER: No. We still need to look at it, General.

CHAIRMAN DEPASQUALE: Okay. Okay. That -- no, that's fine. Let's leave it at this. This thing's been out there. Let's make a due diligent
effort in the next month before the next Audit Committee meeting that we try to get the comments -- outside counsel and both Governor Christie and Governor Corbett's Office so the Audit Committee members are aware of those concerns, or comments, or items to strengthen it, and then so we can at least use that to try to get it to Tom to incorporate that, hopefully, into the plan in the next month, if that's possible. But let's try to make sure that -- because it's been hanging out there too long. But I do at the same time not want to rush it. If it's been out there this long, we might as well try to get it right.

With no other comments on that, I am going to ask for the motion to go into Executive Session. The decisions made in Executive Session will be made public if, of course, we get the votes to go into Executive Session when the issues are resolved. There are four items that are on that agenda, plus the one that was added from our discussion earlier.

I will accept a motion from someone on the Committee to go into Executive Session.
COMMISSIONER SASSO: So moved.

VICE CHAIRMAN TAYLOR: Second.

CHAIRMAN DEPASQUALE: Is there a second?

VICE CHAIRMAN TAYLOR: Second.

CHAIRMAN DEPASQUALE: Any negative votes?

With that we are now in Executive Session.

Dani, please let me know when we have the appropriate people in the room.

CHAIRMAN DEPASQUALE: We are back in Open Session.

(Whereupon, the Audit Committee Meeting adjourned at 11:34 a.m., on July 30, 2014.)
CERTIFICATE

This is to certify that the attached proceedings before the Delaware River Port Authority, Audit Committee Meeting on July 30, 2014, were held as herein appears, and that this is the original transcript thereof for the file of the Agency.

Timothy J. Atkinson, Jr., Reporter
FREE STATE REPORTING, INC.
SUMMARY STATEMENT

ITEM NO. DRPA-14-097 SUBJECT: Selection of Independent Firm to Conduct a Yellow Book Management Audit

COMMITTEE: Audit

COMMITTEE MEETING DATE: July 30, 2014

BOARD ACTION DATE: August 20, 2014

PROPOSAL: That the Board authorizes staff to negotiate an Agreement with TransTech Management, Inc. (TransTech) in an amount not to exceed $311,370 to conduct an independent “Yellow Book” management audit of the Port Authority Transit Corp. (PATCO), a wholly owned subsidiary of the DRPA, functions as outlined in the Request For Proposal.

PURPOSE: To ensure that biannual management audits are conducted in accordance with the Authority’s Compact and Resolution DRPA-10-040.

The Auditor will be required to review the Authority’s Compact Legislation, Bylaws, and all applicable resolutions, policies, and procedures, and evaluate each subject Division to determine an optimal level of effectiveness and efficiency to achieve optimal levels of service and performance, while ensuring that the Authority is achieving maximum value from its operations.

BACKGROUND: The DRPA Compact provides: “Not less than once every five years the [DRPA] shall cause a management audit of its operational effectiveness and efficiency to be conducted by an independent consulting firm selected by the [DRPA]…. This audit is in addition to any other audit which the [DRPA] determines to conduct from time to time.”

In August 2010, the DRPA Board of Commissioners (“Board”) passed Resolution DRPA-10-040, which created an Audit Committee whose duties include overseeing an independent management audit of the Authority every two years. The Summary Statement to the Resolution explains, “The Authority desires to have additional oversight and audit procedures that will enhance accountability and transparency, and enable the Authority to more quickly identify issues that require the attention of the Board and/or management. By doing so, the Authority can better ensure that the Authority is
operating in the best interests of the Authority and the public it serves.”

TransTech Management, Inc. is an independent firm based in Eden, NC with significant experience with providing Yellow Book Audits to the public sector and a wide range of industries including transportation, ports, etc.

SUMMARY:  
Amount: $311,370  
Source of Funds: Revenue Fund/General Fund  
Capital Project #: N/A  
Operating Budget: N/A  
Master Plan Status: N/A  
Other Fund Sources: N/A  
Duration of Contract: Approx. 8 months  
Other Parties Involved: N/A
RESOLUTION

RESOLVED: That the Board authorizes staff to negotiate an Agreement with TransTech Management, Inc. in an amount not to exceed $311,370 to conduct an independent “Yellow Book” management audit of the Port Authority Transit Corp. (PATCO), a wholly owned subsidiary of the DRPA, functions as outlined in the Request For Proposal; and be it further

RESOLVED: 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: $311,370  
Source of Funds: Revenue Fund/General Fund  
Capital Project #: N/A  
Operating Budget: N/A  
Master Plan Status: N/A  
Other Fund Sources: N/A  
Duration of Contract: Approx. 8 months  
Other Parties Involved: N/A
DELAWARE RIVER PORT AUTHORITY

Operations and Maintenance Committee Meeting

One Port Center
2 Riverside Drive
Camden, New Jersey

Wednesday, August 6, 2014

Committee Members:
William Sasso, Esquire, Chairman
Al Frattali, Vice Chairman
Charles Fentress
Richard Sweeney
Michelle Kichline, Esquire (via telephone)
E. Frank DiAntonio

Also Present:
Christine Wechsler Rayer, Esquire, Deputy General Counsel, PA Governor's Office (via telephone)
Peter Simon, Assistant Counsel, NJ Governor's Authorities Unit
DRPA/PATCO Staff:

John Hanson, Chief Executive Officer
Michael Conallen, Deputy Chief Executive Officer
Danielle McNichol, General Counsel/Corporate Secretary
Kristen Mayock, Deputy General Counsel
Timothy Pulte, Chief Operating Officer
Toni Brown, Chief Administrative Officer
Michael Venuto, Chief Engineer
John Rink, PATCO General Manager
Bennett Cornelius, PATCO Assistant General Manager
Bill Shanahan, Director, Government Relations
Mark Lopez, Manager, Government Relations
Dan Auletto, Bridge Director, WWB/CBB
Thomas Rafferty, Inspector General
Fran O'Brien, Manager, Customer & Community Relations
Robert Traver, Technical Supervisor, Equipment
Pat McBride, Director, Transit Services
Sheila Milner, Administrative Coordinator
Elizabeth McGee, Administrative Coordinator

Others Present:

Edward Laird, LTK
Rick Landell, LTK
Sharon Knorr, LTK
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PROCEEDINGS

(8:02 a.m.)

CHAIRMAN SASSO: I would like to call the meeting to order and ask the Secretary to call the roll.

MS. McNICHOL: Chairman Sasso?
CHAIRMAN SASSO: Here.
MS. McNICHOL: Vice Chair Frattali?
VICE CHAIRMAN FRATTALI: Here.
MS. McNICHOL: Commissioner Reilly?
Commissioner Kichline?
COMMISSIONER KICHLINE: Here.
MS. McNICHOL: Commissioner Bell?
Commissioner Sweeney?
COMMISSIONER SWEENEY: Here.
MS. McNICHOL: Commissioner Fentress?
COMMISSIONER FENTRESS: Here.
MS. McNICHOL: Commissioner DiAntonio?
COMMISSIONER DIANTONIO: Here.
MS. McNICHOL: You have a quorum, sir.
CHAIRMAN SASSO: Thank you.
We're going to adjust the agenda a little bit. First, I'm going to call on Mike Venuto to make comments with regard to some recent happenings.

MR. VENUTO: Thank you. Good morning, Commissioners.

I just wanted to start off the meeting -- we're paying a lot of attention, and there's been a lot of
significant discussion, about the PATCO track rehab across the Ben Franklin Bridge Project. And we came into a very difficult challenging time over the last 60 days where we went into the full-time outage of the south track, where we ran a single track for 60 days. That 60 days ended. That single track outage ended over the weekend, and I just wanted to report in and let you know that we did make the 60 days.

We had the tracks back up and running with passenger and revenue service on Monday morning, like any other construction job not without some hiccups. We battled right to the end, but we -- running the test trains Sunday into Monday morning. We did make the 60-day outage and it is working well right now.

So we're going to be prepared over the next four weeks to take out the north track, and then we'll move that north track outage for about 50 days, or thereabouts, and finish that side. So I just wanted to report given the fact that we talked about that project -- we had a very successful project -- lot of good feedback, and I'm proud of the team -- the support that we got from the O&M Committee and the entire team that worked on that project.

MR. RINK: Mike, can I just add something real quick.

In regards to the project, it wouldn't be successful without various people that worked hard for
that. And actually two of the gentlemen here -- and I'd like to take the chance to let you know, Commissioners, you probably have met them before at various meetings. But just to let you know, Bob Traver, he's been the Acting Director of Equipment during the outage, him and his staff were able to keep our existing equipment up into the 80s, high 80s. And some days we had all of our cars available for service. Without his hard work and his department's hard work, we wouldn't have been able to have the schedule every day during that outage. We had 100 percent of our equipment to move our customers. So I just like you to know, and commend him and his department on that part.

Next to him is Pat McBride. He's the Director of Transit Services. He handles the train operators and center tower. But more important, him and his staff put together the schedule that works very well. Once our customers got accustomed to how the schedule was laid out, we were able to provide great service to our customers. He moved them into the city in the morning to go to work and back in the evening. If it wasn't for him and his staff coming up with a schedule that worked well, we wouldn't be successful.

So I just wanted to take the time to acknowledge the two gentlemen here.

MR. HANSON: A couple of things that I would say. This project was a tremendous collaborative effort,
and I echo what John said.

It really began with the work of Pat McBride and the people in Transit Services. Equipment has done a fantastic job, you know. A lot of things happened that went right with this job. Tremendous partnership with Bridge Operations, Tim Pulte, Val Bradford, Tony Fergione, among others. It's hard to even mention all the people. HR was incredibly responsive, Finance, Purchasing; the list goes on and on.

And it really did come right down to the wire, and it -- the track got back in service after 3 o'clock Monday morning, finally. I think that the number of people who are here today and who aren't will attest to the fact that I wasn't that easy to get along with in the --

CHAIRMAN SASSO: Hard to believe.

MR. HANSON: -- in the waning hours of the project. John Rink and Mike Venuto were here at 3 o'clock in the morning and for a long time, along with many others. Manager, Way & Power, Bill Shaw, put in nearly 40 hours over the course of this weekend, so did others. And we did it. We said we were going to do it, and we did it. A great collaborative effort; Police Department, Transit Ambassadors people -- I mean all the way around it was a lot of support and effort. And we had a lot of things going against us going into it.

As you know the organization had struggled a
little bit with the escalators. You had no assistant
general manager and a completely inexperienced CEO when
we started. The Directors of Way & Power and Equipment
both retired on relatively short notice in that period of
time, and we had people step up in between. A lot of
valuable effort and knowledge from Deputy CEO Mike
Conallen, who spent a lot of time at John Matheussen's
request at PATCO. So it was a tremendous effort
organization-wide. And the reality is with the 60 days,
we almost -- we came right down to the wire in making it
right.

We also had to -- we lost our Communications
Director. Fran O'Brien and Mike Williams stepped up. We
had to put people in place, do social media. And we had,
again, Pat McBride, Christina Maroney, Kristen Klepacki.
So even with all that effort, we came right down to the
wire. That was a 60-day outage.

One of the things that has come up was
something that that I've been thinking about a lot
leading up to this, Assistant General Manager of PATCO,
Ben Cornelius, voiced this thought at the last meeting
that we had that it's going to be even tighter on the
next. We've got 50 days instead of 60. So I want to
make you aware now that we are discussing, contemplating
starting the outage earlier to give us a few extra days.
Taking some time away from the contractor to begin with.
It will be much better to add extra days, if we're going
to have to do it in August when the ridership is low, when the days are longer so that they can work longer into the day more effectively than to be stuck at the end in October with leaf season on top of us. So we're contemplating right now on the 28th, the Thursday afternoon before Labor Day, we had planned to take the track out and start the outage.

We are contemplating now actually starting that whole week before Labor Day. And I think, you know, we haven't made the final decision, but it seems like Mr. Cornelius, Mr. Rink, and Mr. Venuto are all in agreement that that makes sense. So just want to let you know that.

CHAIRMAN SASSO: Thank you, John.

Well, congratulations to you two gentlemen. Thank you so much for the extra effort. Please convey the thanks of the Committee, and I know I can speak on behalf of the Board, but also the Board for just a really stellar job. John and John and thank your teams as well. Just appreciate everything that all of you have done. And you too as well, Mike Conallen --

MR. HANSON: Any kind of partnership with -- I don't want to lose sight of the fact that we talked about the PATCO line but Bridge Ops and PATCO both share that bridge, and without the cooperation and effort of Bridge Ops we wouldn't have accomplished this.

CHAIRMAN SASSO: Okay. Thank you.
We have a very packed agenda, and I was going to go into Executive Session, but I think what I'm going to do since we have some representatives from LTK, what I'd like to do because your presentation is going to be important, I'd like to get through the first part of the agenda quickly so that we can spend some time in Executive Session with the LTK representatives to talk about some contractual legal issues.

So there are seven items that we have to discuss here. The first item is Contract BR-15-2012, Betsy Ross Bridge Resurfacing and Approach Roadway Rehabilitation.

Michael?

MR. VENUTO: Okay, good morning. Thank you, Mr. Chairman.

The staff is seeking authorization to negotiate a construction contract with the firm of IEW Construction Group to repair and resurface the bridge and approach roadway to the Betsy Ross Bridge in an amount of $17,816,499.56.

We had four bids on this project. The engineer's estimate was $16.4 million. The work to be completed under this contract consists of replacing the asphalt wearing surface of the bridge and the approach roadways in New Jersey and Pennsylvania. The work on the bridge milling and resurfacing, concrete deck repairs, removal and replacement of the deck waterproofing, and
rehabilitation with deck joints. Work on the approach roadways includes milling and resurfacing, full deck construction in selected areas, and guiderail and concrete barrier replacement. Project was publicly advertised and bid documents were open to the public beginning March 31, 2014. Bid opening date June 2014. Sixteen sets of documents were sold. Four bids were received.

The lowest responsive and responsible bidder was submitted by IEW Construction Group in the amount of $17,000 -- $17,816,499.56.

CHAIRMAN SASSO: Questions, comments?

Resolutions for all these items?

MR. VENUTO: Yes, sir.

CHAIRMAN SASSO: I'd like to have a resolution approving this for recommendation to the Board.

COMMISSIONER FRATTALI: So moved.

COMMISSIONER SWEENEY: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion?

All in favor.

COMMISSIONER SWEENEY: Aye.

COMMISSIONER FENTRESS: Aye.

COMMISSIONER FRATTALI: Aye.

CHAIRMAN SASSO: Opposed?

So carried.

Next item is Construction Monitoring Services,

MR. VENUTO: This is for the construction monitoring services for the same construction project.

Staff is seeking authorization to negotiate an agreement with Johnson, Mirmiran & Thompson to provide construction monitoring services for the Betsy Ross Bridge Resurfacing and Roadway Project in the amount of $1,158,404.35. The agreement will provide full-time onsite construction, inspection, and monitoring services. Services will include full-time resident engineers, support inspection staff, and inspectors will monitor all contract field activities and monitoring the contract compliance with plans and specifications.

The project was publicly advertised. Eleven firms responded to request for qualifications. Six were determined to be qualified. Sent formal requests for proposal. Staff has evaluated these proposals and recommends that agreement be negotiated with JMT.

We talked about consultant selection last month. We negotiated with -- they were the top ranked firm. We negotiated what we believe is a fair and reasonable cost to do this work.

CHAIRMAN SASSO: Questions, comments?

If not, I'll accept a motion approving this for recommendation.

COMMISSIONER FENTRESS: Move the motion.

COMMISSIONER FRATTALI: Second.
CHAIRMAN SASSO: Moved and seconded.
Any further discussion?
All in favor?
COMMISSIONER FENTRESS: Aye.
COMMISSIONER SWEENEY: Aye.
COMMISSIONER FRATTALI: Aye.
CHAIRMAN SASSO: Opposed?
It's carried.
Next item is Capital Project Contract Modifications.

Michael?

MR. VENUTO: At the previous O&M meetings, and at the last two Board meetings, myself and CEO Hanson talked about the gusset plates on the Ben Franklin -- or I'm sorry -- the gusset plates on the Walt Whitman Bridge.

Earlier in the course of our biennial inspection, we noticed gusset plates -- the patrolman noticed gusset plates that had some excessive deterioration, and we want to take -- needed to take immediate priority action to repair these gusset plates -- repair and replace these gusset plates. We've been doing that work over the last month-and-a-half.

We have the first two taken out. We initially started with identifying three priority repairs, but at that time the work was continuing, the inspection was continuing. We have replaced two to date. We did --
we're building temporary bracing and then going ahead and replacing the gusset plates. We finished one on Monday; finished another one Tuesday. And today we're working on a third one. Then we'll take that set of bracing and move it along down the line.

Given that there was an emergency action, what we'd like to do while American Bridge was still on, still onsite performing cleanup work on the -- performing work on dehumidification. As you know, they just had finished a deck rehab job. So with a priority repair, it's going to be a total of 15 priority repairs. They're identified as Priority 1, or Priority 0, which means the immediate repairs; Priority 3, which means they may be concluded in 3 months; Priority 6, which means they need to be completed in 6 months.

Given our process, what we would like to do under the -- and rather than doing it all under the emergency powers, we wanted to come back to the O&M Committee and the full Board to get approval to move forward with American Bridge to do the P-0, P-3s and P-6s because given our contract process, it would be difficult to get a contract out to do the sixes. There are a number that are identified as P-12s, and we're going to address them under a competitive contract, whether it just be steel repairs or with the painting contract. So we're working with the contractor now. I put in a request for a change order for $750,000 for this work.
That will not be all inclusive of the P-3s and P-6s, but at the time --

CHAIRMAN SASSO: Just the P-1s?

MR. VENUTO: This will be part of -- it will be more than just the P-0s. It will be for P-3s and the P-6s. So we're doing this work under force account under that contract where it limits their overhead and things like that. So we have construction monitors watching.

Urban/URS is out there with the deck rehab watching over their work and identifying with signed time sheets every day. But at the time we'll put this in for a -- we didn't know what it was going to take to actually take the gusset plates out, which we're learning this week. We're asking for $750,000 now to keep it going. Then as we go through and collect the cost from this week, we'll be back another month to sort of finalize how much more we're going to need. I think it's going to be around $1.5 million total for everything. But we're making good progress out there.

And for a second I'd like to just ask Dan Auletto, the Bridge Director -- we have our engineers out there; we have consulting engineers; we have our own engineers; and we have oversight by the Urban/URS. But as aside, we're doing this as a joint project. Bridge Operations is doing all the traffic controls. We're doing everything we can to minimize the expense going forward. Bridge Operations is doing all the traffic
control. In the initial, when we first started, they were actually keeping timesheets in the beginning before we got URS up there. But I know there's always a concern, but we do things time and material, doing time sheets as opposed to fixed costs where you have a lot of oversight. But Dan's been out there a lot. His staff has been out there a lot. So he's going to just talk a little bit about what he's seen out there from a different perspective.

MR. AULETTO: Good morning, Commissioners. The areas that Mike is speaking to is the old design bridge had expansion beams. Every sixth beam was an expansion beam. So there was movement there that allowed the water to get down into these areas.

The new continuous span goes from tower to tower. They are no longer subject to water anymore. So the repairs we're making should be permanent. The amount of work that's going into this, the platforms went up, the hardware went down there. The removal of the crosswalk has been installed and removal was impressive. They worked as a team almost like an orchestra. The amount of speed that they were able to get these plates out, drilled and back in was amazing. We anticipated we would not be done last night until probably 6 p.m. We had the roadway open and everything done by 3:30 in the afternoon. If they continue on this schedule and meet these timelines, I think we're well served the way we're
MR. HANSON: And that's not the first day that you got done before the afternoon rush.

MR. AULETTO: No. No.

MR. HANSON: That's the latest chapter we planned for both rush hours like a 12-hour effort and --

MR. AULETTO: It's happening today, as we speak.

MR. HANSON: And they've been done and out of the way by no later than 3:30 every day.

MR. AULETTO: One of the major issues of the traffic control is that we require two lanes because of the size of the crane. And we also wanted to make sure that we're -- dismembering one of the units that there was no room in there when we were trying to fasten everything back up. So far there have been no issues whatsoever.

CHAIRMAN SASSO: Thank you, Dan, for your efforts.

Mike. I know Mike Conallen and Mike Venuto and I have had a couple different conversations about this, but I do have some concern as to why the gusset plates in that condition weren't discovered in our biennial inspection, and I would like to get a -- have some thorough discussion on that in Executive Session. Because that concerns me, and I want our consultants to know we're not happy about this, at least I don't think
we should be.

And now as I look at this picture -- and I'll
pass it around -- the gusset plates are here and here,
and it just seems to me that that's something that should
be focused upon. We pay a lot of money for those
inspections. To be caught by surprise like this on such
a major issue, I mean --

COMMISSIONER SWEENEY: And that doesn't --
CHAIRMAN SASSO: -- thank goodness we're on top
of it.

COMMISSIONER SWEENEY: Doesn't happen
overnight.

CHAIRMAN SASSO: No. No. So let's not lose
track of that.

Any discussion, comments, questions?

If not, I'll accept a motion approving this
modification for recommendation to the Board.

COMMISSIONER FRATTALI: So moved.
COMMISSIONER FENTRESS: Second.
Moved and seconded.

Any further discussion?

All in favor?

COMMISSIONER FRATTALI: Aye.
COMMISSIONER SWEENEY: Aye.

Opposed?

It's carried.

Next item is Furnish and Install Ventilation
Fans for Camden Subway Station Platforms.

MR. RINK: Thank you, Mr. Chairman, Commissioners. We're seeking Board's authorization to negotiate a contract with SimplexGrinnell for furnishing, installing ventilation fans at the Camden Subway Stations at City Hall and Broadway platforms. The amount would be up to $240,000. This work would be under PA State contract pricing. It's a continuation of the project we recently completed to install fans at the Philadelphia subway stations. We had, if you recall, the Board approved that.

We moved quickly to have the four Philadelphia stations fans up and running in regards to the bridge project and with crowded platforms. It went quite well. They moved the air well, and it helped cool the platforms and the fact that we had trains stored down there generating heat, our customers appreciated, commented, and sent us a few compliments and comments in regards to the fans. So we'd like to finish the project, install fans at the City Hall and Broadway platforms.

CHAIRMAN SASSO: Comments or questions? If not, I'll accept a motion approving this for recommendation to the Board.

COMMISSIONER FENTRESS: Move the motion.
COMMISSIONER SWEENEY: Second.
CHAIRMAN SASSO: Been moved and seconded. Any further discussion?
Favor?

COMMISSIONER FRATTALI: Aye.

COMMISSIONER SWEENEY: Aye.

CHAIRMAN SASSO: Opposed?

It's carried.

Next item is Sole/Single Source Vendors for Transit Car Truck Overhaul.

Again, Mr. Rink?

MR. RINK: Thank you, Mr. Chairman, Commissioners. I actually passed out to you a visual guide. The 2014 capital budget includes funds for us to overhaul our transit car trucks. The overhaul is an annual project where we rebuild the car trucks including new elastomeric and wear components, new wheel sets using refurbished axles and bearings. We rebuild our gear boxes, installed new wheels. We put on new brakes and air supplies. All the labor to do this is performed by PATCO labor.

What we have done is in the past PATCO solicited the bids for these components. The truck has multiple components. Where possible, we've gone and purchased, through competitive processes, those items. The Board recently approved them, the various resolutions to purchase the axles, gear units and wheels.

For our visual aid, the first picture is of existing truck system for our cars. And as part of the overhaul, Alstom is not working on the trucks. So the
truck program and everything associated with the trucks will remain the same. We'll continue to rebuild them in-house and buy those purchases and materials.

Pictures 2 and 3 show the various components, the axles, the wheels through that. And then the last picture shows a completely overhauled truck. As part of that what we're seeking approval for today is there are two firms where we need to buy OEM specs from. And as you see on the last Exhibit A, the Summary Statement, we're seeking sole source approval with WABTEC Global, with a cost not to exceed $150,000, and with WABTEC not to exceed $350,000. Both are the OEM suppliers for these particular components, and we need to move forward purchasing those parts to rebuild the trucks through sole source approval.

Mr. Traver is here if you have any specific questions regarding our truck rebuilding program.

CHAIRMAN SASSO: Questions? Comments?
If not, I'll accept a motion approving this for recommendation to the Board.

COMMISSIONER DiANTONIO: So moved.
COMMISSIONER FRATTALI: Second.
CHAIRMAN SASSO: Been moved and seconded.
Any further discussion?
All in favor?
COMMISSIONER DiANTONIO: Aye.
COMMISSIONER FRATTALI: Aye.
COMMISSIONER FENTRESS: Aye.

CHAIRMAN SASSO: Opposed?

It's carried.

Next item is updated Title VI Report to the Federal Transit Administration.

MS. BROWN: Yes. Good morning.

Title VI of the Civil Rights Act of 1964 prohibits discrimination on the basis of race, color, and national origin, and any programs and activities that receive federal financial assistance. If a recipient of the federal financial assistance is found to have discriminated and voluntary compliance cannot be achieved, the federal agency providing the assistance is required to initiate fund termination proceedings or to affirm the matter to the Department of Justice for appropriate legal action.

As a condition to receiving federal funds, PATCO is required to submit an extensive Title VI program document to the FTA every three years. Part of that extensive document includes a public participation plan for the FTA's consideration. Our most recent Title VI document was presented to the Board and approved by the Board on August 19, 2013.

On July 1, 2014, almost a year later, we received notice from the FTA recommending that the DRPA make some changes to our program, and one of those recommendations involved the Public Participation Plan.
We were given 30 days or until June -- I'm sorry -- until July 31st to make those changes and to submit a corrective action plan. We met that deadline and got everything in by July 29th.

In developing the amended Public Participation Plan, we worked very closely with the FTA to make sure we were meeting everything that they were looking to see to be included in the amended plan. Staff updated what had been an existing four-page public participation document. It became a 14-page plan, which includes four new sections. One section outlines the goals of the plan. The second section outlines the guiding principles of the public participation process. The third new section involves the public participation process itself. And, finally, the last new addition involves the implementation plan.

In addition to these four new sections, although we were not required to do so, we also enhanced our Limited English Proficiency plan. We included some elements of that new enhanced LEP plan to update our Public Participation Plan. Based on the U.S. Census data that we have for the PATCO service area, PATCO is required to provide meaningful access to benefits, services, and information for any individuals who are considered limited English proficient. And in PATCO's service area those populations include those who speak Spanish, Chinese, Vietnamese, Korean, and Russian.
Under Title VI, the Limited English Proficient populations are entitled to special language assistance, which might include interpreters at public meetings and also having certain vital written documentation translated in their language, either in hard copy or also on our website. So to assist these LEP populations, PATCO has already taken two steps, which we outlined to the FTA.

Number one, PATCO's website and also all available authority administrative offices now publish the notice of Title VI rights, the Title VI complaint forms, and the Title VI complaint procedures are now available in Spanish, Chinese, Vietnamese, Korean, and Russian.

The second step that PATCO has taken is that on the website there is something called Google Translate, and the online instant language translation service makes it possible for anyone to translate our materials into their language.

Currently, the PATCO ticket vending machines in all of the stations provide customers with use in English and Spanish. However, in order to meet the needs of those who speak Chinese, Vietnamese, Korean, and Russian in PATCO's service area, as part of the 2015 operating budget, PATCO will include funds to convert the current wording on the ticket vending machines to include language that meets the needs of these other populations.
We reported this planned action in our FTA update and on August 1st, the FTA told us that the amended public participation plan that we submitted looks good and that we have satisfied everything.

So at this point the FTA requires that we obtain recognition from the Board that we have, indeed, revised our Public Participation Plan and so that is why we are submitting this morning the Summary Statement and Resolutions for your consideration.

And I do want to say -- I want to take a moment to recognize two women, who work closely with me. Ann DuVall is a project analyst in my office, and she has taken the lead in handling this matter. Kelly Forbes is the Director of our Human Resource Services, and she provided very good guidance to Ann along the way. Both women, Ann and Kelly, kept me appropriately apprised of everything along the way and we were able to meet this deadline ahead of time. So I do want to recognize them for all their hard work on this initiative, and I'm happy to answer any questions that the Committee might have.

CHAIRMAN SASSO: First of all, please convey our thanks to you, Toni, and also to your staff for a job well done. Thank you for bringing us into compliance so quickly.

Are there any comments or questions?

So I'll accept a motion recommending this for approval to the Board.
COMMISSIONER FRATTALI: So moved.
COMMISSIONER DiANTONIO: Second.
It's been moved and seconded.
Any further discussion?
All in favor?
COMMISSIONER SWEENEY: Aye.
COMMISSIONER FRATTALI: Aye.
COMMISSIONER DiANTONIO: Aye.
CHAIRMAN SASSO: Opposed?
It's carried.
Last item is 2013 TSGP Regional Public Service
Announcement Project.

MR. SHANAHAN: Good morning, Mr. Chairman,
Members of the Committee. Before you -- a resolution
before you is to continue the Look Up, Speak Up Public
Security Awareness Program. It is a $750,000 grant, 100
percent DHS grant-funded project. The period of
performance is 31 August 2015.

I'm just going to pass out some story boards.
Mr. Chairman, we've got Commissioner Sweeney on one. No,
I'm just kidding. I want you to see the sample creative
work. This is a multi-media campaign. It is billboards,
radio, television. It basically has become the darling
of DHS because of it's -- I guess its benchmarking and
ability to put numbers together. It is a multi-source
document. So there's an app associated with this that
you can put on your cell phone. I wish you would. If
you have an Android, Apple is coming, and --

CHAIRMAN SASSO: Apple doesn't have it yet?

MR. SHANAHAN: No. The City, everything goes
to the City of Philadelphia, and the City's lawyers are
talking with Apple's lawyers. It's -- you would think
that it would be a lot -- you would think that Apple
would be much more streamlined and that much more hip,
but no. It really uses the best resources available.
It's our riding public.

You know, if you do the numbers, it's region-
wide; it's 2500 riders to each police officer in the
system. You know our riders are the eyes and ears of
this system. This enables them. It pushes everything
into the DVIC where a trained intelligence analyst,
contracted intelligence analyst, or a, you know SEPTA
detective or even an Amtrak detective receives the tips
and leads, runs them, analyzes them, pulls video feed.

It is basically -- one of the things that sets
this apart from other, you know, awareness programs is
that -- and Tim Ireland was extremely instrumental in
this, crafting a benchmark poll. We did a benchmark
poll. We did a, you know, interim poll. The interim
poll showed 45 percent very familiar recognition after
basically 2-1/2 months, you know, of this program being
out.

If you looked at that as a campaign, you can --
you'd know that that is an outstanding number. One of the things it did show is that this pound 1776 number that was used was at 25 percent. So that interim poll allowed the, you know, the media company to adjust the media and push the pound 1776 number, make it more prominent in the ads, things like that. It is by far -- it is award winning. It won a bronze Telly, and you probably know as much as I do about the bronze Telly. It won it in its, you know, third month. It also won two regional awards from the public media. The names escape me right now. Sorry. I can get that to you. It is getting out there and is going to be the benchmark that DHS uses for these types of campaigns. Again it's 100 percent grant funded from DHS. It is a regional project. $750,000. Period of performance is 31 August 2015, barring any extensions. If there's money left, we'll get an extension for it. We'll come back before the Board.

CHAIRMAN SASSO: Questions? Comments?
I'm going to need a resolution for this as well.

COMMISSIONER DiANTONIO: Move.
CHAIRMAN SASSO: Accept the resolution.
COMMISSIONER SWEENEY: Second.
CHAIRMAN SASSO: Moved and seconded.
Any further discussion?
All in favor?
COMMISSIONER FRATTALI: Aye.
COMMISSIONER DiANTONIO: Aye.
CHAIRMAN SASSO: Opposed?
It's carried.
I'll now ask for a motion to go into Executive Session. We'll be discussing contractual issues at this time and when it is appropriate, these issues will be discussed in a public session.
COMMISSIONER FENTRESS: Move the motion?
COMMISSIONER SWEENEY: Second.
CHAIRMAN SASSO: Moved and seconded.
All in favor?
COMMISSIONER FRATTALI: Aye.
COMMISSIONER SWEENEY: Aye.
COMMISSIONER DiANTONIO: Aye.
COMMISSIONER FENTRESS: Aye.
CHAIRMAN SASSO: Opposed?
It's carried.
(Executive Session.)
(Open Session Continues.)
MR. VENUTO: Contract 15-0 Ferry Avenue and Collingswood Stations Parking Lot Reconstruction. The original contract amount is approximately $2.5M with a site coordination & condition amount of $150,000. This project involved demolition of a building to expand the parking lot at Collingswood. The building was originally owned by Mohrfeld Oil. We obtained the property from the
City of Collingswood. They sold to PATCO and DRPA years back. It had a no further action letter from the Environmental Protection Agency. Unfortunately, when we demolished the building, we took up the concrete slab, there was clearly oil in the soil, and we had to take some remediation efforts. So this $105,000 is $7500 -- worth of soil testing to figure out what we had out there and how deep it went. $97,600 was to remove the soil. There was actually a second foundation underneath. So they removed the soil, removed the concrete foundation and properly disposed of it.

The reason why there will be somewhat of a credit on the contract later for the soil that they would have to take out had it been clean. We're still arguing over the value of that. But this $105,000 is to address the soil that we had to --

MS. McNICHOL: Mike is the contractor handling the needed certifications and remediation issues that we would require as part of the change order?

MR. VENUTO: They are. So the contractor is getting on the LSRP --

MS. McNICHOL: Okay, the --

MR. VENUTO: -- to certify in the end. There's discussion how we're doing that, whether we're doing -- our own separate vendors or the vendor that we paid.
Right now, we're negotiating with them to have them --

MS. McNICHOL: Absolutely.

MR. VENUTO: -- provide the LSRP, pay them
through the change order --

MS. McNICHOL: Okay.

MR. VENUTO: -- to do that rather than bring in
a second --

MS. McNICHOL: Right, to --

MR. VENUTO: -- to watch over what they already
did.

MS. McNICHOL: All right, great. Thank you.

CHAIRMAN SASSO: Relocation of the Center
Tower.

MR. RINK: Yes, Mr. Chairman. Currently, in
our capital budget, there's a project that's being funded
from a grant program we received from FTA to replace our
computer system that is up at Center Tower.

There's two-folds with this signal system. We
have our relays out in the field to take the information
from the tracks and send it to this computer system that
interprets it and puts out how the trains run with the
signal system. This computer system that takes that data
to Center Tower on our big display boards and show the
trains are beyond its useful life.

We've put money in the budget to move forward
with that, have it designed and replaced. As part of
this project, we have been working with engineering. We
had a preliminary designer come in and look at how we're going to bid and look what kind of systems will be best for us to move forward.

One of the thoughts that came up with that is Center Tower is located right behind the Camden County Police Building here in Camden. We do have things that when we respond to incidents and things of that nature all of our staff have to respond to from Lindenwold or various places to go to Center Tower. What we had looked at and what we had wanted to do.

CHAIRMAN SASSO: We own that property?

MR. RINK: Yes, we do. Is we want to consider taking Center Tower and moving it down to our Lindenwold facility where all of PATCO's employees and management reside. It will have multiple benefits from doing that.

As such, in last year's capital budget we started thinking about how we had put in the project budget a project to outfit our building down there, make the modifications to move it. What we'd like to do is move that project up now as in working with designer -- and we do the computer system. They're saying the optimum time now is to build the space at Lindenwold, then install the new system, the new computer system. We can be up and running at Lindenwold, and our old Center Tower would become a backup in case we ever have an incident. So what we're looking to do is move that project up in the cycle. The outfit and the
building design is going to be funded by grant money also.

MR. VENUTO: $2.4 million in the 5-year plan for the Center Tower, command and control, the SCADA system, which is already under design. We have $4 million in the budget for.

CHAIRMAN SASSO: General Engineering Consulting Services.

MR. VENUTO: Okay. What I'd like to do, we're getting ready -- the GEC, General Engineering Consulting -- where we gave them specific tasks. They're ready to come up --

CHAIRMAN SASSO: You have discretion to go out and contract without coming to us, correct?

MR. VENUTO: That's correct. We go -- we do a RFP, a competitive selection process. We pick two firms in five different disciplines, pick two firms each, and then we get overall approval from the Board, and then we go ahead and issue tasks as projects come up.

So what I'd like to do, we talked about this last in this Committee October of 2012, October 3, 2012. We had a big discussion about the GECs and how we do it. And what I'd like the Committee to consider is as we come into the next phase or the next round, like to consider us making a few changes to the GEC process of how we do it, one of which is typically we only have two firms per discipline, right. But we have a number of firms that I
think the number was something like 60 submissions -- 45 firms. But we only go to 10.

So a firm that may be good at CM and geotechnical work may not ever get an opportunity because we have to have a broad range of -- you have to be able to work on PATCO and work there. So I want to make two changes. The first change I want to do is in lieu of just picking two firms -- I would like to just make a qualified list. So we may have 8 firms; we may have 10 firms. We still want to stay with the disciplines. Maybe just make a qualified list. And the advantages are such that you will get more firms, more of a range of firms to pick from, and then other firms may have an opportunity to work here who don't necessarily get those opportunities, and it broadens our competitors.

The second thing I would like to do, we have in the past limited the individual tasks to $100,000. Back in 1996 when the program started, we limited the tasks to $50,000. In the year 2000, we increased that to $100,000.

Well, now, in 2015, 2014, $100,000 isn't getting us what it used to get. So, for instance, we funded these things the last time was $7.5 million. And given the magnitude of our work and what the $100,000 buys us to date what would be 2 years into this thing, a little more than 2 years, we only spent less than $2 million. So we're not getting the full bang for our buck.
out of it. And that was actually pointed in out last management audit. The CTO management audit said we're not making most effective use of our GECs.

CHAIRMAN SASSO: They recommend the spending?
MR. VENUTO: They did not recommend a specific limit.

CHAIRMAN SASSO: -- other agencies that --
MR. VENUTO: Yes, sir. Yes, sir. I did some research for that part. So New Jersey Transit Authority, they used $250,000 as their limit. PennDOT uses $500,000, SEPTA $500,000, New Jersey Transit $600,000, and the New Jersey DOT $750,000. That's their limits for individual tasks. So -- and not that I'm looking for -- so what the process is, is after the engineer negotiates the scope, they approve it and send it to me. Once I review it and they come with the scope of work, you know, the fees are outlined, the man-hours are outlined, and it's -- once approved by the manager, the engineer, the manager, and then myself, I send it up. Mike Conallen signs off on it and then CEO Hanson signs off on it. And so what I'd like to do, obviously increasing the limits puts a little bit more burden on --

CHAIRMAN SASSO: Are you going to write this up?
MR. VENUTO: I can. I -- maybe we introduce it today. I can come back next month.

CHAIRMAN SASSO: I'd like you to -- I'd like
you to write up something specific with a specific recommendation. I'd like to ask the Committee members if it seems logical to me. So make some recommendations. We'll consider it detail.

And I assume John, Michael, you're comfortable with this?

MR. HANSON: Yes.
CHAIRMAN SASSO: Okay.
MR. VENUTO: Thank you.

Last thing --
CHAIRMAN SASSO: Spending Tracking.

MR. VENUTO: Spending Tracking. We had a good month. Projected $16.3 million. We spent $16.4. So overall we had a good month.

We're still a little behind in the -- cumulative spending, but -- because we have a couple of projects like the resurfacing project that's getting a late start, Commodore Barry Bridge painting is getting extremely late start -- behind, but that makes up for the difference.

Thank you.
CHAIRMAN SASSO: Anything else for the good of the Committee?

If not, motion to adjourn.
COMMISSIONER FENTRESS: So moved.
CHAIRMAN SASSO: Second.
COMMISSIONER SWEENEY: Second.
CHAIRMAN SASSO: All in favor?
COMMISSIONER SWEENEY: Aye.
COMMISSIONER FRATTALI: Aye.
COMMISSIONER FENTRESS: Aye.
COMMISSIONER DiANTONIO: Aye.
CHAIRMAN SASSO: Opposed?
It's carried. Thank you.
(Whereupon, the Audit Committee Meeting adjourned at 9:29 a.m.)
CERTIFICATE

This is to certify that the attached proceedings before the Delaware River Port Authority, Audit Committee Meeting on August 6, 2014 was held as herein appears, and that this is the original transcript thereof for the file of the Agency.

Mike McCann, Reporter
FREE STATE REPORTING, INC.
### Program Performance Report

#### Jun-14

**(Excluding Federal Funding)**

<table>
<thead>
<tr>
<th>Project Category</th>
<th># of Projects</th>
<th>Original Contract Value</th>
<th>Adjusted Contract Value</th>
<th>% Change</th>
<th>2014 Projected Spending</th>
<th>2014 Spent to Date</th>
<th>2014 % Value Spent</th>
<th>2014 Target % Spent</th>
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<td>Ben Franklin Bridge</td>
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<td>$8,400,000</td>
<td>$0</td>
<td>0.0%</td>
<td>50.0%</td>
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<td>PATCO - FTA Funded</td>
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#### Performance Comparison Table (Cumulative)

- Last Month: 76%
- This Month: 82%
- Vars: 6%

#### Performance Comparison Table (Monthly)

- Last Month: 45%
- This Month: 101%
- Vars: 56%
SUMMARY STATEMENT

ITEM NO. DRPA-14-098  


COMMITTEE: Operations & Maintenance

COMMITTEE MEETING DATE: August 6, 2014

BOARD ACTION DATE: August 20, 2014

PROPOSAL: That the Board authorizes staff to negotiate a construction contract with the firm of IEW Construction Group, Inc. to repair and resurface the bridge and approach roadways.

Amount: $17,816,499.56

Contractor: IEW Construction Group, Inc.  
72 Sculptors Way  
Trenton, NJ 08619

Other Bidders:  
South State, Inc. $18,017,971.82  
Tony DePaul & Son $19,706,576.00  
A. P. Construction. Inc., $20,944,426.00

Engineers Estimate: $16,400,000.00

PURPOSE: To repair deteriorating pavement on the main bridge and approach roadways. The work in this contract includes milling and resurfacing of the asphalt pavement, repairing portions of the concrete deck, rehabilitating deck joints, and replacing the bridge deck waterproofing membrane system.

BACKGROUND: This project will repair the deteriorated pavement in order to preserve and extend the useful life of the bridge deck. The bridge was last resurfaced in 1996.

The work to be completed under this contract includes rehabilitating and resurfacing the pavement on the bridge, as well as, the New Jersey and Pennsylvania approach roadways. The work on the bridge includes milling and resurfacing of bituminous concrete pavement, bridge joint rehabilitation, concrete deck repairs, and removal and replacement of the bridge deck waterproofing membrane system. The work on the approach roadways includes milling and overlay of the
existing bituminous pavement and full depth reconstruction in select areas.

The project was publicly advertised and bid documents were offered to the public beginning on September 6, 2012 with a bid opening date of June 10, 2014. Sixteen (16) sets of documents were sold. A total of four (4) bids were received. The low responsive and responsible bid was submitted by IEW Construction Group, Inc. in the amount of $17,816,499.56.

Staff has completed the evaluation of bids and recommends that the contract be awarded to IEW Construction Group, in the amount of $17,816,499.56 as the low responsive and responsible bidder.

SUMMARY:

<table>
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<tr>
<th>Summary</th>
<th>Details</th>
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<tr>
<td>Amount</td>
<td>$17,816,499.56</td>
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<td>Source of Funds</td>
<td>2013 Revenue Bonds</td>
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<tr>
<td>Capital Project #:</td>
<td>RB1001</td>
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<tr>
<td>Operating Budget</td>
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<tr>
<td>Master Plan Status</td>
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<td>Duration of Contract</td>
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<td>Other Parties Involved</td>
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<tr>
<td>Estimated Number of Jobs Supported</td>
<td>535</td>
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</table>
RESOLUTION

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority accepts the bid of $17,816,499.16 to perform Bridge Resurfacing, deck repairs, and roadway rehabilitation; and that the proper officers of the Authority be and hereby are authorized to negotiate a contract with IEW Construction Group for the required work in an amount not to exceed $17,816,499.16, as per the attached Summary Statement; and be it further

RESOLVED: 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: $17,816,499.56
Source of Funds: 2013 Revenue Bonds
Capital Project #: RB1001
Operating Budget: N/A
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: 730 Days
Other Parties Involved: N/A
Estimated Number of Jobs Supported: 535
SUMMARY STATEMENT


COMMITTEE: Operations and Maintenance

COMMITTEE MEETING DATE: August 6, 2014

BOARD ACTION DATE: August 20, 2014

PROPOSAL: That the Board authorizes staff to negotiate an agreement with Johnson, Mirmiran & Thompson (JMT) to provide Construction Monitoring Services for Contract No. BR-15-2012, Betsy Ross Bridge Resurfacing and Approach Roadway Rehabilitation

Amount: $1,158,404.35

Consultant: Johnson, Mirmiran & Thompson
1600 Market Street, Suite 520
Philadelphia, PA 19103

Other Consultants: AECOM Technical Services, Inc.
Greenman-Pedersen Inc.
Remington & Vernick Engineers
Urban Engineers, Inc.
URS Corporation

Engineers Estimate: $1,401,507.93

PURPOSE: To provide full-time, on-site construction inspection and monitoring services for Contract No. BR-15-2012, Betsy Ross Bridge Resurfacing and Approach Roadway Rehabilitation. The services will include a full-time Resident Engineer and support inspection staff for inspecting all contract field activities and monitoring the Contractor’s compliance with the plans and specifications.

BACKGROUND: The work to be completed under Contract No. BR-15-2012, includes rehabilitating and resurfacing the pavement on the bridge, as well as, the New Jersey and Pennsylvania approach roadways. The work includes milling and resurfacing of the asphalt pavement, repairing portions of the concrete deck, rehabilitating deck joints, and replacing the bridge deck waterproofing membrane system. The Construction
SUMMARY STATEMENT

Construction Monitoring Services for
Contract No. BR-15-2012, Betsy Ross Bridge
Resurfacing and Approach Roadway Rehabilitation

Monitor will provide all project inspection and observation required to certify that all materials and workmanship for this project are completed in conformance with the Contract requirements and industry standards.

The Authority publicly advertised its intent to retain a Consultant and invited interested firms to submit Statements of Qualifications. Eleven (11) firms responded with Statements of Qualifications on April 3, 2014. Six (6) firms were deemed qualified and were sent a formal Request for Proposal. A review committee of three (3) staff engineers evaluated the Proposals on the basis of Technical merit.

Johnson, Mirmiran & Thompson (JMT) was the highest technically ranked firm. The proposed Project Manager has previous experience with rehabilitation projects and has been very responsive on past DRPA projects. The proposed Resident Engineer has over 40 years experience in similar size highway and bridge projects. JMT’s Inspection Team has many years experience inspecting bridge repairs similar to those required for this Contract. Overall, the team assembled by JMT was found to possess the necessary experience and qualifications to successfully complete the project.

In accordance with the Delaware River Port Authority’s qualification based selection procedure, the Price Proposal was evaluated against the Engineer’s Estimate and that of other recommended firms. Based on this evaluation and subsequent negotiation, JMT’s negotiated price was determined to be fair and reasonable.

It is recommended that an engineering services agreement be negotiated with JMT for the costs and associated fees not to exceed $1,158,404.35 to provide engineering services in accordance with the Request for Proposal.
### SUMMARY STATEMENT

**Construction Monitoring Services for**

**Contract No. BR-15-2012, Betsy Ross Bridge**

**Resurfacing and Approach Roadway Rehabilitation**

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<tr>
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<tbody>
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<td>Amount:</td>
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<td>N/A</td>
</tr>
<tr>
<td>Duration of Contract:</td>
<td>26 months</td>
</tr>
<tr>
<td>Other Parties Involved:</td>
<td>N/A</td>
</tr>
<tr>
<td>Estimated Number of Jobs Supported:</td>
<td>6</td>
</tr>
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</table>
RESOLVED: That the Board of Commissioners of the Delaware River Port Authority accepts the Proposal of Johnson, Mirmiran & Thompson to provide Construction Monitoring Services for Contract No. BR-15-2012, Betsy Ross Bridge Resurfacing and Approach Roadway Rehabilitation, and that the proper officers of the Authority be and hereby are authorized to negotiate an Agreement with Johnson, Mirmiran & Thompson for an amount not to exceed $1,158,404.35 as per the attached Summary Statement; and be it further

RESOLVED: 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:

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
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<tbody>
<tr>
<td>Amount</td>
<td>$1,158,404.35</td>
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<tr>
<td>Source of Funds</td>
<td>2013 Revenue Bonds</td>
</tr>
<tr>
<td>Capital Project #</td>
<td>RB1001</td>
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<tr>
<td>Operating Budget</td>
<td>N/A</td>
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<td>Master Plan Status</td>
<td>N/A</td>
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<tr>
<td>Other Fund Sources</td>
<td>N/A</td>
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<tr>
<td>Duration of Contract</td>
<td>26 months</td>
</tr>
<tr>
<td>Other Parties Involved</td>
<td>N/A</td>
</tr>
<tr>
<td>Estimated Number of Jobs Supported</td>
<td>6</td>
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</table>
MEMORANDUM

TO: O&M Committee Members
FROM: Michael P. Venuto, Director of Engineering/Chief Engineer, Engineering
DATE: July 30, 2014

The Request for Qualifications (RFQs), which was posted on the Authority’s web-site, invited Consultants to submit Statements of Qualifications (SOQs). Eleven (11) firms submitted SOQs on April 3, 2014.

Policy 303a outlines the procedure for Request for Proposal selection of Consultants by the Engineering Department. The SOQ evaluation serves as a method for developing a “short list” of firms to receive a Request for Proposal (RFP). The Review Committee evaluated the SOQ’s and recommended soliciting Technical and sealed Price Proposals from the top ranked firms:

AECOM Technical Services, Inc.
Greenman-Pedersen Inc.
Johnson, Mirmiran & Thompson
Remington & Vernick Engineers
Urban Engineers, Inc.
URS Corporation

The short listed firms were sent a RFP on May 15, 2014. The Technical Proposals and separate sealed Price Proposals were received on May 30, 2014 from JMT, GPI, URS, URBAN, AECOM, and R&V. The Review Committee, consisting of three (3) staff engineers, reviewed and evaluated the Technical Proposals.

JMT was the highest technically ranked firm. The proposed Project Manager has previous experience with rehabilitation projects and has been very responsive on past DRPA projects. The proposed Resident Engineer has over 40 years experience in similar size and type highway and bridge rehabilitation projects. Overall, the team assembled by JMT was found to possess the necessary experience and qualifications to successfully complete the project.
The Review Committee recommended that the Price Proposal be opened and negotiations commence using other recommended firm’s Price Proposals and the Engineer’s Estimate in the amount of $1,401,507.93 as a guide. Price Proposals were opened on June 20, 2014.

Below are the Technical Proposal rankings, proposed hours and fees of these firms, along with the Engineer’s estimate of hours.

<table>
<thead>
<tr>
<th>Rank</th>
<th>Firm</th>
<th>Hours</th>
<th>Original Price Proposal</th>
<th>Negotiated Hours</th>
<th>Fee</th>
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<tr>
<td></td>
<td>Engineer’s Estimate</td>
<td>11,093</td>
<td>$1,401,508</td>
<td>11,093</td>
<td>$1,401,508</td>
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<tr>
<td>1</td>
<td>JMT</td>
<td>11,250</td>
<td>$1,495,407</td>
<td>11,250</td>
<td>$1,158,404.35</td>
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<tr>
<td>2</td>
<td>R&amp;V</td>
<td>11,522</td>
<td>$1,165,362</td>
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<tr>
<td>3</td>
<td>GPI</td>
<td>20,601</td>
<td>$3,351,708</td>
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<tr>
<td>4</td>
<td>URBAN</td>
<td>17,000</td>
<td>$1,832,886</td>
<td></td>
<td></td>
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<tr>
<td>5</td>
<td>AECOM</td>
<td>11,782</td>
<td>$1,149,939</td>
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<td>6</td>
<td>URS</td>
<td>12,832</td>
<td>$1,532,914</td>
<td></td>
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</table>

The Price Proposal from the highest technically ranked firm, JMT, dated May 30, 2014 was reviewed by Engineering Department staff. It was observed to be 6.7% higher than the Engineer’s Estimate. The difference was due to variation in wage rates. Negotiations commenced which resulted in a Final Price Proposal in an amount of $1,158,404.35.

Based on the Review Committee’s findings the Price Proposal of JMT has been determined to be fair and reasonable and therefore the committee recommends that an Engineering Services Agreement be issued to the highest technically ranked firm, JMT.

Based on a review of the Review Committee’s evaluation and supporting documentation, I concur with the recommendation to engage JMT of Philadelphia, PA, in the amount of $1,158,404.35 for this Agreement.

:stp
SUMMARY STATEMENT

ITEM NO.: DRPA-14-100 SUBJ ECT: Capital Project Contract Modifications

COMMITTEE: Operations & Maintenance

COMMITTEE MEETING DATE: August 6, 2014

BOARD ACTION DATE: August 20, 2014

PROPOSAL: That the Board authorize the execution of contract modifications to certain contracts for Authority capital project and that the Board amend the 2014 Capital Budget to include the increase in contract amount being requested in this Resolution.

PURPOSE: To approve contract modifications in the amounts and times set forth herein for the identified Authority capital projects and to assure that the 2014 Capital Budget reflects the actual Board approved project costs.

BACKGROUND: The Authority is presently undertaking several capital projects previously approved by the Board. During the course of the project(s) identified in the Attachment (attached hereto and made a part hereof), Engineering has determined that conditions affecting each project require contract modification adjusting the scope of work/contract items, compensation, and/or the time to perform the contract work as set forth in the attachment.

Engineering staff has evaluated the contract modifications identified in the Attachment and any supporting documentation and has determined the contract adjustments as proposed are fair and reasonable and meets the needs of the Authority.

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

RESOLVED: That the Board authorizes the execution of contract modifications to the contracts identified in the Attachment in such amounts and/or times set forth therein; and be it further

RESOLVED: The Chair, Vice Chair 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 Chair, Vice Chair and Chief Executive Officer and if thereafter either the Chair or Vice Chair is absent or unavailable, the remaining Officer may execute the said document(s) on behalf of the DRPA along with the Chief Executive Officer. If both the Chair and Vice Chair 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 the DRPA.

RESOLVED: That the 2014 Capital Budget be and hereby is amended to increase the line item amounts allocated for DRPA Project Number as indicated in the attached chart.

SUMMARY:

<table>
<thead>
<tr>
<th>Category</th>
<th>Details</th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td>See Attachment</td>
</tr>
<tr>
<td>Source of Funds</td>
<td>See Attachment</td>
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<tr>
<td>Capital Project #</td>
<td>See Attachment</td>
</tr>
<tr>
<td>Operating Budget</td>
<td>N/A</td>
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<tr>
<td>Master Plan Status</td>
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<tr>
<td>Other Fund Sources</td>
<td>N/A</td>
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<tr>
<td>Duration of Contract</td>
<td>See Attachment</td>
</tr>
<tr>
<td>Other Parties Involved</td>
<td>N/A</td>
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## ATTACHMENT

### August 20, 2014

### Summary of Supplemental Agreement and Change Orders

<table>
<thead>
<tr>
<th>Capital Project Number</th>
<th>Contract Number</th>
<th>Title</th>
<th>Consultant/ Contractor</th>
<th>Current Contract/ Agreement Amount</th>
<th>Chg Order Supplemental Agreement Amount</th>
<th>Adjusted Contract Agreement Amount</th>
<th>Duration</th>
<th>Funding</th>
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<tbody>
<tr>
<td>WB0702</td>
<td>WW-12-2009</td>
<td>WWB Suspension Span and Anchorage Span Deck Replacement</td>
<td>American Bridge</td>
<td>$129,197,213.84</td>
<td>$750,000.00</td>
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<td>6 months</td>
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SUMMARY STATEMENT

ITEM NO.: DRPA-14-101 SUBJECt: FY2013 TSGP Regional Public Security Awareness Public Service Announcement Project, Phase IV

COMMITTEE: Operations & Maintenance

COMMITTEE MEETING DATE: August 6, 2014

BOARD ACTION DATE: August 20, 2014

PROPOSAL: That the DRPA Commission authorizes staff to enter into an agreement with the successful bidder for Phase IV of the Regional Transit Public Security Awareness (PSA) project on behalf of the Philadelphia Regional Transit Security Working Group’s receipt of the DHS Transit Security Grant Program funding for the year 2013.

PURPOSE: To enter into an agreement with the successful vendor using DRPA purchasing procedures in order to administer the Regional Public Security Awareness Project, Phase IV, on behalf of the Philadelphia Regional Transit Security Working Group’s receipt of the DHS Transit Security Grant Program funding for the year 2013.

BACKGROUND: The Transit Security Grant Program (TSGP) provides grant funding to the nation’s key high-threat urban areas to enhance security measures for their critical transit infrastructure including bus, ferry and rail systems. It is one of six grant programs that constitute the Department of Homeland Security (DHS) transportation infrastructure security activities. These grant programs are part of a comprehensive set of measures authorized by Congress and implemented by the Administration to help strengthen the nation’s critical infrastructure against risks associated with potential terrorist attacks. The TSGP is an important component of the Department’s effort to enhance the security of the Nation’s critical infrastructure. The program provides funds to owners and operators of transit systems (which include intra-city bus, commuter bus, and all forms of passenger rail) to protect critical surface transportation infrastructure and the traveling public from acts of terrorism, major disasters, and other emergencies. The Philadelphia Region encompasses
Southeastern Pennsylvania, Southern New Jersey, and a portion of Delaware. The Philadelphia Region is considered a Tier I region, that is it receives the highest priority for these federal grants. The Philadelphia Area Regional Transit Security Working Group (PARTSWG) is comprised of recipient representatives of DRPA/PATCO, SEPTA, NJT and DART. The DRPA has been the chair of the working group since its inception in 2005 and has been applying for all regional projects and forwarding purchase orders for payment on behalf of the region. This status as a regional effort allowed DRPA/PATCO to receive aid in the area which it would not have qualified for alone. Additionally, since the DRPA is administering these regional projects, the agency is eligible for the Management and Administration portion of these grants.

The PSA project was started with FY2008 TSGP funds and has evolved into an award winning regional public security awareness campaign. This year the campaign won a 2014, National Bronze “Telly” Award, a first place award from the New Jersey Ad Club for collateral/multi-media creative material; and a second place award for the 30 second television spot. The creative media was created during Phases II and III. Phase IV maintains the ad buys for this project as well as fine tuning of the creative work.

**SUMMARY:**

<table>
<thead>
<tr>
<th>Amount:</th>
<th>$750,000 (100% Grant Funded)</th>
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<tr>
<td>Source of Funds:</td>
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<tr>
<td>Master Plan Status:</td>
<td>N/A</td>
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<tr>
<td>Other Fund Sources:</td>
<td>N/A</td>
</tr>
<tr>
<td>Duration of Contract:</td>
<td>8/31/2015</td>
</tr>
<tr>
<td>Other Parties Involved:</td>
<td>DHS, PARTSWG</td>
</tr>
</tbody>
</table>
RESOLUTION

RESOLVED: That the appropriate officers of the Delaware River Port Authority be and hereby are authorized to enter into an agreement with the successful vendor for Phase IV of the Regional Public Security Awareness (PSA) Project on behalf of the Philadelphia Regional Transit Security Working Group’s receipt of the DHS Transit Security Grant Program funding for the year 2013.

RESOLVED: The Chair, Vice Chair 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 Chair, Vice Chair and Chief Executive Officer and if thereafter either the Chair or Vice Chair 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 Chair and Vice Chair 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: $750,000
(100% Grant Funded)

Source of Funds: N/A

Master Plan Status: N/A

Other Fund Sources: N/A

Duration of Contract: 8/31/2015

Other Parties Involved: DHS, PARTSWG
FINANCE
DELAWARE RIVER PORT AUTHORITY

Finance Committee Meeting

One Port Center
2 Riverside Drive
Camden, New Jersey

Wednesday, August 6, 2014

Committee Members:

Jeffrey Nash, Esquire, Chairman
Walter D’Alessio, Vice Chairman
E. Frank DiAntonio
William Sasso, Esquire
John Lisko (for McCord) (via telephone)
Joann Bell (via telephone)

Other Commissioners:
Eugene DePasquale, Auditor General (via telephone)
Charles Fentress
Also Present:

Christine Wechsler Rayer, Esquire, Deputy General Counsel, PA Governor's Office (via telephone)
Peter Simon, Assistant Counsel, NJ Governor's Authorities Unit

DRPA/PATCO Staff:

John Hanson, Chief Executive Officer
Michael Conallen, Deputy Chief Executive Officer
Danielle McNichol, General Counsel/Corporate Secretary
Kristen Mayock, Deputy General Counsel
James White, Acting Chief Financial Officer
Toni Brown, Chief Administrative Officer
Timothy Pulte, Chief Operating Officer
John Rink, PATCO General Manager
Bennett Cornelius, PATCO Assistant General Manager
Christina Maroney, Manager, Special Projects
Kevin LaMarca, Director, IS
Fran O’Brien, Manager, Customer & Community Relations
Darcie DeBeaumont, Senior Accountant
Sheila Milner, Administrative Coordinator
Elizabeth McGee, Administrative Coordinator

Others Present:

Arnold Alston (Wells Fargo)
Leslie Girsh (Friends of Cooper River)
Mary Cortes (Friends of Cooper River)
Kevin Barfield (Friends of Cooper River)
Marianna Emanuelle (Friends of Cooper River)
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<th>Roll Call</th>
<th>Page 4</th>
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<td>Camera &amp; Call Box...</td>
<td>Page 17</td>
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<td>Questions</td>
<td>Page 18</td>
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<td>DRPA/PATCO...</td>
<td>Page 19</td>
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<tr>
<td>(no questions)</td>
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<td>Benefit Administration...</td>
<td>Page 23</td>
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<tr>
<td>DRPA/PATCO</td>
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<td>Page 27</td>
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<td>Extension of Blue...</td>
<td>Page 28</td>
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<td>Agreement</td>
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<td>Questions</td>
<td>Page 30</td>
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<td>Economic Development...</td>
<td>Page 33</td>
</tr>
<tr>
<td>Project</td>
<td></td>
</tr>
</tbody>
</table>
PROCEDINGS

(9:40 a.m.)

CHAIRMAN NASH: I'd like to call the meeting of the Finance Committee to order. Please call the roll.

MS. McNICHOL: Chairman Nash.

CHAIRMAN NASH: Here.

MS. McNICHOL: Vice Chairman D'Alessio.

VICE CHAIRMAN D'ALESSIO: Here.

MS. McNICHOL: Commissioner DiAntonio.

COMMISSIONER DiANTONIO: Here.

MS. McNICHOL: Commissioner Lisko?

COMMISSIONER LISKO: On the phone.

MS. McNICHOL: Commissioner Sasso?

COMMISSIONER SASSO: Here.

MS. McNICHOL: Commissioner Bell?

No response.

MS. McNICHOL: General DePasquale?

COMMISSIONER DiANTONIO: Here, on the phone.

MS. BELL: And I'm on the phone as well.

MS. McNICHOL: Thank you, Commissioners. You have a quorum, sir.

CHAIRMAN NASH: Thank you. General, thank
you for putting your phone on mute, because we were
getting some feedback.

We're going to ask the committee's indulgence
by allowing us to open the meeting with a public
statement that members of the public would like to make.
So please introduce yourself, identify yourself for the
record.

MR. BARFIELD: Good morning, Committee. My
name is Kevin Barfield. I'm a Parkside resident and also
a member of River West. And our goal is to see that the
west side of the river be open and accessible to those
residents on the other side of that water.

MS. CORTES: Mary Cortes, former candidate of
who ran against Jeff Nash in Ashton. I'm from
Centerville and part of Family United and Friends of
Cooper River West and we are trying to open up the river.
The river doesn't stop there. It goes right between
Centerville and North Camden. So we're at the mouth of
the river.

MS. EMANUELLE: Marianna Emanuelle. I'm a
resident of Centerville. I became very concerned about
pointing out that you were holding allocated funds that I
guess you're sitting on and part of that, $1.5 million, was supposed to be used for improvement to Gateway Park. That's where our -- we've been working on this for so long and Mr. Nash knows as well. Now we're saying those funds, they were -- we have some lots along there that can be transferred over to the CCMUA until they are cleaned up. Well, there's the money to clean them up. We think it's really clear. And that's what we would like to see.

Do you know what it’s like to sit down and listen to birds chirping? I saw an egret cross Federal Street from one side to the other and I didn't have my camera ready. I see all sorts of birds there, now deer are coming out in Cramer Hill. We even have wild turkeys.

And Centerville is part of North Camden go there and see the park that's built there. But to have such a beautiful wildlife open to the public, which we'd watch, of course, with cameras, etc., whatever we can do, but I know the people will appreciate the wildlife there. You should come. I did get a chance to kayak in the water. So it's an opportunity for Camden County to be on
the map. It's beautiful. It's a beautiful area. You
guys should go out there and take pictures, go very
early, get the birds out.

      And what else do we do there? We have picnics.

      MR. BARFIELD: Bird watch. As a resident, I
was born and raised in Camden, so I was fortunate enough
in the early '70s to have access to the park, so I can
appreciate all this time where I've had the opportunity
to go out into the park, going fishing, and then being on
the bird watch through the program that's sponsored by
the Rutgers students. I was amazed at all of the wild
vultures and different animals that I would never think
about were out there. It was such an educational
experience. So for us and for me, I would love to see
that happen again for the kids to be out there and
understand there is more to life than just the concrete
of the city, then they go out in their own community and
walk up the street and be in a wilderness that can't even
imagine.

      CHAIRMAN NASH: Well, let me say first of all
thank you very much for appearing. I have good news for
you. It's our understanding that thanks to John Hanson
at the administration that we are close to resolving the transfer of the property and the property will be transferred soon. It will be open to the public. And at the same time, as you know, working with Parkside Business Association and North Camden Advocates that the County has developed a plan that includes the Gateway Park, connecting it with Farnham Park on the far side. There are significant plans that will coincide with the work that's being done in Cooper River Park.

So all of this is about to come to fruition. Probably, we should have for next spring a brand new capitally improved park, and I think you'll be very pleased.

As far as the $1.5 million, we have a part of this agenda that's being discussed. Some of the economic development grants, I'm not quite sure that grant matches what your intent is at the park. But we'll talk about where those funds, where they should or should not go. But, independent of that, the county has committed to making a large capital improvement to make sure that that park is improved, as well as Farnham Park. So good things are about to happen. And I do have to give credit
to, again, John Hanson, administration, who has been working very hard to bring this to fruition, and we agree with him. It's just a matter of making sure that all the -- that counsel is approving all of the terms that need to be approved.

But thank you. And your advocacy clearly made a difference. Thank you.

PUBLIC SPEAKERS: (All) Thank you.

MS. EMANUELLE: May we remain and hear?

CHAIRMAN NASH: You can spend as much time as you'd like here. We do, well, not as much as we'd like.

COMMISSIONER SASSO: There's coffee and donuts right next door.

CHAIRMAN NASH: We're going to begin our meeting with the financial updates. Jim?

MR. WHITE: Thank you very much, Chairman Nash. Good morning, Vice Chair D'Alessio and other Commissioners. In front of you, hopefully, you have the DRPA unaudited financial summary for August 2014. In some general terms, June was a very, very good month, particularly for the DRPA.

As you may recall, during the first three
months of the year, we were slammed pretty much in terms of both traffic and revenue related to inclement weather. But we've seen improvements particularly during the month of June, so we're seeing some very positive things happening in terms of traffic and revenues.

And I expect that to continue in July. It looks like the preliminary unaudited numbers we have for July also reflect the fact that traffic is up in 2014 versus 2013, so again we're seeing some positive signs.

As it relates to the year to year comparison shown at the top of the sheet, DRPA traffic is still 395,000 vehicles below last year. Again, we had significant issues in the earlier part of the year. But during the month of June, traffic was actually up 145,000 vehicles versus 2013, so again we're seeing a positive trend that is going to be reflected in the year to date numbers.

In terms of DRPA toll revenues, we're still $1.2 million below last year. But, during the month of June, toll revenues were $1.3 million over the same figures in 2013, so again the positive trends we're seeing as a result of traffic and revenue in June.
In terms of PATCO year to date, through June 30th, ridership is down roughly 305,000 passengers. And, during the month of June, roughly around 152,000 riders were down relative to 2013 numbers. Again, year to date numbers reflect both inclement weather and also the impact of the Ben Franklin Bridge PATCO Track Rehabilitation Capital Program.

In terms of revenues, revenues are $469,000 below last year. There was revenues for June were around $146,000 below last year, so again the impact of the track rehab program is impacting the revenues.

In terms of DRPA traffic versus budget, we're only 116,000 vehicles below, and again a positive trend happening there. The DRPA toll revenues year to date are $521,000 above budget, so this is the first month actually where actual numbers versus the 2014 budget are in a positive direction. So we're a half million dollars above our budget. And, again, you should continue to see that trend at least during the summer months going up.

MR. HANSON: Jim?

MR. WHITE: Yes?

MR. HANSON: We're below budget because of the
bad weather over winter.

MR. WHITE: That's correct, right. And so, again, June, July, we'll continue to see the toll revenues be better, we believe, versus budget.

With the PATCO ridership, year to date is around 169,000 passengers below budget and the revenues due in part to an insurance recovery are $48,000 above budget. So even though we see some negative things still happening in PATCO ridership, revenues are above budget through June 30th.

In terms of operating expenses, we're $2.5 million below budget on the DRPA side. One thing I'll comment on, if you look at the third column, I actually changed the colors of the negative, but I did not change the titles, so it might be a little bit confusing. But the $2.5 million reflects that we are $2.5 million under the 2014 budget of $43.1 million.

For PATCO, we are roughly $98,000 under budget. That's a positive trend because up until this time PATCO was over budget because of overtime purchase power particularly related to the first quarter. So, we are seeing a positive trend in terms of the PATCO budget.
actuals actually being under budget, year to date, through June.

MR. HANSON: Jim, again, first quarter, bad weather is the primary driver?

MR. WHITE: That's correct. So operating expenses in total were roughly four percent under combined DRPA and PATCO.

Capital expenditures have increased significantly during the month of July and that's largely due to the Ben Franklin/PATCO Track Rehab Project. We spent roughly $16 million in capital expenditures, which is a significant figure for us. It's up around $7 million from the previous month. As a result of that, the capital project fund has been reduced by roughly $16 million, so we have around $283 million still remaining in the project fund.

The general fund continues to show growth as a result of the uptick in traffic and revenue, particularly during June. And I think those are most of my comments for the first page.

On the second page, there are no real changes related to DRPA debts and our swap valuation has improved
slightly during the month.

To conclude my remarks on the financial update, there are a couple of things that we've been working on that I just wanted to bring to the Committee's attention.

Number one is, we filed our annual report prior to the June 30th deadline. That was filed both with our letter of credit banks and our bond trustee and through the Municipal Securities Rulemaking Board, through their electronic municipal market access system, which is a requirement of our bond indentures. So we took care of that.

As a result of actions of last month, DRPA has advised various firms, both swap dealers and investment banking firms, that PFM and Acacia serve the Authority as, Number 1, independent registered municipal advisors and, also, Number 2, qualified independent representatives.

What this means is, particularly with the qualified independent representative, is that we can now move forward with some negotiations with UBS related to a possible novation of the swaps with UBS. In fact, yesterday, I did get a notice from UBS, so we are
proceeding with giving them notice that we expect to proceed on this strategy.

Finally, in terms of the traffic study, it appears we can expedite this study. I am working on -- I received some information, yesterday, and we believe we're going to be able to expedite the process through the extension of the contract with Stantec, but we still have some issues to work on. So I just wanted to update you on that.

CHAIRMAN NASH: Any questions for Jim?

COMMISSIONER SASSO: Do you have any sense of the cost of novating the swaps? I think that's a pretty expensive item, isn't it?

MR. WHITE: Well, from our understanding in discussions with banks and also with financial advisors, we expect the cost to the DRPA will be zero. Where the money changes, as I understand it, is essentially if we replace UBS as our counterpart, a bank would come in probably get the swap portfolio through a discounted situation. So, from our perspective, we do not expect there to be a cost to the DRPA. That's how it's been pitched to us.
MR. HANSON: Right. The idea is that UBS has gotten out of the business and they want to get out --

COMMISSIONER SASSO: So we wouldn't have made it as far as UBS, but we would still be in the swap market with somebody else?

MR. WHITE: That's correct.

COMMISSIONER SASSO: All right, no further issues.

MR. HANSON: We would get some changes to the swap indentures that are currently not favorable to the DRPA, most notably the ability to terminate on a piecemeal basis, at our discretion. We expect to get that ability. And also there is a cross-to-fault provision between the PDPs and the revenue bonds. And there really is no reason for that because the swaps, we cash-settled and terminated the swaps, but we can't get UBS to move on them.

COMMISSIONER SASSO: Okay, thank you.

CHAIRMAN NASH: Any other questions for Jim? I see no one. Now moving to Number 2 and that is the camera and call box maintenance contract with Schneider Electric.
MR. LaMARCA: Thank you, Mr. Chairman. Good morning, Commissioners. For this item, we are seeking board authorization to negotiate a contract, a one-year contract with Schneider Electric of Pennsylvania, for an amount not to exceed $162,529 for the renewal of our camera and call box maintenance agreement. This purchase is provided with GSA pricing under GSA contract GS-07F-7851C.

This is a pretty straightforward maintenance contract renewal. We have about 640 cameras and call boxes located around the Authority, securing our assets and also helping improve the safety of our traveling public. In order to maintain those devices, it's necessary to engage in a preventive maintenance program. This agreement provides DRPA with comprehensive, consistent hardware and software services, and allows us to work with Schneider Electric staff and to deliver onsite hardware and software support. With these services, we improve our camera and callbox uptime, with responsive hardware and software services with 24/7 availability.

Other services include onsite visits at each
facility several times a year for preventive maintenance, software upgrades to our DVTEL video management system, and also camera and call box upgrades, and also some other internet management reports.

For that, we would like to seek your approval to negotiate this contract with Schneider Electric.

CHAIRMAN NASH: Under GSA pricing?
MR. LaMARCA: Yes.
CHAIRMAN NASH: Are there any questions?
COMMISSIONER SASSO: Is Schneider the current vendor?
MR. LaMARCA: Yes.
CHAIRMAN NASH: Why is it a one year contract as opposed to a longer term contract?
MR. LaMARCA: That's a good question. I've never pursued a longer term contract.
MR. HANSON: But that's the pricing on the GSA contract schedule.
CHAIRMAN NASH: That makes sense. Are there any other questions? I assume then we'll take a motion to --
COMMISSIONER SASSO: So moved.
COMMISSIONER DiANTONIO: Second.

CHAIRMAN NASH: All in favor?

COMMISSIONERS FENTRESS, DiANTONIO, and D'ALESSIO: Aye.

CHAIRMAN NASH: Opposed?

CHAIRMAN NASH: So that will move to the finance -- I'm sorry, to the Board meeting in August.

The next item is the 2014 onsite medical service provider for drug and alcohol testing training, physical exams, and health screening.

MS. BROWN: Good morning. Staff is seeking authorization to contract with two vendors, Interstate Mobile Care, Incorporated, and WorkNet Occupational Medicine to provide medical services. And the medical services would include but not be limited to drug and alcohol testing and training, pre-employment physical exams, return to work physicals, fitness for duty evaluations, and other health screens, many of which are outlined in the summary statement for you.

The US Department of Transportation regulations and DRPA/PATCO policies require many of these services to be performed on our safety sensitive employees. In an
effort to improve efficiency and obtain pricing based on economies of scale, staff recommended that we issue one RFP as opposed to what we've done in the past, issuing two separate RFPs. So the one RFP will cover DRPA and PATCO.

We advertised the RFP on DRPA's website on April 16, 2014, and proposals were due about a month later on May 15, 2014. Interested vendors were required to attend a mandatory pre-proposal meeting on April 30th. Only two vendors attended and subsequently submitted proposals, Interstate Mobile out of Sewell, New Jersey, and WorkNet located in Leesport, Pennsylvania.

All members of the evaluation team were interviewed by the Office of the Inspector General and screened for potential conflicts and no conflicts were noted. The Office of the Inspector General confirmed that each vendor had submitted the required political contribution and certification form and that all is in order.

The review committee concluded that the proposals for Interstate and WorkNet were responsive to the RFP and the proposed prices were fair and reasonable.
In evaluating the proposals, the committee considered a number of factors, one of which was the location of the two vendors. The one, WorkNet, has a facility right across the street from PATCO, the headquarters, so it's very convenient for them. There is no loss of time when they send employees to be tested. Conversely, the Interstate Mobile company has a mobile unit that they use for testing, which makes it easier for us to have them go from bridge to bridge to perform the testing.

In the end, the committee agreed that the Authority would benefit from having the ability to choose the vendor who would provide the medical services at the best rate with minimal direct disruption to the Authority. So with two highly qualified vendors, Interstate Mobile and WorkNet, will afford us the flexibility that we believe we need going forward.

Therefore, staff is seeking authorization to negotiate agreements with Interstate Mobile Care and WorkNet Occupational Medicine, both approved incumbents right now, and if approved the agreement would be for a three year term, commencing on January 1, 2015, and
expiring on December 31, 2017. The total value of the 2 year contract would be a not to exceed $540,000 over the 3 year term. However, the DRPA would make it clear to each vendor in writing that neither vendor is guaranteed any portion of the $540,000 over the 3 year term.

We reached the $540,000 value based on the average annual expenditure that we have seen for both vendors over the last years. Now Tim Pulte can speak to the satisfaction of bridge operations with Interstate Mobile and I know that John Rink can speak to the satisfaction of WorkNet for PATCO operations, if there are any questions regarding the actual services.

CHAIRMAN NASH: Are there any questions for Toni? That was a very comprehensive overview on the procurement process. We appreciate that. Are there any questions for Toni?

CHAIRMAN NASH: Move this contract for the August meeting of the Board. Is there a motion to adopt?

COMMISSIONER SASSO: So moved.

COMMISSIONER DiANTONIO: Second.

CHAIRMAN NASH: In favor?
COMMISSIONERS SASSO and DiANTONIO: Aye.

CHAIRMAN NASH: Opposed?

CHAIRMAN NASH: That will be moved for the
August meeting. Thank you, Toni.

MS. BROWN: You're very welcome.

CHAIRMAN NASH: The next item is benefits
administration, third party administrator for DRPA and
PATCO.

MS. BROWN: That would be me, again. This
morning, staff is seeking committee authorization to
enter into a three year agreement with Benefit Harbor to
continue providing benefit administration services.
Those services include open enrollment support, retiring
benefits, eligibility for local administration, flexible
spending account administration, call service, and call
center services, among other services.

At our direction on July 8, 2014, our broker
issued an RFP for these third party services. The broker
marketed the proposal to 12 vendors and the marketing
summary has been provided for you in the summary
statement.

Five firms declined to quote because they could
not be competitive, four vendors did not respond, and one
vendor could not perform the benefits administration.
So, in the end, only two vendors submitted proposals for
our consideration or for the broker's consideration,
Benefit Harbor, and that is the incumbent firm, and
Benefit Focus.

Benefit Harbor's quote was $311,454 over a
3 year period, an estimated amount, and Benefit Focus
came in at $426,763 and some change. Now only the
incumbent, Benefit Harbor, could propose to provide the
current complement of services that we use today and need
going forward. Benefit Harbor proposes to continue to
partner with HR Simplified, which is the vendor that will
administer the flexible spending account program, and our
parking and federal transit benefit program. They will
also continue to provide a retiree billing and COBRA
administration.

Benefit Harbor submitted a flat three year cost
proposal to continue to provide the services at $6.50 per
member, per month, and the annual fee that we would be
charged would be based on the census at the time that
we're billing.
Benefit Focus, by contrast, the only other proposer, could not provide the range of services we currently get from Benefit Harbor. In addition, they proposed to charge a one-time implementation setup fee in the amount of $15,972. They would want to charge us additional fees for the call center service fee and also any recording that we might require would require additional payment on our part. If we wanted them to continue to administer our flexible spending account program, our parking and transit program, that was also going to be extra money. And what they told us was that even if we paid extra money, they could not administer our COBRA administration for retirees.

In the end, they proposed to provide what services they could at an additional $115,000 over what we are currently paying to Benefit Harbor. The Office of the Inspector General has advised that Benefit Harbor and HR Simplified submitted all of the required documentation and all is in order. After careful review, our broker and staff have determined that the proposal submitted by Benefit Harbor, the incumbent, was most responsive to the RFP and to the needs of the Authority's retirees and
employees.

Benefit Harbor, while the main office is in Texas, they continue to maintain a fully staffed local office in Wayne, Pennsylvania, and they have agreed that our account would be typically serviced by the same service team so there would be no disruption in service. We have been well pleased with the professional service, the dedicated resources, and the exceptional customer service that the call center provides.

So, at this point, it is staff's recommendation that the Committee authorize us to enter into an agreement with Benefit Harbor for a three year term which will commence on January 1, 2015, and continue through December 31, 2017. If approved, the annual fee would be about $103,000 and the approximate 3 year term would be $311,000. Again, these approximate numbers are based on the number of retirees and employees at any given time.

One final point, our broker, Gallagher Benefit Services, will not receive any commission for the work that they perform in marketing this for our consideration.

CHAIRMAN NASH: Thank you, Toni. Are there any
questions for Ms. Brown?

COMMISSIONER SASSO: I just have a curiosity question, Toni. How do the five entities, because they said they wouldn't be competitive, how do they know they wouldn't be competitive? Did they base that on the last contract?

MS. BROWN: Yes, they had all of the information from our current contract, the services they were providing and the fee that they were charging for those services.

CHAIRMAN NASH: Very comprehensive presentation. Thank you very much.

MS. BROWN: You're welcome.

CHAIRMAN NASH: Are there any other questions or comments for Toni? Toni, did you want this on for the August agenda as well?

MS. BROWN: I would, yes, please.

CHAIRMAN NASH: All in favor?

COMMISSIONERS D'ALESSIO and DiANTONIO: Aye.

CHAIRMAN NASH: Opposed?

CHAIRMAN NASH: That will be on the August agenda, as well.
The next item of concern is the extension of the Blue Horizon loan satisfaction agreement. I do know in the past couple of weeks, a client of my law firm is involved in some way as a contractor in this prospective project. And because of that, I am going to abstain and withdraw any discussion on this. So, Walt, if you don't mind taking the lead on this.

COMMISSIONER D'ALESSIO: Okay. Would you like to give your presentation?

MR. CONALLEN: Yes, thank you, Mr. Vice Chairman and other members of the committee. Staff is seeking authorization to once again extend this loan satisfaction agreement until September 30, 2014. I know the members of the Board and the Committee here are very familiar with this particular project and the Blue Horizon, but I don't believe the Auditor General has had the benefit of some of the background leading us to this point. And if you would like, I can go into a little bit more detail to give him some background on the project or I could just do it anyway.

COMMISSIONER D'ALESSIO: Go ahead and give the background.
MR. CONALLEN: Okay. The Blue Horizon is located on North Broad Street in Philadelphia. It's an historic and iconic revenue venue in North Philadelphia where historically a lot of significant boxing matches have taken place. There is a development group that is interested in redeveloping the property for multi-use, including a hotel. Currently, the property is not being used and is vacant.

In 2001, the Authority provided a loan of $1 million to the current owners of the property. The owners are now and have been in default on that loan for more than a decade. The Authority sits third in priority on the property and has a strong interest in the property. These potential developers contacted the Authority probably a year, two years ago with a plan to develop the property. They sought an agreement with the Authority to satisfy the loan upon a payment by the developers to the Authority of $1 million at the time of closing.

The Board has, in the past, provided or agreed to the loan satisfaction agreement and to previous extensions as requested by the developers as they
continue to secure the financing necessary to undertake
the project. The representatives of the development
group reached out and requested another extension,
stating that they are hopeful that they are going to
close on the necessary funding. They provided a date, I
believe, August 26th.

That being said, the previous extension
provided by the Board is set to expire and we need to
extend the loan satisfaction agreement to September 30,
2014, to give the developers adequate time based on the
most recent closing date they provided.

So the resolution before the Committee is
seeking an extension to the loan satisfaction agreement
previously approved by the Board until September 30,
2014.

COMMISSIONER D'ALESSIO: Any questions for
Michael? Bill?

COMMISSIONER SASSO: Do they have a commitment
letter, Michael?

MR. CONALLEN: I have not seen one, but I can
ask for one.

COMMISSIONER SASSO: I think eventually we're
going to have to bring this to some other conclusion. I think asking for a commitment letter as a precondition to any further extension beyond September 30th might be a good idea. It's certainly something that should be considered by staff.

And the other issue that I raise that I don't want to lose track of is that for any further extensions, I'd like to know a little bit, something about the underlying transaction. I think it would add insult to injury, as far as I'm concerned, if the original developers who are in default for a decade were to gain some economic advantage out of the development at effectively our expense. I hate to think that they are walking away from the settlement table with more money than we are. I think we ought to know that before we go beyond September 30th.

COMMISSIONER D'ALESSIO: I think that point was made once before.

COMMISSIONER SASSO: I think I made it.

COMMISSIONER D'ALESSIO: Your consistency is admirable. We're in third position?

MR. CONALLEN: We are.
COMMISSIONER D’ALESSIO: What are the dollar amounts of the first and second, and who are they?

MR. CONALLEN: First position is the PMBEA for approximately $506,000. Second would be the City of Philadelphia had a tax lien. Now that tax lien was satisfied by these developers. So, in the past, we were always up against these impending sheriff sales. That is no longer an issue since these developers that are currently seeking the extension of our loan satisfaction agreement have satisfied the taxes. So, in essence, I guess we're probably now second in line behind the PMBEA, which has about $506,000.

Now, as you'll recall, with interest and penalties, our interest is about $1.6 million. The original principal amount of our loan was $1 million. That's the loan satisfaction agreement that we will take $1 million to satisfy our interest.

The developers, in the past, have stated that the original owner is not to benefit through this transaction. We had made that clear that that would be something we would need with respect to the final closing of the transaction. We have a requirement in the
agreement that we are physically at the table for the
closing to make sure that our requirements are met. So
that's where we stand right now, no pending sheriff's
sale, indications from the current developers that they
will be closing in late August. We have heard this
before, so I take the Commissioner's instruction clearly
to request a commitment letter prior to requesting any
further extensions.

COMMISSIONER D'ALESSIO: Any other comments or
questions? Would anyone care to move the approval?

COMMISSIONER SASSO: So moved.

COMMISSIONER DiANTONIO: Seconded.

COMMISSIONER D'ALESSIO: All in favor say aye.

COMMISSIONERS SASSO and DiANTONIO: Aye.

COMMISSIONER D'ALESSIO: Any opposed?

COMMISSIONER D'ALESSIO: Thank you.

CHAIRMAN NASH: The next item is the last item
on the agenda, the economic development project
discussion. Mike, you're going to head up this
discussion, I presume?

MR. CONALLEN: Yes, sir. And if you would
like, I have a spreadsheet that lists out all of the
current projects that I'd like to hand out.

CHAIRMAN NASH: Yes.

MR. CONALLEN: And if you'd like, I can go through the individually.

CHAIRMAN NASH: Is it the same spreadsheet you sent to us?

MR. CONALLEN: Yes, sir.

CHAIRMAN NASH: It may be easier to give an overview of what is on this chart. I thought we would start with the low hanging fruit and then the last column --

MS. EARP: Just really quickly, my name is Britt Earp, I'm in the Auditor General's office. I just wanted to let everybody know that the Auditor General had to jump off the call.

MS. McNICHOL: Thank you.

CHAIRMAN NASH: Does that reduce -- do we still have a quorum?

MS. McNICHOL: Yes, sir.

MR. CONALLEN: What we are handing out is a spreadsheet that was provided to all the Commissioners.

CHAIRMAN NASH: I'm sorry. Mike or Tim, make
MR. WHITE: Okay. I only have one, but I'll go get some.

MR. CONALLEN: We'll make some more copies.

CHAIRMAN NASH: So everyone can follow along.

MR. CONALLEN: Yes.

(Pause to distribute the document.)

CHAIRMAN NASH: We can get started while we're waiting, if you don't mind

MR. CONALLEN: Sure. So what's been handed out is a spreadsheet that provides the remaining balances for DRPA economic development projects. This spreadsheet was provided to all the Commissioners and was part of our response to the Auditor General's request for information and reporting on the status of our economic development project balances.

I also provided to the Auditor General, the Chair, and Vice Chair copies of all the actual contracts, and grant agreements, and resolutions that accompanied -- those particular projects when they are approved by the Board. That's available to any Commissioner who would
also like it, but it's pretty big.

So, what this report provides is basically, we provide a name to identify the particular project. We provide the dates that the Board approved the project, along with its corresponding resolution number. We provide the date of the contract, the dates the contract expires. We provide a current status, the original project amount, the amount of dollars expended, and the remaining balance.

The sheet is broken up into three different sections, the top section being what we refer to as the New Jersey based projects, the second being the Pennsylvania based projects, and the last column are projects that staff has identified for the Board as funds that could possibly be returned to the Authority for use on capital projects. So if you'd like to start with those?

CHAIRMAN NASH: I want to start with your last sentence. It can be returned for capital projects or can it be returned for any other reason?

MR. CONALLEN: We allocate it for Authority use and I think it has to be used for capital projects.
MR. HANSON: It's got to be used for capital projects.

CHAIRMAN NASH: Can the debt be returned? Do we need to use it for capital projects or can you --

MR. HANSON: I'm going to say that based on what we have from bond counsel, if we were to pay back the debt, it could jeopardize the tax exempt status of the projects. So bond counsel has recommended that they be used for capital projects and that the money be put to that use, if it's not being used for this purpose, as quickly as possible.

CHAIRMAN NASH: I would like that in writing.

MR. HANSON: We do have it in writing.

CHAIRMAN NASH: And distribute that to all the commissioners. And, secondly, when you say capital projects, I assume you mean capital projects that relate to the bridges and PATCO, and to the operations of the DRPA, not economic development. I'll take that as a yes, right?

MR. WHITE: We believe that's the case. But I'm getting clarification on that one question.

CHAIRMAN NASH: Well, since we don't do
economic development projects anymore, that kind of limits the option, doesn't it?

MR. WHITE: Right.

MR. HANSON: Under the bonded indentures, obviously, it can be used for economic development. But under our reforms, we can't use it for economic --

CHAIRMAN NASH: Yeah, I think it's clear. They won't be used for economic development, okay. So having settled that, Mike, if you want to go through --

MR. CONALLEN: Yes, sir. The first project listed there is the Camden County Improvement Authority capital projects. Going through our records, there were no projects identified. There was a project amount of $237,459.90. That has been on the economic development spreadsheet, but with no identified projects. Staff has identified this as something that could be reallocated towards capital projects.

The second is the Green Ports Initiative Engineering Services. This was a project that was approved by the Board in January of 2009. We received a completed report on initiatives that the Authority could undertake as part of its Green Ports Initiative. There
was a remaining balance of $167.48 that staff has identified could be utilized for capital projects.

CHAIRMAN NASH: That's incredible, that $100. Christina Maroney did a great job on this project. Many of the recommendations were followed through over the years. But this reminds me, Mike and Christina, if you can -- the Lieutenant Governor was specifically interested in that report. So if you can distribute that report to the Lieutenant Governor, I know he would appreciate a copy.

MR. CONALLEN: Yes, sir. The next on the list is the Jersey Transit Oriented Development in Camden, the demolition of the Parkade Building. The Board approved in February of 2009. The project was completed under budget. The original practical amount was $2 million. The amount expended was $1,985,324.91, leaving a balance of $14,675.09 that staff has identified can be reallocated towards capital projects.

The next is the PATCO Transit Ambassadors. Board approval date of December of 2009. Originally, Transit Ambassadors was funded with economic development funds. We subsequently moved that project in-house. We
now pay for it out of our operating budget. The program was discontinued. It was originally funded under economic development for $763,000. $563,518.31 was expended on the project. Since it has been discontinued, there is a remaining balance of $199,481.69 that staff has identified can be reallocated towards capital projects.

The next is the West Jersey Shore Line project, originally approved by the Board in October 2005 and reapproved in January of 2009. This project was completed under budget. The original amount was $1.75 million. The amount actually expended was $1,722,500.50, leaving a remaining balance of $26,450 that staff has identified can be relocated towards capital projects.

CHAIRMAN NASH: The final item, the loan guarantee?

MR. WHITE: USS New Jersey.

MR. CONALLEN: Oh, the USS New Jersey Loan Guarantee. That is currently in force. Yeah, I have it.

CHAIRMAN NASH: You have it in that final column. I guess $100,000 had been set aside, which was
the -- John, you might remember.

    MR. HANSON: The original loan guarantee was $1 million. The last time we negotiated the loan guarantee, they paid $100,000 of it down, so we only guaranteed $900,000, but we still actually have $1 million set aside. So $100,000 of that can be put back.

    CHAIRMAN NASH: Okay. That leaves a total of funds to be reallocated to $588,234.16. That I will describe as the low hanging fruit, because that's money that you're recommending to the Board that that money be reallocated to other purposes.

    MR. CONALLEN: Capital projects. Yes, sir.

    CHAIRMAN NASH: I'm going to open to the Board the question of process. What do you think we should be -- how do we actually move that forward. Is it by resolution or is there something that administration simply changes it from one column to another?

    COMMISSIONER SASSO: I think given the visibility of the economic development program, it ought to be discussed at a public meeting and by resolution moved from one pot to the other.
MR. HANSON: And the money was committed by resolution, so I think it would have to be de-committed by resolution.

MS. McNICHOL: There has to be an amendment of the capital budget to approve funding.

MR. HANSON: Yeah, we'd have to amend the capital budget, I believe, to put it in project fund.

CHAIRMAN NASH: We're going to put it in the project fund and that's what the resolution would designate these particular funds to be.

MR. HANSON: Right. The project fund is the fund where we fund capital projects that are only related to the bridges and the PATCO line, and not economic development.

CHAIRMAN NASH: Okay. Let's set that aside for a second. We'd be able to create that resolution for passage for the August meeting or does it have to go back to finance in September for it to go to the September meeting? Logistically, how does that work?

MR. HANSON: If we can get a resolution together, we could do it as new business in August.

CHAIRMAN NASH: Okay.
MR. HANSON: Just we can get the resolution together.

CHAIRMAN NASH: Unless it --

MR. HANSON: Well, bond counsel.

MS. McNICHOL: Yeah, that's what I said. We need to work with bond counsel to assure that we have the appropriate language in there.

MR. HANSON: They typically draft them.

MS. McNICHOL: Yes.

CHAIRMAN NASH: Bill?

COMMISSIONER SASSO: I just have one more question. When we have a guarantee, what did we do, set up a funded reserve account to back up the guarantee?

MR. HANSON: Some cases, we did; some case, we didn't. Some cases, we prorated. It's all over the map.

COMMISSIONER SASSO: But in this case, we have a funded reserve?

MR. HANSON: We fully funded. This particular loan, we fully funded.

MR. WHITE: If I could draw your attention, for example, to the ship recycling.

MS. McNICHOL: Jim if we could --
MR. WHITE: That good?

MS. McNICHOL: Yes, thank you.

CHAIRMAN NASH: Why would you not, if you're all over the map and some guarantees are not funded, you're saying that this is fully funded with the exception of the money that was paid back, why not release the other $900,000 and keep the loan guarantee on the books? Do you need to fully fund the loan guarantee?

MR. HANSON: You could conceivable just back the loan guarantee on the strength of the general fund.

CHAIRMAN NASH: Right.

MR. HANSON: And release that money either to a capital program or the other thing that you could do with it is pay, and this is a point that Jim has brought up earlier, pay other costs associated with economic development that are currently being paid out of the operating budget, like legal fees, engineering fees, things like that.

CHAIRMAN NASH: We can do that?

MR. HANSON: Yes. So we could take -- you could re-obligate the money from -- fully be obligated from the loan guarantee with the understanding that it's
now being backed by the general fund and pay for economic
development legal expenses like, well, I'm not going to
get into like, but --

    MS. McNICHOL: Thank you. Did you notice my --

    MR. HANSON: Yeah, I didn't want to be scolded.

So, well, we could pay some of those legal and
engineering fees that we have, would take some of the
pressure off the operating budget. But, in the end, does
not change the net financial position of the Authority.

    CHAIRMAN NASH: So those are expenses that
we're paying anyway.

    MR. HANSON: We're paying them anyway.

    CHAIRMAN NASH: So this way you would be
paying, rather than having the toll payers pay that out
of pocket, you're just simply reallocating it to relieve
the toll payers from that obligation.

    MR. HANSON: That's exactly right.

    CHAIRMAN NASH: Don't we have to negotiate that
with TD as that is part of the extension?

    MR. WHITE: Put it as part of the extension; keep it as the money --

    MS. McNICHOL: We can review the specific terms
of that loan guarantee to determine that on a case by case. I don't know that we can answer that today. That's a question --

MR. HANSON: That's a good point. We may have agreed to keep the money on deposit. This is going to be -- there is a whole other issue because when does the loan guarantee come up, Jim?

MR. WHITE: I believe it's later this year.

MR. HANSON: And last time, you'll recall, TD didn't even want to re-extend the loan.

COMMISSIONER SASSO: That's what I was going to raise. I think if I remember our last discussion with TD Bank about this, and I think it was coming up at the end of the year, we have a wait and see where we stand. It doesn't make a lot of sense to me to start reallocating something, especially if they decide to call the guarantee.

MR. HANSON: But there are other loan guarantees that are fully or partially funded that we could do that with that money, as well, and use that as well as the additional $588,000 that Mike talked about that was identified by staff could also be used to pay
those economic development expenses.

CHAIRMAN NASH: Well, there's $488,000 now, outside of the New Jersey. I think that you should prepare the resolution to take at least $488,234.16 and prepare to move that to the project fund. I think that's --

MR. HANSON: To the what? Project fund?

CHAIRMAN NASH: To the project fund. And then this issue of the loan guarantee, whether it be $100,000 or a total of $1 million is something that you need to kind of dig into a little bit. Speak with the Inspector General and find out what you can and cannot do. Certainly, if you can relieve the toll payers of operating expenses, that is something that we should certainly explore. I know how tight the operating budget is. Is that all right Jim, John, Danielle? Okay.

MR. CONALLEN: Would you like me to continue, sir?

CHAIRMAN NASH: I'm just waiting for John to give me either a yes or a no, or to throw something.

MR. HANSON: If that's what you want to do, I think it's --
CHAIRMAN NASH: Well, it's not what I want to do. I want to know what everybody wants to do.

MR. HANSON: I think that we would probably prefer to cover the economic development expenses with this money, if possible. I mean that is sort of what I got from Jim, that we would rather relieve the toll payers of the responsibility for paying the ongoing legal expenses that we have with this money first.

MS. McNICHOL: And can we go retroactively in these payments as well? I mean because the cancelled values of the --

MR. WHITE: I believe we can only, according to what I got in an email, yesterday, I believe we can go back three years.

MS. McNICHOL: Okay. So we can go back for all of the legal, engineering, all the other expenses that would be under projects under this --

MR. HANSON: That is project related.

MS. McNICHOL: Okay, right.

MR. WHITE: So we have to develop what those numbers are. I do know we have around $75,000, at this point in terms of fees. And we'll talk about that in an
executive meeting.

MS. McNICHOL: Yeah, we can do that, because I think we've got a lot more to --

CHAIRMAN NASH: I'm going to open this to the other Commissioners. It sounds to me as though you're not prepared to make a definitive decision on where the reallocation should be, whether it would be all operating, partial operating, partial project funding. And the reason I say that, John, is because we don't know what that full operating cost is, how much we're talking about even retroactively.

And, secondly, I would like to know whether a portion of the million dollar loan guarantee can be reallocated at this point. I think that could be a sizable amount of money that you can either give to the project fund or to the operating fund.

MR. HANSON: Certainly, $100,000 can be.

CHAIRMAN NASH: Right.

MR. HANSON: And then we need to check on Tom's point in that loan guarantee agreement, did we agree to keep $900,000 on deposit with TD Bank. I don't remember. If we did, then there is probably nothing we can do about
it.

CHAIRMAN NASH: I think the one thing that we're all in agreement on is that we are going to reallocate this fund and it can no longer be used for -- these projects are no longer viable and they will be reallocated to another purpose that relate to the bridges and to PATCO.

MR. HANSON: Yes.

CHAIRMAN NASH: The question is how much you're going to take and where it is going to go. And that we need to further explore.

MR. HANSON: I can ask Jim to work with Danielle to come up with what those expenses would be that we may need to satisfy, and we'd be prepared to tell you.

MS. McNICHOL: And we need, I think, engineering, because we had some issues with engineering as well, costs in that.

MR. HANSON: And we'll get either Mike or Christina involved in that as well.

CHAIRMAN NASH: Right. My recommendation is that you work to prepare a resolution. If you can get it
done by the August meeting for new business, that would be great, and they could be discussed, as Commissioner Sasso said, in open public session with a resolution at hand. If you cannot, we can bring it back to the Finance Committee in September. But the one thing that is very clear from this meeting, the intent of the Finance Committee is that this money be reallocated to purposes relating to core business function.

MR. HANSON: Yes.

CHAIRMAN NASH: Mike, if you can go to the New Jersey based projects?

MR. CONALLEN: Okay. The first project there is Admiral Wilson Boulevard, the continuation of Gateway improvements. The approval date by the Board was February of 2009. The grantee was the City of Camden and the CCMUA. That grant expired in July of 2009. The amount of that project was $1.5 million, leaving a remaining balance of $4.5 million. No money was ever expended. No projects were submitted by the grantees or funding requests were submitted by the grantees for the project as well. Given that it has expired, the remaining balance is $1.5 million and, really, it falls
into that category of what the Board would like to do with that and how we would like to reallocate it.

CHAIRMAN NASH: I abstained on this discussion, but I'll tell you what I know. And I do apologize to our friends representing Gateway who suggested that this is the $1.5 million used for the funding of Gateway Park.

This project was at the time that the state EDA was working on the infrastructure in and around Campbell Soup and they were trying to keep Campbell Soup in Camden, which was certainly a noble cause that was successful. This $1.5 million was to be used for sewer improvements as part of that project, but the EDA was able to find other sources of funding in order to accomplish that goal.

So the project intent was noble. It was accomplished, but they never used DRPA funds, so the contract had expired. And my recommendation is that this $1.5 million be placed in the same pool as we just discussed with the $588,000, money that can be reallocated to other purposes. So I do apologize for my problems. This money was not -- my understanding, and maybe, Mike, you can further verify this, but the money
was supposed to be used for infrastructure improvements relating to the Campbell Soup project and not for a Park improvement.

MR. CONALLEN: That's exactly correct.

COMMISSIONER SASSO: And the intention of the contract was billed by some other entity.

MR. CONALLEN: Yes.

CHAIRMAN NASH: Actually, my understanding is that they received some federal money to help with that project and they never needed to access the $1.5 million. Although it was available, they never needed to use the money. So at this juncture, as the contract has expired now five years plus --

COMMISSIONER SASSO: The date of the contract, that contract expires --

CHAIRMAN NASH: Yeah, that doesn't match.

COMMISSIONER SASSO: Maybe we should take a quick look.

MR. CONALLEN: No. The contract is actually revalidated. The contract has a date of July 2010, but in the contract it has a termination date of July 2009.

CHAIRMAN NASH: Well, that's a bit weird.
MR. HANSON: It expired as soon as they signed it.

MR. CONALLEN: If you take even the later date, I think.

CHAIRMAN NASH: In any event, I think we would be hard pressed to transfer this money to any other purpose, the contract has expired and my recommendation is that the money be reallocated to the same pool as what we just discussed.

MR. CONALLEN: Yes, sir.

CHAIRMAN NASH: Any questions or thoughts from the Commissioners?

COMMISSIONER D'ANTONIO: No.

COMMISSIONER SASSO: I think legally it's the only thing we can do.

CHAIRMAN NASH: The next item again is something that I have to abstain on. It's the County of Camden, Cooper River Park Improvement. Which this was a project that had been held in abeyance and then reapproved by Governor Christie and Governor Corbett at the time. Go ahead.

MR. CONALLEN: Yes, sir. The Camden County
Cooper River Park Improvements, the Board approved originally in December of 2009. The contract date was signed in October of 2012, expires in October of next year. The project amount is $4 million. There is still a remaining $4 million amount. Generally, the grant is for water improvements and bank improvements along the Cooper River.

They have put the project out to bid. I believe that the grantee has conducted a bid opening yesterday. They expect to award a contract shortly and then begin their work. Pursuant to the grant, they'll submit to us a request for payment, their reimbursements of expenditures that they make pursuant to requirements of the grant.

COMMISSIONER SASSO: Is the RFP consistent with the contract that we have with them?

MR. HANSON: I believe it is, Commissioner. I spoke with Camden County Administrator Ross Angilella about this project and they had some difficulties in their procurement process. I think if I'm remembering right, bid protests at one point. That's why it's taking so long. But they just want to be sure that's consistent
with the contract.

COMMISSIONER SASSO: We should verify that, don't you think?

MR. CONALLEN: Yes, sir. The next project is the Food Bank at Southern New Jersey. The original Board approval date is December 2009 in the amount of $2 million. The contract was signed in November of 2012, expires September of 2015. To date, the amount expended is a little over $1.2 million with about $790,000 remaining on the contract. The food bank periodically submits requests for reimbursements. They've met the requirements of the grant agreement to date. And we have been making payments as requested. At this point, it's an active, ongoing project. We anticipate it will be fulfilled by the contract expiration date.

The next project is the Gloucester County Improvement Authority, the DuPont Break Bulk Port Facility. The Board originally approved this grant on December 2009 in the amount of $2 million. The date of the contract, it was signed in May of 2010. It expires the last day of this year, 12/31 of 2014. To date, expended is $173,496, leaving a balance of approximately
$1.8 million.

We've spoken with GCIA. They have one pending request for reimbursement on this particular project. They are aware of the expiration date of December 31, 2014.

COMMISSIONER SASSO: Who is GCIA?

MR. HANSON: Gloucester County.

MR. CONALLEN: Gloucester County. I tend to say Gloucester. I'm often scolded for saying Gloucester. It's Gloucester. But I can't ever remember.

COMMISSIONER SASSO: I wasn't aware there was a Break Bulk Facility. I mean does DuPont have one? I thought they were out of that business.

MR. CONALLEN: They are. My understanding is that that was a Port Facility that was going to be constructed by DuPont. It never was. And that Gloucester County Improvement Authority intended to redevelop it for its own port purposes.

COMMISSIONER SASSO: We've been down that grant contract. The way they're spending the money complies with the grant contract? Because if it's something for DuPont and it's out of the business, or to facilitate
DuPont's expansion on the business --

MR. CONALLEN: It's not for DuPont.

COMMISSIONER SASSO: It's not?

MR. CONALLEN: No, sir.

MR. HANSON: It involved property that it either belongs to or it used to belong to DuPont, but the Gloucester County Improvement Authority is taking it over.

MR. CONALLEN: Language from the original resolution indicates that Gloucester County is exploring the possibility of purchasing the DuPont property in Barrington Township for the purpose of developing a site along the Delaware River as a Break Bulk Port Facility, as an industrial site to function with both waterside and landside components. They want to purchase this property from DuPont. They may have purchased it from DuPont and then this money would be for the purposes of developing the property.

The original grant amount was $2 million as seed money to investigate and potentially begin development of the site. I can provide to you --

COMMISSIONER SASSO: I don't want to take up
the Committee's time, but maybe, Mike, you and I could have a conference.

MR. CONALLEN: Sure. And they provide reports as Allen Sullivan from the Inspector General's Office has been helping set a format for the reports. And I can provide you their most recent report on how they have expended the grant monies.

COMMISSIONER SASSO: Thank you.

MR. CONALLEN: The next project is the L3 Communications Loan Guarantee. Board approval date originally was December of 2001. The guarantee is currently in force. The amount of the guarantee is $1 million.

MS. McNICHOL: It's $10 million.

MR. CONALLEN: It's against $10 million, but I think we carry --

MS. McNICHOL: We're only reserving $1 million, but it's a $10 million debt.

MR. CONALLEN: Right. It's a $10 million guarantee, but we reserve $1 million.

MS. McNICHOL: I just want to make sure, yes.

CHAIRMAN NASH: You have the same question then
for the USS New Jersey, should any money be set aside to
support that guarantee or if it can be supported against
the existing general fund.

COMMISSIONER SASSO: Who is the guarantee to?
CHAIRMAN NASH: Do you know which bank?
MR. CONALLEN: I'm not sure. I can find out.
MS. McNICHOL: We're in second position on
this. I believe we're in second position to maybe the
County or CRA -- EDA, New Jersey EDA.

COMMISSIONER SASSO: Has whatever we're
guaranteeing been paid down since 2001?
MS. McNICHOL: No. I don't believe we --
MS. MARONEY: We previously reserved $4 million
against the $10 million guarantee and our former General
Counsel did an analysis consulting with the bank and EDA
to assess the risk and recommended that we reduce it to a
million I believe in 2009. So we have been carrying the
$1 million for the last five years.

CHAIRMAN NASH: It's really the same issue,
should there be money set aside from the economic
development fund to support these loan guarantees. It's
a finance decision.
MR. HANSON: And I think provided that we don't have a situation where we're required to keep the money on deposit somewhere.

CHAIRMAN NASH: Right, of course.

MR. HANSON: Then we should probably take that money, put it to good use, because it's not doing anything by being held there. Put it to productive use. It also keeps us from any potential issues that we have with not spending the bond money. So I would recommend doing that, as long as there is nothing in the loan guarantee that requires us to keep the money.

COMMISSIONER SASSO: I guess before I agree that as a Committee member to move money around, and I think the Chairman's suggestion was an excellent one, but I'd like to know a little bit about the guarantee. The USS New Jersey is one thing. I don't know if this is another or not. And it sounds like we might be more comfortable moving the money on this one, given the fact that we have already reduced it based on what we think our exposure is. And chances are, unless something has happened to L3, whoever they are, maybe we have no real exposure. But I think before we start moving money...
around, we should know that. At least that's the way I feel.

CHAIRMAN NASH: We agree. I mean that analysis would be important on that.

COMMISSIONER D'ALESSIO: There is no termination date in the contract?

MS. MARONEY: The resolution set forth an eight year guarantee, but there is no date that was applicable in the agreement.

COMMISSIONER SASSO: I'm sorry, can you repeat that?

MS. MARONEY: We weren't able to see an expiration date or a termination date in the actual guarantee agreement. The resolution authorizing the second guarantee or the continuation of the guarantee that was for eight years, a period of eight years from 2010.

COMMISSIONER SASSO: From 2001?


COMMISSIONER SASSO: '10. Because what controls is whatever we signed at the bank, so I guess we have to take a look at that.
MR. HANSON: We don't see anything in terms of a termination.

COMMISSIONER SASSO: In the loan guarantee document?

MR. HANSON: Right.

COMMISSIONER SASSO: Is it with a bank?

MR. WHITE: Isn't it with New Jersey EDA?

MS. McNICHOL: It's with the New Jersey EDA.

COMMISSIONER SASSO: I don't want to take care everybody's time. Mike, why don't we add this to the list of satisfied loan guarantees, if that's okay.

MR. CONALLEN: Yes.

CHAIRMAN NASH: It's good that we're identifying each of these and digging into some of the issues. The next item is the Victor Lofts Environmental Remediation project.

MR. CONALLEN: Yes, sir. Originally approved by the Board in February 2001. The contract was signed in September of 2013. Expires January 1st of 2017. The project amount was for $5.9 million. To date, a little over $5.1 million has been expended on the project, with a remaining balance of $764,792.30. The project is
ongoing and active. We receive requests for reimbursements from Pennoni Associates, who has been the engineer conducting the environment remediation work on the building, on the project.

The next project is the Haddon Avenue Transit Village - Transit Hub, approved by the Board in December 2011. The contract was signed in December 2012. It expires December 10th of this year. It is still active. Christina and I have met with the parties on this project. Bids are due to go out August 12th. The Coopers Ferry is aware that this project has an expiration date of December 10, 2014; could potentially request and extension of the grant agreement if they have concerns that they will not be able to submit requests for payment prior to the expiration date of the grant. That's where we currently stand.

The next project is the Gloucester County Improvement Authority, Repaupo Creek Improvements. The Board approval date was July --

COMMISSIONER SASSO: You got Repaupo right.

MR. CONALLEN: I got Repaupo right. Repaupo, I know. The board approval date was July 2009. The
contract date is October of 2009. It has an expiration date of 12/31/2014, this year. The contract status is currently active. GCIA is conducting work pursuant to the grant. The original contract amount was for $3 million. To date, a little over $2.2 million has been expended, with a remaining balance of $786,823. There are a number of outstanding requests for reimbursement that have been submitted by GCIA that we are in the middle of processing, trying to process an amount of approximately $330,000 in outstanding requests.

They are also aware of the expiration date of 12/31/2014. And I guess there is also the possibility, similar to Haddon, that they could submit a request for extension if the project is not completed by 12/31 of 2014.

If there are no questions on that project, I'll move to the next which is the Riverfront Prison Demolition Project. The Board approved it in February of 2008. The contract is dated October of 2009. It expires July of 2016. It is currently an active, ongoing grant project. The original amount was $6 million. To date, the amount expended is $1.6 million, with a remaining
balance of a little over $4.3 million. We have received
and are currently processing a number of reimbursement
requests for that project.

The final project in New Jersey is the USS New
Jersey loan.

CHAIRMAN NASH: We did that one.

COMMISSIONER SASSO: Mike, who is the grantee
on that?

MR. CONALLEN: On which one?

COMMISSIONER SASSO: The one you just
mentioned.

MR. CONALLEN: The Riverfront Prison
Demolition? That is the County.

MS. MARONEY: EDA.

MR. CONALLEN: EDA.

MR. HANSON: Chairman, with respect to the L3
guarantee, it appears to be what happened is that L3
Communication issued bonds. They are supported by a
letter of credit, by the Bank of America at this point.
New Jersey EDA has given a $20 million guarantee on that
LOC. We have agreed to participate with EDA for $10
million. EDA goes first. So to the extent $10 million
has to be paid, the first $10 million would come from EDA. A second $10 million would come from us. The way I read this, as long as EDA's guarantee is in place, our guarantee is in place. So it's contingent upon what happens with EDA's guarantee, which is in support of an LOC issued by Bank of America for L3 Communication.

COMMISSIONER SASSO: Bank of America has to make good on the LOC, let the numbers roll down on the guarantee?

MR. HANSON: Yes, that's how it works. And we're backing EDA. We'll have to check EDA and maybe you can do that, Christina. I suspect if the resolution was for eight years, that maybe determined the bonds, but that's just a suspicion that I have. So we will have to check with the terms EDA added to this.

COMMISSIONER SASSO: Thank you.

CHAIRMAN NASH: And we're moving to the Pennsylvania projects.

MR. CONALLEN: Yes, sir. The first is the Chester PA Infrastructure Improvements. Board approval date of February of 2008. A contract was executed in July of 2009. That contract has been extended to
September 8, 2014. The original amount of that grant was $10 million. To date, just under $6 million has been expended, with a remaining balance of just over $4 million. It's an active grant program. We do have and have had ongoing discussions with the parties to that grant for additional work to be done. So we'll continue to update the Board as that project moves forward.

COMMISSIONER SASSO: And, Mike, who is the grantee of that one?

MR. CONALLEN: The grantee --

CHAIRMAN NASH: The Chester one, you're talking about, Mike?

MR. CONALLEN: Yeah.

CHAIRMAN NASH: Here it says July 8th.

MR. CONALLEN: Yeah, that was the original date. It was extended to September -- I mean, yes, September 8th of 2014. The original grantee, I'll have to check, sir. At this point, it's BPG Land Partners that has requested the extension and submitted a plan for certain improvements that I think we've had inside and outside counsel review to determine that it's within the scope of the original grant agreement. Counsel has
reviewed and believes that it is within that scope, so
now we'll get from them a plan as how they would proceed.
And then there will be requirements under the grant
agreement that they will have to meet to receive
reimbursement.

CHAIRMAN NASH: So the information on this
sheet is not correct?

MR. CONALLEN: That's correct, sir. That's my
error. It should read an expiration of 9/8/14 and the
contract status should read active.

MR. HANSON: That's because we only recently
extended the expiration date.

CHAIRMAN NASH: Who extended?

MR. HANSON: We extended it.

CHAIRMAN NASH: Who is we?

MR. HANSON: DRPA.

CHAIRMAN NASH: The Board or Administration?

MR. HANSON: Administration extended it.

CHAIRMAN NASH: Okay. The next one?

MR. CONALLEN: Next is the Philadelphia
Regional Port Authority grant for Main Channel Dredging.
The Board approval date was February of 2008. A contract
was executed December 20th of 2008. That contract has expired. It expired in December of 2012. The original project amount was $19.25 million. An amount of $18.25 million was expended. And there is a remaining balance of $1 million.

CHAIRMAN NASH: I wonder why $1 million was left in the account.

MR. CONALLEN: Jim?

MR. WHITE: My recollection from some emails from former General Counsel is we were holding -- I can't quite remember, but we're holding $1 million in an escrow account, but I can't remember the precise reason for that.

CHAIRMAN NASH: That might be important, so if you can unearth that information.

MR. WHITE: Yeah, I'll dig.

COMMISSIONER SASSO: We should be prepared to discuss it at the Board meeting and we can recapture that.

MR. WHITE: Right.

MR. CONALLEN: The final one is I think Ship Recycling. It's a $2 million guarantee. Board approval
date of June 2nd. The contract was executed in October of 2003. There is an expiration date of October 2007. That's a matter that is currently in litigation, so I'll refrain from discussing any particular details of that project in open session considering it's a legal --

MS. McNICHOL: I'll be happy to provide any updates in executive session pending Board requests.

MR. CONALLEN: And with that, that will conclude my report on the current status of economic development project balances.

CHAIRMAN NASH: Good job.

MR. CONALLEN: I must give all of the credit to Dawn Whiton, who would punch me if I didn't, and Christina Maroney, who did an amazing amount of work to track down these documents, many of which originated 15 or more years ago. So it was a big task. I put a lot of pressure on them to get it done by a particular date and they came through.

CHAIRMAN NASH: Let me just say that this has been a very helpful and informational session. Clearly, there is a lot more information that we are going to need. But just through this session of the Finance
Committee, it appears that we're going to have at least $2 million that is going to be returned to toll payers.

MR. HANSON: One clarification on this. This list is responsive to the request that originally came from Auditor General DePasquale. And so it includes all of the economic development projects that are left where we have balances that have not yet been disbursed or expended.

I just want to be sure that you're aware that there are other projects that are ongoing where we have already disbursed money, so we're not, for instance, the loan to the Philadelphia Eagles, we've given them money a long time ago. That loan is still in force. There are other loans that also exist. But we have disbursed that money. This is representative of all the projects that were made where the money has not been disbursed yet.

CHAIRMAN NASH: Good news on those loans is that they are performing and some of them are performing anyway.

MR. HANSON: I can't say it's not performing, but it won't start to pay back for another 20 years.

MS. MARONEY: It's a 50 year loan.
CHAIRMAN NASH: But it's not withstanding that this session, to me anyway, was very helpful. And it appears that we are going to have $2 million to reimburse the toll payers from the economic development project. So thank you. And Christina and Dawn, and everyone else, thank you for preparing this report. But there is more information that has to be provided.

MR. CONALLEN: Yes, sir.

CHAIRMAN NASH: We should make this a continuing discussion with the Board.

MR. CONALLEN: Yes, sir.

CHAIRMAN NASH: I don't know if there is a need to go into closed session at this point. If there is not, I'll take a motion to adjourn the -- are there any questions or comments? Okay. Any comments, questions? All right, seeing none, I'll take a motion to adjourn.

COMMISSIONER DiANTONIO: So moved.

COMMISSIONER FENTRESS: Second.

CHAIRMAN NASH: All in favor?

COMMISSIONERS DiANTONIO, FENTRESS, SASSO, AND D'ALESSIO: Aye.

CHAIRMAN NASH: Thank you, everybody.
(Whereupon, the meeting ended on August 6, 2014, at 11:14 a.m.)
CERTIFICATE

This is to certify that the attached proceedings before the Delaware River Port Authority Finance Committee on August 6, 2014, were held as herein appears, and that this is the original transcript thereof for the file of the Agency.

FREE STATE REPORTING, INC.

[Signature]

Mike McCann
(Official Reporter)
SUMMARY STATEMENT

ITEM NO.: DRPA-14-102
SUBJECT: Camera & Call Box Maintenance Agreement

COMMITTEE: Finance

COMMITTEE MEETING DATE: August 6, 2014

BOARD ACTION DATE: August 20, 2014

PROPOSAL: That the Board authorizes staff to negotiate a 1 year contract with Schneider Electric, Horsham, PA for an amount not to exceed $162,529.00 for the renewal of our camera and call box maintenance agreement. This purchase is provided with GSA pricing under GSA Contract # GS-07F-7851C.

PURPOSE: To provide the Delaware River Port Authority with preventive maintenance and system/equipment repairs for all Authority cameras and call boxes.

BACKGROUND: Several years ago the Authority made a decision to improve the security of their fixed assets while at the same time improving the safety of the travelling public on those assets. To accomplish this cameras and call boxes were installed. In order to maintain those devices it is necessary to engage in a program of preventive maintenance for both the hardware and software components of the system. This agreement provides the DRPA with comprehensive, consistent hardware and software services. It allows us to work with Schneider Electric staff to deliver onsite hardware and software support. With these services we improve our camera and call box up-time with responsive hardware and software services with a 24x7 availability. Other services include the following:

- On-site visits at each facility several times a year to verify functionality
- DVTEL software upgrades
- Camera and call box firmware upgrades
- Connectivity testing
- Incident and problem management
Staff therefore recommends negotiating a contract with Schneider Electric for an amount not to exceed $162,529.00 for the renewal of our Camera & Call Box maintenance agreement.

**SUMMARY:**
- **Amount:** $162,529.00
- **Source of Funds:** Revenue Fund, General Fund
- **Capital Project #:** N/A
- **Operating Budget:** 2014 DRPA CE6 – Repairs and Maint.
- **2014 PATCO Contract Services**
- **Master Plan Status:** N/A
- **Other Fund Sources:** N/A
- **Duration of Contract:** October 1, 2014 through September 30, 2015
- **Other Parties Involved:** N/A
RESOLUTION

RESOLVED: That the Board authorizes staff to negotiate a 1 year contract with Schneider Electric for an amount not to exceed $162,529.00 for the renewal of our Camera & Call Box maintenance agreement. This purchase is provided with GSA pricing under GSA Contract # GS-07F-7851C.

RESOLVED: The Chair, Vice Chair 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 Chair, Vice Chair and Chief Executive Officer and if thereafter either the Chair or Vice Chair 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 Chair and Vice Chair 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: $162,529.00
Source of Funds: Revenue Fund, General Fund
Capital Project #: N/A
2014 PATCO Contract Services
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: October 1, 2014 through September 30, 2015
Other Parties Involved: N/A
SUMMARY STATEMENT

ITEM NO.: DRPA-14-103
SUBJECT: DRPA/PATCO Medical Service Provider for Drug & Alcohol Testing/Training, Physical Exams, Medical Evaluations and Health Screening

COMMITTEE: Finance

COMMITTEE MEETING DATE: August 6, 2014

BOARD ACTION DATE: August 20, 2014

PROPOSAL: That the Board authorizes staff to contract with Interstate Mobile Care, Inc. and WORKNET Occupational Medicine to provide the medical services that are required by the United States Department of Transportation (DOT) and DRPA/PATCO Policies and Procedures.

If approved, both agreements would be for a three-year term beginning January 1, 2015 and would expire on December 31, 2017. The total cost of the two (2) contracts would not exceed $540,000 over a three-year term. The approval of the Medical Service Provider would be validated upon the following: (1) the expiration of the New Jersey Governor's Veto Period; and (2) a fully executed Vendor Agreement between the Delaware River Port Authority and Interstate Mobile Care, Inc. and WORKNET Occupational Medicine.

PURPOSE: U.S. DOT regulations and DRPA/PATCO policies and procedures require certain drug & alcohol testing and training, pre-employment physical exams, medical evaluations, return to work drug and alcohol testing, fitness for duty evaluations and other health screenings.

BACKGROUND: DRPA-11-065 authorized staff to enter into an agreement with Interstate Mobile Care, Inc. to perform the medical services, testing, and training noted above. The term of the agreement was effective 1/1/2012 and will expire on 12/30/2014.

PATCO-11-003 authorized staff to enter into an agreement with WORKNET Occupational Medicine to perform required drug and alcohol testing/training. The term of this agreement was effective 12/1/2010-12/30/2013. The Board subsequently approved a one-year extension to 12/30/2014. When needed, through a finance voucher process, DRPA’s Claims Administration Department uses WORKNET to perform fitness for duty evaluations and Medical Review Officer reviews of prescription medications.
PATCO-11-014 authorized staff to enter into an agreement with Interstate Mobile Care to provide required drug and alcohol testing/training, pre-employment physical exams for DOT and non-DOT employees, fitness for duty evaluations, and other health screenings. The term of this agreement was effective 1/1/2012 and will expire on 12/30/2014.

In an effort to improve efficiency and obtain pricing based on economies of scale, staff recommended that the Authority bid these services required by DRPA and PATCO jointly, through a Request for Proposal (RFP). The Authority publicly advertised its intent to retain a Medical Service Provider. We advertised the RFP on DRPA’s website beginning on April 16, 2014. Proposals were due on May 15, 2014. Interested vendors were required to attend a mandatory pre-proposal meeting on April 30, 2014.

A mandatory pre-proposal meeting was conducted on April 30, 2014. The following Medical Service Providers attended:

- Interstate Mobile Medical Care, Inc.
- WORKNET Occupational Medicine

Staff from DRPA Safety, PATCO Safety, Human Resources Services, Public Safety and Claims Administration attended the pre-proposal meeting to answer questions from the vendors.

Proposers were required to submit two (2) sealed and clearly marked envelopes: (1) Technical Proposal; and (2) Cost Proposal. The committee received proposals from the following two (2) Medical Service Providers:

- Interstate Mobile Care, Inc. (WBE)
  P.O. Box #64
  Sewell, NJ 08080
- WORKNET Occupational Medicine
  1001 James Drive, Suite B30
  Leesport, PA 19533

The review committee consisted of:

- Mark Armbruster, DRPA Safety Specialist
- Khalil A. Christian, DRPA Safety Specialist
- David Fullerton, PATCO System Safety Program Manager
- Lieutenant Robert Finnegan, Public Safety
- Brenda Greene, Claims Administrator; and
- Kelly Forbes, Director, Human Resources Services
Howard M. Korsen, Manager, Contract Administration recused himself from reviewing any proposals. His role was limited to providing oversight of the review and evaluation process.

Pursuant to DRPA-10-044, all members of the evaluation team including Mr. Korsen were interviewed by staff in the Office of the Inspector General and screened for potential conflicts. No conflicts were noted. The OIG confirmed on July 30, 2014, that each vendor submitted the required Political Contribution Disclosure & Certification Forms, and that all is in order.

On June 13, 2014, the review committee met to evaluate the Technical Proposals and Cost Proposals. The committee found the proposals from Interstate and WORKNET to be responsive and the proposed prices to be fair and reasonable. Both vendors offer similar services, but had differing costs for on-site testing vs. in-office testing and daytime vs. nighttime testing. The following is a partial list of the scope of services to be provided by Interstate Mobile Care and WORKNET Occupational Medicine:

- Pre-employment physicals, DOT and Non-DOT
- On-site random drug and alcohol testing for safety-sensitive positions
- Reasonable suspicion drug and alcohol testing
- DOT Commercial Driver’s License (CDL) physicals
- 24-hour on-call reasonable suspicion and post-accident testing for drugs and alcohol
- Return to work drug and alcohol testing
- Blood lead level testing
- Hepatitis Vaccines
- Asbestos Physicals
- Respirator Fit Test
- Respiratory Physicals
- Employee training related to the DRPA Drug and Alcohol Policy
- Fitness for Duty Evaluation
- MRO review of prescription medication

In evaluating the proposals, the review committee also considered the location of the two vendors and the needs of DRPA and PATCO operations. Given the location of PATCO and the hours of operation, PATCO management recommended that certain testing be conducted by a vendor located in close proximity to PATCO to avoid lost time. In the end, after carefully considering the scope of services offered,
the hours of operation for each vendor, the locations of the vendors and the needs of DRPA and PATCO, the review committee determined that the Authority’s needs would be best served by contracting with two vendors. WORKNET is located in very close proximity to many of the PATCO facilities. Interstate Mobile Care has a mobile unit which is conducive to Bridge operations.

In the end, the committee agreed that the Authority would benefit by having the ability to choose the vendor who could provide the required medical services at the best rate and with minimal disruption to Authority operations. The selection of two highly qualified vendors – Interstate Mobile Care, Inc. and WORKNET Occupational Medicine will afford staff with the flexibility to meet the Authority’s medical service needs in a cost effective and efficient manner.

In making its recommendation, the committee also considered that both Interstate Mobile Care and WORKNET Occupational Medicine have provided services and training to the Authority for many years. Both vendors are known for their strong technical skills and knowledge of DOT regulations, as well as DRPA/PATCO policies and procedures.

Therefore, staff seeks authorization to negotiate agreements with Interstate Mobile Care, Inc. and WORKNET Occupational Medicine. If approved, each agreement would be for a three-year term commencing on or before January 1, 2015 and expiring on December 31, 2017. The Authority will advise each vendor, in writing, that neither Medical Service Provider will be guaranteed any portion of the $540,000 over the three-year term.

The n-t-e $540,000 contract value is based on an average annual expenditure. Based upon three years of historical data, the average is approximately $180,000 annually for drug & alcohol testing/training, physical exams, medical evaluations and health screening across the Authority. For budgetary purposes, it is intended that these funds will be budgeted in the amount of $180,000 annually over the 3-year contract term. If all budgeted funds are not expended in any given year, the unexpended funds will be moved to the following budget year. Conversely, if more than $180,000 is needed in the first contract year, the additional monies required for drug & alcohol testing/training, physical exams, medical evaluations and health screening will be deducted from the remaining total contract amount. Thus the allocations for second and third years of the contract term will be adjusted accordingly.
SUMMARY STATEMENT

Medical Service Provider for Drug & Alcohol Testing/Training, Drug & Alcohol Testing/Training, Physical Exams, Medical Evaluations and Health Screening

SUMMARY:

Amount: n-t-e $540,000 over 3-years (On or before January 1, 2015 through December 31, 2017)
Source of Funds: Revenue Fund/General Fund
Operating Budget: DRPA and PATCO Operating Budgets (2015-2017) Budgets
Capital Project #: N/A
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: Three years (On or before January 1, 2015 through December 31, 2017)
Other Parties Involved: Interstate Mobile Care Inc. and WORKNET Occupational Medicine
RESOLUTION

RESOLVED: That the Board authorizes staff to enter into an agreement with Interstate Mobile Care, Inc. of Sewell, New Jersey to provide the medical services that are required by the United States Department of Transportation (DOT) and DRPA Policies and Procedures;

RESOLVED: That the Board authorizes staff to enter into an agreement with WORKNET Occupational Medicine of Leesport, Pennsylvania to provide the medical services that are required by the United States Department of Transportation (DOT) and DRPA Policies and Procedures;

RESOLVED: That the Board authorizes staff to enter into agreements n-t-e $540,000 combined over the three-year term; (approximately $180,000 annually; based on testing needs); and be it further;

RESOLVED: That the Board authorizes staff to advise each vendor, in writing, that neither Medical Service Provider will be guaranteed any portion of the $540,000 over the three-year term;

RESOLVED: The Chair, Vice Chair 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 Chair, Vice Chair and Chief Executive Officer and if thereafter either the Chair or Vice Chair 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 Chair and Vice Chair 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: n-t-e $540,000 over 3-years (On or before January 1, 2015 through December 31, 2017)
Source of Funds: Revenue Fund/General Fund
Operating Budget: DRPA and PATCO Operating Budgets (2015-2017) Budgets
Capital Project #: N/A
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: Three years (On or before January 1, 2015 through December 31, 2017)
Other Parties Involved: Interstate Mobile Care Inc. and WORKNET Occupational Medicine
SUMMARY STATEMENT

ITEM NO.: DRPA-14-104
SUBJECT: Benefits Administration
Third Party Administrator DRPA/PATCO

COMMITTEE:
Finance

COMMITTEE MEETING DATE:
August 6, 2014

BOARD ACTION DATE:
August 20, 2014

PROPOSAL:
Staff seeks Board authorization to enter into a three-year agreement with Benefit Harbor to continue providing benefit administration services, which would include, but not be limited to: open enrollment support; ongoing employee and retiree benefits administration; vendor output processing, eligibility reviews, retiree billing; COBR, Flexible Spending Account (FSA) Program administration; and Parking & Transit Program administration; call center services; and web-based services.

PURPOSE:
To provide the DRPA, its benefit-eligible employees, and retirees with a broad range of benefit support services, effective cost control initiatives, and program administration services.

BACKGROUND:
Employee benefit plan administration is a highly regulated field. Since 2000, the DRPA and PATCO have contracted with a Third Party Administrator (TPA) to assist in the administration of various benefit and billing services. The Authority’s TPA, Benefit Harbor, works closely with our broker to ensure compliance with a complex series of laws, regulations, and statutes.

By way of background, on June 19, 2006, staff issued an RFP for providers of professional benefit administrative services. We received proposals from The Benefit Headquarters and ADP. Shortly thereafter, ADP withdrew its proposal, stating that it could not provide some of the services provided in the RFP. After careful review, staff determined that the proposal submitted by The Benefit Headquarters was entirely responsive to the RFP. On September 19, 2007, staff sought Board authorization to enter into a professional service agreement with The Benefit Headquarters for a three-year term. The Board approved same, and the contract was to expire on December 31, 2010.

In June 2008, The Benefit Headquarters sold its Third Party Benefits Administration Division to Benefit Harbor, a firm headquartered in Dallas, Texas. Staff, accompanied by our broker, met with Benefit Harbor management team to outline the
Authority’s requirements and expectations. At our request, Benefit Harbor team agreed to maintain the same service team and to establish a local office in Pennsylvania, which is currently located in Wayne, PA. The contract expired on December 31, 2011. After another competitive process, Benefit Harbor was selected again to serve as the Authority’s Third Party Administrator. The contract will expire on December 31, 2014.

At our direction, on July 8, 2014, our broker issued a Request for Proposal (RFP) for a Third Party Benefits Administrator. The broker marketed the proposal to 12 vendors. The marketing summary follows:

- ADP – Declined to quote: could not be competitive
- Benefit Focus - $426,763.36 (3 year quote)
- Benefit Express – Declined to quote: could not be competitive
- Benefit Harbor (Incumbent) - $311,454.00 (3 year quote)
- BSwin – No response
- Business Solver – No response
- Checkpoint HR – Declined to quote: only do full HRIS
- Ebenebts Solutions – No response
- Emergent Benefit Solutions – Firm is technology provider, does not do benefits administration
- Infisource – Declined to quote: could not be competitive
- People Strategy – Declined to quote: only do full HRIS
- Workable Solutions – No response

Only the incumbent, Benefit Harbor, proposed to provide the current services: open enrollment support; ongoing employee and retiree benefits administration; vendor output processing, eligibility reviews, retiree billing; COBRA and FSA administration; Parking and Transit Program Administration; call center services; web-based services; quarterly and other reports, as necessary. Benefit Harbor proposes to continue to partner with HRsimplified for purposes of administering the FSA and Parking & Transit benefit programs, retiree billing, and COBRA administration. For these services, Benefit Harbor submitted a flat annual cost proposal of $6.50 per member per month, which will be approximately $103,818 annually, and $311,454.00 over a three-year term. The annual and three-year fee is based on the monthly census at the time of the billing.

On July 25, 2014, the Office of the Inspector General (OIG) advised that Benefit Harbor submitted the required Political Contribution Disclosure Form and Certification. On August 1, 2014, the OIG advised that HRsimplified submitted the required Political
Contribution Disclosure Form and Certification. Therefore, Benefit Harbor and HRsimplified are in compliance with the DRPA Political Contribution & Certification requirements.

Benefit Focus, the only other proposer, could not provide the range of services currently provided by Benefit Harbor. They proposed to charge a one-time implementation set-up fee in the amount of $15,972, and an additional call center service fee in the amount of $6,655. In addition to these fees, Benefit Focus proposed to charge the Authority additional monthly fees to handle retiree premium billing, Flexible Spending Account Program Administration, and Parking & Transit Program Administration. In addition, we charged an additional fee for any reporting. Benefit Focus cannot provide retiree billing for COBRA administration.

After careful review, our broker and staff have determined that the proposal submitted by Benefit Harbor was most responsive to the RFP and to the needs of the Authority’s employees and retirees. Benefit Harbor continues to maintain a fully-staffed local office in Wayne, Pennsylvania. They have agreed that our account will continue to be serviced by the same dedicated team of professionals. We are well pleased with the professional service, dedicated resources, and the exceptional customer service call center provided by Benefit Harbor.

Therefore, it is staff’s recommendation that the Board authorize staff to enter into an agreement with Benefit Harbor for a three-year term commencing on January 1, 2015 through December 31, 2017. If approved, the annual fee would be approximately $103,818.00 and approximately $311,454.00 over a three-year term. The rate, $6.50 per member per month, is based on the monthly census at the time of billing.

Our broker, Gallagher Benefit Services, will receive no earned commission for marketing this service.
SUMMARY STATEMENT
Benefits Administration Third Party
Finance 8/6/2014
Administrator (DRPA/PATCO)

<table>
<thead>
<tr>
<th>SUMMARY:</th>
<th>Amount:</th>
<th>Approximately $103,818 /per year - $311,454</th>
</tr>
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<tbody>
<tr>
<td>Source of Funds:</td>
<td>Revenue Fund, General Fund</td>
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<tr>
<td>Capital Project #:</td>
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<td>Operating Budget:</td>
<td>Benefits Administration</td>
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<td>Master Plan Status:</td>
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<tr>
<td>Other Fund Sources:</td>
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<td></td>
</tr>
<tr>
<td>Duration of Contract:</td>
<td>Three (3) Years</td>
<td></td>
</tr>
<tr>
<td>Other Parties Involved:</td>
<td>Benefit Harbor</td>
<td></td>
</tr>
</tbody>
</table>
RESOLUTION

RESOLVED: That staff is hereby authorized to enter into an agreement with Benefit Harbor for a three-year term to provide the Authority with benefit administration services, which would include open enrollment support, ongoing employee benefits administration, retiree benefits administration and billing, COBRA and FSA, Transit and Parking administration, and quarterly and other reports, as necessary, at a fixed cost of $6.50 per member per month; and be it further

RESOLVED: That the Board recognizes that Benefit Harbor will continue to partner with HRSimplified for purposes of administering the FSA and Parking & Transit benefit programs, retiree billing, and COBRA administration; and be it further

RESOLVED: That staff is hereby authorized to enter into an agreement with Benefit Harbor for a three-year term commencing on January 1, 2015 through December 31, 2017; and be it further

RESOLVED: That the fee for the benefit administration services will be approximately $103,818.00 annually, and approximately $311,454.00 over a three-year term. The Board recognized that the annual fee is based on a rate of $6.50 per member per month, and be it further

RESOLVED: That the Board recognizes that the monthly bills will be based upon the current monthly census, which is subject to change as our monthly census changes and these changes will necessarily impact the annual estimated fee of $103,818.00 and estimated three-year fee of $311,454.00; and be it further

RESOLVED: The annual rate does not include the cost of postage for mailings, printing and travel, if necessary; and be it further

RESOLVED: That should travel be necessary, such travel must be approved first by DRPA, and the expenses related to same must be consistent with the guidelines provided in the Authority’s Expense Report Policy at Series 400; and be it further
RESOLVED: 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 the 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 document(s) on behalf of the DRPA.

SUMMARY: Amount: Approximately $103,818 /per year - $311,454
(The annual rate covers DRPA/PATCO, and is based upon the current DRPA/PATCO census, but is subject to change as our census changes. The rate does not include the cost of postage, printing, and travel, as necessary.)
Source of Funds: Revenue Fund, General Fund
Capital Project #: N/A
Operating Budget: Benefits Administration
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: Three (3) Years
Other Parties Involved: Benefit Harbor
SUMMARY STATEMENT

ITEM NO.: DRPA-14-105  
SUBJECT: Extension of Blue Horizon Loan Satisfaction Agreement

COMMITTEE: Finance

COMMITTEE MEETING DATE: August 6, 2014

BOARD ACTION DATE: August 20, 2014

PROPOSAL: That on May 22, 2014 the Board authorized staff to negotiate an extension to the loan satisfaction agreement with Rendez Blu, LP, a Pennsylvania limited partnership with an address of 4415 Chestnut Street, Suite 202, Philadelphia, Pennsylvania 19104 for a loan secured by the Blue Horizon property located at 1314-16 N. Broad Street, Philadelphia, Pennsylvania, until July 31, 2014. The extension was for a loan satisfaction agreement for an amount not less than $1,000,000.00 paid by Rendez Blu, LP to the Authority. Staff is seeking authorization to extend the loan satisfaction agreement until September 30, 2014.

Amount: Not less than $1,000,000.00
Other Party: Rendez Blu, LP
4415 Chestnut Street, Suite 202
Philadelphia, Pennsylvania 19104

PURPOSE: To grant an extension for the repayment of funds to the Authority from Rendez Blu, LP in accord with the loan satisfaction agreement authorized by the Board on April 17, 2013 until September 30, 2014. Pursuant to the extension and original agreement, Rendez Blu, LP is obligated to pay the Authority $1,000,000.00.

BACKGROUND: On April 22, 2014, Mosaic Development Partners submitted a formal request for the Authority to consider an offer from Rendez Blu, LP, the purchaser of the Blue Horizon, to satisfy the outstanding Authority debt on the property. Mosaic Development Partners LLC, is the General Partner of Rendez Blu, LP. Mosaic represents that the first mortgage lien is satisfied. Mosaic provided an email from the second position lienholder, The Pennsylvania Minority Business Development Authority (PMBDA), stating their willingness to waive all interest and penalties and accept the outstanding principal amount as full satisfaction of their debt. Mosaic further stated that the Philadelphia Industrial Development Corporation has verbally agreed to do the same.
On or about April 17, 2013, the Board adopted resolution DRPA-13-052 granting authority to enter into a Loan Satisfaction Agreement with Rendez Blu, LP. The Agreement provided that upon closing on the purchase of the Property, Rendez Blu, LP. shall pay One Million Dollars ($1,000,000.00) to the Authority in full and complete satisfaction of the Authority Loan so long as (i) such closing of the sale of the Property from Borrower to Buyer and the payment of the One Million Dollars ($1,000,000.00) occurs on or before December 31, 2013, (ii) PIDC agrees to accept and actually accepts only the outstanding principal amount due in full and complete satisfaction of the PIDC Loan and to waive all accrued and unpaid interest, penalties and other sums due and payable under the PIDC Loan Documents in connection with Buyer’s purchase of the Project, (iii) PMBDA agrees to accept and actually accepts only the outstanding principal amount due in full and complete satisfaction of the PMBDA Loan and to waive all accrued and unpaid interest, penalties and other sums due and payable under the PMDBA Loan Documents in connection with Buyer’s purchase of the Project and (iv) neither Nia Kuumba, Inc. or Ray-Whitaker, Inc. receives any proceeds from the sale of the Property.

On December 11, 2013, Rendez Blu, LP informed the Authority that it was not be able to close on the purchase of the Property by December 31, 2013. As a result, the Authority passed resolution DRPA-13-150 providing an extension of the agreement until February 28, 2014. The Authority passed Resolution DRPA-14-074 further extending the agreement until July 31, 2014. Rendez Blu is now requesting an additional extension of the agreement until September 30, 2014.

Staff recommends providing the requested extension of the original Loan Satisfaction Agreement with Rendez Blu, LP.

**SUMMARY:**

- **Amount:** $1,000,000.00
- **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:** Rendez Blu, LP
RESOLUTION

RESOLVED: That the Board authorizes staff to negotiate an extension of the Loan Satisfaction Agreement with Rendez Blu, LP until September 30, 2014, for payment to the Authority of an amount not less than $1,000,000.00.

RESOLVED: The Chair, Vice Chair 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 Chair, Vice Chair and Chief Executive Officer and if thereafter either the Chair or Vice Chair 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 Chair and Vice Chair 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>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td>$1,000,000.00</td>
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<tr>
<td>Source of Funds</td>
<td>N/A</td>
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<td>Master Plan Status</td>
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<tr>
<td>Other Fund Sources</td>
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<tr>
<td>Duration of Contract</td>
<td>N/A</td>
</tr>
<tr>
<td>Other Parties Involved</td>
<td>Rendez Blu, LP</td>
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</tbody>
</table>


NEW BUSINESS
SUMMARY STATEMENT

ITEM NO.: DRPA-14-106  SUBJECT: Consideration of Pending DRPA Contracts (Between $25,000 and $100,000)

COMMITTEE: New Business

COMMITTEE MEETING DATE: N/A

BOARD ACTION DATE: August 20, 2014

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 DRPA operations in a safe and orderly manner.

BACKGROUND: At the Meeting held August 18, 2010 the DRPA Commission adopted Resolution 10-046 providing that all DRPA contracts must be adopted at an open meeting of the DRPA 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: See Attached List
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
RESOLUTION

RESOLVED: That the Board authorizes and directs that subject to approval by the Chair, Vice Chair, General 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: See Attached List
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
<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>Source of Funds</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Stantec New York, NY</td>
<td>Exercise contract option for a strategic pricing alternative study for Traffic/Revenue Analysis to provide two (2) year forecast of revenues and certification as required by 1998 Bond Indenture. Contract option requires extension of original contract period from February 20, 2013 to January 31, 2015.</td>
<td>$49,970.00 (n-t-e)</td>
<td>Competitive RFP Process - DRPA sent a Request for Proposal to five nationally recognized firms to conduct a traffic engineering study for the DRPA. The original contract included an option that the traffic engineering firm may be asked to perform an optional “alternatives pricing study” at the request of the Authority. The original contract was Board approved on September 19, 2012 under Resolution #DRPA-12-077 in the amount of $112,890 for the base traffic study and $49,970 for the optional alternatives pricing study. Staff is hereby requesting Board approval to exercise the contract optional study for Traffic/Revenue Analysis to provide two (2) year forecast of revenues and certification as required by 1998 Bond Indenture, by extending the original contract period from February 20, 2013 to January 31, 2015.</td>
<td>1. Stantec New York, NY</td>
<td>1. $49,970.00 (n-t-e)</td>
<td>Revenue Fund</td>
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</tbody>
</table>
Summary Statement

Item No.: DRPA-14-107  Interim Collective Bargaining Agreements Extension

Committee: Labor

Committee Meeting Date: New Business

Board Action Date: August 20, 2014

Proposal:
That the Board of Commissioners of the Delaware River Port Authorize (DRPA) authorize staff to negotiate an extension of the Collective Bargaining Agreements (CBAs) for the Teamsters Local 676 and the International Union of Operating Engineers (IUOE) Local 542 for a term of September 30, 2014 through December 31, 2014, with an optional three (3) month extension through March 28, 2015.

Purpose:
To temporarily provide payment of rates with the intent to continue Health and Welfare coverage for our Teamster and IUOE employees, recognizing that any additional rates paid will be credited at the time of final settlement of the Agreements.

Background:
The CBA between PATCO and the Teamsters Local 676 expired May 31, 2011, and the CBA between the DRPA and the IUOE Local 542 expired on December 31, 2012. The parties have been adhering to the terms of those CBAs since that date and DRPA has continued to contribute to the Health and Welfare Fund (a/k/a, Alternative Benefit Plan) at a rate prescribed by the CBAs, per month, per employee. The Trustees of both funds have indicated that they intend to discontinue the employees’ health benefits at the current contribution rate. In order to avoid cessation or interference with our Teamster and IUOE employees’ healthcare coverage, the DRPA, for a prospective period of three (3) months, with the option of an additional three (3) month extension, agrees to provide payment of increased monies, recognizing that the money paid will be credited at the time of final settlement of the Agreements.

Summary:
Amount:
Source of Funds: General Fund
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
RESOLUTION

RESOLVED: That the Board of Commissioners of the DRPA authorize staff to negotiate an extension of the Collective Bargaining Agreements for the Teamsters Local 676 and the IUOE Local 542 for a term of September 30, 2014 to December 31, 2014, with an optional three (3) month extension through March 28, 2015, to temporarily provide payment of rates with the intent to continue Health and Welfare coverage for our Teamster and IUOE employees, recognizing that any additional rates paid will be credited at the time of final settlement of the Agreements.

RESOLVED: 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: N/A
Source of Funds: General Fund
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
ITEM NO.: DRPA-14-108
SUBJECT: Formation of a Legal Committee
COMMITTEE: New Business
COMMITTEE MEETING DATE: N/A
BOARD ACTION DATE: August 20, 2014

PROPOSAL: That the Board adopt a resolution to form and establish a Legal Committee of the Authority to oversee legal matters in which the Board is or is expected to be involved, as well as to provide oversight for the Office of General Counsel.

PURPOSE: To establish a Legal Committee of the Authority to oversee legal matters in which the Board is or is expected to be involved, as well as to provide oversight for the Office of General Counsel.

BACKGROUND: The Authority has determined that in order to ensure that all legal matters in which the Authority is or reasonable expects to be involved, as well as the Office of General Counsel, are subjected to ongoing oversight by the Board, a Legal Committee comprised of four (4) Commissioners, evenly divided between Commissioners appointed by New Jersey and Commissioners appointed by Pennsylvania, and also the Chair and Vice Chair sitting ex officio, shall be established. The establishment of a Legal Committee will assist the Authority to ensure that the all legal matters involving or affecting the Authority as well as the legal function of the Authority, receive timely and sufficient Board attention and oversight and doing so is in the best interests of the Authority and the public it serves.

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
RESOLUTION

RESOLVED: That the Board establish a Legal Committee to oversee legal matters in which the Board is or is expected to be involved, as well as to provide oversight for the Office of General Counsel; and be it further

RESOLVED: The Office of General Counsel shall cooperate with the Legal Committee, as requested from time to time by the Committee, in order to assist it perform its assigned oversight functions; and be it further

RESOLVED: In addition to serving on the Committee in an ex officio status, that the Chair and Vice Chair shall each name two members of the Board from their respective states to serve on the Legal Committee.

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 |
SUMMARY STATEMENT

ITEM NO.: DRPA-13-109

SUBJECT: Commissioner Choice of Counsel

COMMITTEE: New Business

COMMITTEE MEETING DATE: N/A

BOARD ACTION DATE: August 20, 2014

PROPOSAL: That the Board authorize a Board Member Choice of Counsel, under limited circumstances, to engage the services of Commissioner’s law firm or legal services provider;

PURPOSE: To allow individual board members choice of counsel to engage the services of the law firm of their employment/ownership without violation of the Code of Ethics in the Authority’s by-laws or the conflicts of interest – appearance of impropriety under limited circumstances. A copy of the policy is attached.

BACKGROUND: Through provision in the Bylaws, Compact and prior board resolutions, there are ethical and conflict provision included in language that preclude conflicts of interest or appearance of impropriety. With current external investigations and matters, a Commissioner, who is a member, partner, associate or attorney of any law firm or legal services provider, may, in limited circumstances, be able to engage the services of said Commissioner’s law firm or legal services provider. The Authority recognizes that in certain circumstances Commissioners are entitled, or allowed under board resolution, to be represented as an individual by legal counsel separate from the Authority’s legal counsel. In such circumstances, due to the trust and relationship a Commissioner may decide to engage the services of his or her own law firm or legal services provider.

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
RESOLUTION

RESOLVED: That the Board authorizes that a Commissioner, who is a member, partner, associate or attorney of any law firm or legal service provider, is entitled to or permitted individual counsel paid for by the Authority under limited circumstances separate and apart from Authority’s legal counsel, as outlined in the resolutions, Bylaws and Compact of the Authority;

And be it further that to engage in representation under these limited circumstances should allow the commissioner to choose counsel without violation of the Code of Ethics in the Authority’s Bylaws or conflicts of interest – appearance of impropriety resolutions or any similar conflicts language in past-enacted resolutions provided that the relationship is fully disclosed in writing and/or recorded with the Corporate Secretary during the public session of an Authority public meeting;

And be it further that the policy attached hereto is adopted by the board;

And be it further that the Authority is authorized to pay the reasonable and necessary legal bills from the board member’s choice of counsel, law firm or legal service provider.

RESOLVED: The Chair, Vice Chair 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 Chair, Vice Chair and Chief Executive Officer and if thereafter either the Chair or Vice Chair 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 Chair and Vice Chair 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:      | 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 |
INDIVIDUAL BOARD MEMBER CHOICE OF COUNSEL

SCOPE: Defines the circumstances under which a Commissioner of the Delaware River Port Authority and Port Authority Transit Corporation (collectively the "Authority") who is a member, partner, associate or attorney of any law firm or legal services provider may, in limited circumstances, be able to engage the services of said Commissioner’s law firm or legal services provider. The Authority recognizes that in certain circumstances Commissioners are entitled, or allowed under board resolution, to be represented as an individual by legal counsel separate from the Authority’s legal counsel. In such circumstances, due to the trust and relationship a Commissioner may have with his or her own law firm or legal services provider, a Commissioner should be able to choose legal representation from his firm without violation of the Code of Ethics in the Authority’s Bylaws or the Conflicts of Interest – Appearance of Impropriety Resolution or any other similar conflicts language in past-enacted resolutions, provided that the relationship is fully disclosed in writing and/or recorded with the Corporate Secretary during the public session of an Authority public meeting.

POLICY: In the instance that a Commissioner, who is a member, partner, associate, or attorney of any law firm or legal services provider, is entitled to or permitted individual counsel paid for by the Authority separate from the Authority’s legal counsel, such Commissioner, through the Authority, may engage legal representation from the Commissioner’s law firm or legal service provider, without violation of the Code of Ethics in the Authority’s Bylaws or the Conflicts of Interest – Appearance of Impropriety Resolution or any other similar conflicts language in past-enacted resolutions, provided that the relationship is fully disclosed in writing and/or recorded with the Corporate Secretary during the public session of an Authority public meeting.
August 20, 2014 Board Meeting

Wednesday, August 20, 2014
Pennsylvania Convention Center
1101 Arch Street
Philadelphia, PA
10:00 a.m.
PATCO BOARD
PORT AUTHORITY TRANSIT CORPORATION
BOARD MEETING
Wednesday, August 20, 2014
ORDER OF BUSINESS

1. Roll Call

2. Report of the General Manager

3. Approval of July 16, 2014 PATCO Board Meeting Minutes

4. Monthly List of Payments – Covering Month of July 2014


7. Approval of Operations & Maintenance Committee Minutes of August 6, 2014

8. Adopt Resolutions Approved by Operations & Maintenance Committee of August 6, 2014

   PATCO-14-031 Furnish and Install Ventilation Fans for Camden Subway Station Platform

   PATCO-14-032 Sole/Single Source Vendors for Transit Car Truck Overhaul Program for PATCO – CY 2014

   PATCO-14-033 Approval of Updated Title VI Report to Federal Transit Administration

9. Unfinished Business

10. New Business

   PATCO-14-034 Consideration of Pending PATCO Contracts (Between $25,000 and $100,000)

11. Adjournment
To the Commissioners:

The following is a summary of recent PATCO activities, with supplemental information attached.

HIGHLIGHTS

**On-Time Performance** – PATCO’s on-time performance has improved every month for five months in a row now, achieving 97.16% in July. As a result of the hard work by PATCO’s Equipment Department, PATCO has had 100% of the equipment needed to run our service during every rush “hour” of the bridge outage.

**Bridge Track Rehab Schedule** – Throughout July, PATCO operated its reduced schedule, using only the north side of the Ben Franklin Bridge during the 60-day 24/7 outage of the south track. On Monday, August 4, the south side track was put back into service. New schedules were distributed in preparation for the switch back to a more traditional PATCO service on Mondays through Wednesdays and on Thursday mornings. Although PATCO’s approach has been to maximize its service under all circumstances, the availability of both tracks in the interval between the 60-day south track 24/7 outage and the 50-day north track 24/7 outage affords us the opportunity to provide the frequency of service our customers had enjoyed for decades.

**Escalators / Elevators** – Elevator availability for the month of July was 99.9%. The project to replace the four oldest escalators is progressing, with the new escalator at 12th/13th & Locust Street Station making its debut on July 7. Work at Woodcrest continues, and work to replace the escalator at 15th/16th & Locust Street Station has begun. The availability of the 12 escalators not under construction was 97.7%.

**Parking Improvements** – The parking project at Ferry Avenue is progressing close to schedule with completion anticipated during the first week of August. The expansion of parking at the Collingswood Station is also progressing now, as the bad soil conditions have been addressed.
FINANCE

PATCO Income year to date (through 6/30/14) amounted to $13,268,402 compared with a Budget Anticipated Income of $13,220,559, a favorable variance of $47,843 or 0.36%.

Operating expenses during June 2014 amounted to $3,386,287, compared with a Budget Anticipated Expense of $3,841,942, a favorable variance of $455,655 or 11.86%. Year to date expenses totaled $23,390,274, compared with a Budget Anticipated Expense of $23,488,185, a favorable variance of $97,911 or 0.42%.

During the month of June, 2014, PATCO experienced a Net Operating Loss (excluding rental and non-recurring charges) of $1,252,388. The cumulative Net Operating Loss (excluding rental and non-recurring charges through 6/30/14) totaled $10,121,872. Total Cumulative Loss year to date (including Lease Rental charges) equaled $13,182,870.

Net Transit Loss (including lease expense) for the month ending 6/30/14 was $1,762,555.

The passenger count for the month of June 2014 totaled 828,298, a decrease of 33,367 (-3.87%) when compared to June 2013. Ridership for the year to date as of 6/30/14 totaled 4,999,413, a decrease of 305,424 (-5.76%) when compared to the same period of 2013.

<table>
<thead>
<tr>
<th></th>
<th>2014 Budget</th>
<th>2014 Actual</th>
<th>Variance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Income</td>
<td>$13,220,559</td>
<td>$13,268,402</td>
<td>$47,843 F</td>
</tr>
<tr>
<td>Expenses</td>
<td>$23,488,185</td>
<td>$23,390,274</td>
<td>$97,911 U</td>
</tr>
<tr>
<td>Operating Ratio</td>
<td>.5629</td>
<td>.5673</td>
<td></td>
</tr>
<tr>
<td>Passengers</td>
<td>5,168,234</td>
<td>4,999,413</td>
<td>168,821 U</td>
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<tr>
<td>Car Miles</td>
<td>2,335,425</td>
<td>2,306,489</td>
<td>28,936</td>
</tr>
</tbody>
</table>

PERSONNEL TRANSACTIONS

The following personnel transactions occurred in July, 2014:

NAME                  | POSITION       | DEPT.          | DATE
APPOINTMENT(S) - None

APPOINTMENT(S) – TEMPORARY - None

PROMOTION(S)

Larry K. Yates
From: Storekeeper       Purchasing
To: Supervisor, Stores  Purchasing            7/12/14
General Manager’s Report – July - for August 20, 2014 Board Meeting

TEMPORARY ASSIGNMENT TO HIGHER CLASSIFICATION

Fred C. Linett, Jr.  From: Electrical Foreman  To: Acting, Manager, Power Signals & Communications  7/18/14 – 7/25/14
Louis R. Troy  From: Maintenance Foreman  To: Acting, Manager, Track Structures & Mech. Systems  7/19/14 – 8/01/14

TRANSFER(S) - None

RESIGNATION(S)

David F. Smith  Customer Service Agent  Transit Services  7/09/14

RETIREMENT(S)

Lindwood M. Daniels  Train Operator  Transit Services  7/11/14

PURCHASING & MATERIAL MANAGEMENT

During the month of July, 172 purchase orders were issued with a total value of $664,977. Of the $25,469 in monthly purchases where minority vendors could have served PATCO needs, $1,234 was awarded to MBEs and $1,602 to WBEs. The $2,836 total MBE/WBE purchases represent 0.43% of the total spent and 11.14% of the purchases available to MBE/WBEs. The storeroom completed 3,409 transactions in July; book value of inventory on hand at the end of the month was $6,019,493.

TRANSIT SERVICES

The on-time performance for the 3,768 scheduled trips in July was 97.16%. Thirty-seven percent (37%) of the incidents involved equipment issues, but again this month not one incident involved lack of equipment available to run the schedule. Our on-time performance has improved every month for five months in a row now. The number of incidents in July was only 2/3 that of June, and the least for the entire year. Two incidents had a significant impact: we had a circuit breaker tripping during one morning “rush hour” and we temporarily suspended service until we were able to confirm that a suspicious package was not a hazard. Any incident that does cause a delay tends to have a greater effect on our overall performance, as we are running fewer trains. For example, the most significant incident in July involved a delay of 16 trains delayed because of a breaker tripping on July 8. This was 16 out of the 262 scheduled that day of the 24/7 track outage (6%) compared to 412 trains scheduled on July 8 of last year.
MAINTENANCE

The following significant maintenance items were progressed in June:

- Twenty-eight (28) rebuilt motors are available for installation as needed. Fifty-one (51) motors are at vendors for repair with eleven (11) other motors awaiting shipment to vendors.
- Twenty-one (21) trucks have been assembled year to date. Gearboxes are the critical item determining the rate of truck overhaul.
- Six (6) gearboxes are at vendors for rebuild. Thirty-four (34) are awaiting shipment to Penn Machine and four (4) are awaiting shipment to UTCRAS, with 29 others being evaluated for repair by UTCRAS.
- The car wash is out of service. The OEM engineer installed the required software and completed an inspection/evaluation. The critical path to restoring this function is an obsolete brush assembly gear box, and we are awaiting factory confirmation of a potential replacement. In the interim, we are manually cleaning windshields with sixty-six (66) cleaned this month.
- Interior heavy cleaning was performed on thirty-seven (37) cars.
• Four married pairs of overhauled cars are on site. Alstom continues with conditional testing of cars on the mainline.
• Support services were provided as required for the following projects:
  ▪ Car Overhaul
  ▪ Track Rehab across Ben Franklin Bridge – provided flagging, scheduling, guidance and coordination
  ▪ Ben Franklin Bridge Track Structure Inspections and Repair – provided flagging, scheduling, and guidance
  ▪ Ben Franklin Bridge Maintenance Activities
  ▪ Escalator and elevator maintenance and repair
  ▪ Replacement of Escalators at Woodcrest & 15th/16th/Locust Street Stations – provided scheduling, guidance, and coordination
  ▪ 800 Mz Radio – supported maintenance of and enhancements to this system, including the procurement of a BDA for Lindenwold Shop
  ▪ Track Circuit Modifications - Security cameras and call boxes – maintenance and repairs
  ▪ Fire-alarm systems - maintenance
  ▪ Repaving Parking Lots at Collingswood and Ferry Avenue Stations – provided coordination and guidance
  ▪ White Horse Road Bridge – Provided flagging, scheduling, guidance, and coordination for repairs
• Relamped stations, subway tunnels, and parking lots as needed
• Replaced and welded rail and frogs as necessary
• Replaced wood ties and timbers in Lindenwold Yard and tamped mainline switches and insulated joints.
• Tested relays and made repairs at interlockings and substations
• Developed and performed testing of the cab-code signaling system for track circuit modifications
• Repaired security fencing as needed
• Performed interim repairs on Westmont viaduct, Track 1
• Responded to customers’ and adjacent property owners’ complaints

SAFETY

The monthly report of the Safety Department is enclosed with this report.

KEY PERFORMANCE INDICATORS (KPI’s)

PATCO is tracking availability of escalators and elevators, as shown below:
General Manager’s Report – July - for August 20, 2014 Board Meeting

### Operational Percentage – July, 2014

<table>
<thead>
<tr>
<th>Equipment</th>
<th>Target</th>
<th>Actual</th>
<th>Variance</th>
<th>Favorable / Unfavorable</th>
</tr>
</thead>
<tbody>
<tr>
<td>Escalators (14)*</td>
<td>90%</td>
<td>83.6%</td>
<td>-6.4%</td>
<td>U</td>
</tr>
<tr>
<td>Elevators (11)</td>
<td>97%</td>
<td>99.9%</td>
<td>+2.9%</td>
<td>F</td>
</tr>
<tr>
<td>Escalators (12)**</td>
<td>90%</td>
<td>97.7%</td>
<td>+7.7%</td>
<td>F</td>
</tr>
</tbody>
</table>

* The new escalator at 13th/Locust Street Station began serving our customers on July 7. Once that unit was running, work progressed to 15th/16th/Locust Street Station in the next phase of the project to replace the four oldest escalators on our system. Work on the escalator from the eastbound platform to the lobby at Woodcrest Station continues.

** The availability of the 12 escalators not under construction was 97.7%, a favorable variance of 7.7%.

Respectfully submitted,

John D. Rink
General Manager
### COMPARATIVE STATEMENT OF REVENUE AND EXPENSES

**2014**

<table>
<thead>
<tr>
<th>INCOME</th>
<th>1ST A/P</th>
<th>2ND A/P</th>
<th>3RD A/P</th>
<th>4TH A/P</th>
<th>5TH A/P</th>
<th>6TH A/P</th>
<th>7TH A/P</th>
<th>8TH A/P</th>
<th>9TH A/P</th>
<th>10TH A/P</th>
<th>11TH A/P</th>
<th>12TH A/P</th>
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</thead>
<tbody>
<tr>
<td><strong>Operating</strong></td>
<td>2,077,210</td>
<td>1,908,931</td>
<td>2,149,324</td>
<td>2,197,350</td>
<td>2,169,463</td>
<td>2,084,769</td>
<td>0</td>
<td>0</td>
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<tr>
<td>Non-Operating</td>
<td>55,078</td>
<td>42,274</td>
<td>51,331</td>
<td>41,724</td>
<td>450,817</td>
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<td><strong>Total Income-Pd</strong></td>
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<td>2,200,655</td>
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<td><strong>Total Income-YTD</strong></td>
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<td>6,284,149</td>
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<td>13,285,402</td>
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<tr>
<td><strong>Total Oper Inc.-Pd</strong></td>
<td>2,077,210</td>
<td>1,908,931</td>
<td>2,149,324</td>
<td>2,197,350</td>
<td>2,169,463</td>
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<td><strong>Total Oper Inc.-YTD</strong></td>
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<thead>
<tr>
<th>EXPENSE</th>
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<tr>
<td><strong>Way &amp; Power</strong></td>
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<td>1,056,257</td>
<td>1,039,215</td>
<td>825,640</td>
<td>1,061,059</td>
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<td><strong>Equipment</strong></td>
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<td><strong>Transportation</strong></td>
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<td>1,277,618</td>
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<td><strong>Administration</strong></td>
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<td>369,298</td>
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<tr>
<td><strong>Purchased Power</strong></td>
<td>433,366</td>
<td>524,937</td>
<td>453,948</td>
<td>419,501</td>
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<td><strong>Ins &amp; Claims</strong></td>
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<td><strong>Sub-Total-Pd</strong></td>
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<td>3,988,700</td>
<td>3,901,857</td>
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<td><strong>Sub-Total-YTD</strong></td>
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<tr>
<td><strong>Rent-DRPA-PD</strong></td>
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<td>510,167</td>
<td>510,167</td>
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<td><strong>Rent-DRPA-YTD</strong></td>
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<td>1,530,497</td>
<td>2,040,664</td>
<td>2,550,831</td>
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<td><strong>Total Expenses-Pd</strong></td>
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<td><strong>Total Expenses-YTD</strong></td>
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<td>852,329</td>
<td>876,394</td>
<td>861,708</td>
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<tr>
<td><strong>Passengers-YTD</strong></td>
<td>1,580,684</td>
<td>2,433,013</td>
<td>3,309,407</td>
<td>4,171,115</td>
<td>4,989,413</td>
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<tr>
<td><strong>Oper Rev./Pass-Pd</strong></td>
<td>2,5348</td>
<td>2,5078</td>
<td>2,5217</td>
<td>2,5073</td>
<td>2,5072</td>
<td>2,5169</td>
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<tr>
<td><strong>Oper Rev./Pass-YTD</strong></td>
<td>2,5218</td>
<td>2,5216</td>
<td>2,5179</td>
<td>2,5177</td>
<td>2,5179</td>
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<tr>
<td><strong>Oper Exp./Pass-Pd</strong></td>
<td>4,887</td>
<td>5,0672</td>
<td>4,6798</td>
<td>4,4522</td>
<td>4,9338</td>
<td>4,0832</td>
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<tr>
<td><strong>Oper Exp./Pass-YTD</strong></td>
<td>4,9738</td>
<td>4,8708</td>
<td>4,7599</td>
<td>4,7958</td>
<td>4,6786</td>
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<tr>
<td><strong>Car Miles-Pd</strong></td>
<td>436,060</td>
<td>400,635</td>
<td>421,914</td>
<td>386,288</td>
<td>356,027</td>
<td>299,342</td>
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<td>0</td>
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<tr>
<td><strong>Car Miles-YTD</strong></td>
<td>842,918</td>
<td>1,264,622</td>
<td>1,651,120</td>
<td>2,007,147</td>
<td>2,306,498</td>
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<tr>
<td><strong>Oper Rev./CM-Pd</strong></td>
<td>4,7634</td>
<td>4,6821</td>
<td>5,0942</td>
<td>5,6584</td>
<td>6,0583</td>
<td>5,9645</td>
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<td><strong>Oper Rev./CM-YTD</strong></td>
<td>4,729</td>
<td>4,8508</td>
<td>5,0468</td>
<td>5,228</td>
<td>5,4533</td>
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<tr>
<td><strong>Oper Exp./CM-Pd</strong></td>
<td>9,1837</td>
<td>9,4807</td>
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<td>11,9415</td>
<td>11,3124</td>
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<td><strong>Oper Exp./CM-YTD</strong></td>
<td>9,3271</td>
<td>9,3693</td>
<td>9,5405</td>
<td>9,9654</td>
<td>10,1411</td>
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</tr>
<tr>
<td><strong>Avg. Rev./Pass-YTD</strong></td>
<td>2,502</td>
<td>2,5634</td>
<td>2,5829</td>
<td>2,5735</td>
<td>2,6694</td>
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Port Authority Transit Corporation
Analysis of Budgeted/Actual Income - Year 2014
6th Accounting Period Ending
June 30, 2014

<table>
<thead>
<tr>
<th></th>
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<th></th>
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<th></th>
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</tr>
</thead>
<tbody>
<tr>
<td>Gross Passenger Revenue</td>
<td>$24,546,610</td>
<td>$2,014,470</td>
<td>($15,264)</td>
<td>$12,429,603</td>
<td>$12,162,438</td>
<td>($267,167)</td>
</tr>
<tr>
<td>Smart Card Sales</td>
<td>93,600</td>
<td>8,540</td>
<td>940</td>
<td>$48,800</td>
<td>48,150</td>
<td>1,350</td>
</tr>
<tr>
<td>Less Transfers</td>
<td>522,210</td>
<td>4,317</td>
<td>284</td>
<td>6,57% F</td>
<td>20,436</td>
<td>26,165</td>
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<tr>
<td>Net Passenger Revenue</td>
<td>$24,588,000</td>
<td>$2,018,976</td>
<td>($14,240)</td>
<td>$12,448,867</td>
<td>$12,184,421</td>
<td>($263,446)</td>
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<td>Advertising</td>
<td>$820,085</td>
<td>$48,863</td>
<td>($55,222)</td>
<td>$484,606</td>
<td>$265,309</td>
<td>($219,307)</td>
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<tr>
<td>Parking</td>
<td>804,548</td>
<td>85,793</td>
<td>5,184</td>
<td>2,68% U</td>
<td>420,960</td>
<td>393,628</td>
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<tr>
<td>Interest</td>
<td>2,500</td>
<td>(41)</td>
<td>246</td>
<td>-120.00% U</td>
<td>1,238</td>
<td>455</td>
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<tr>
<td>Miscellaneous</td>
<td>14,589</td>
<td>2,308</td>
<td>2,213</td>
<td>339.47% F</td>
<td>424,581</td>
<td>420,803</td>
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<tr>
<td>Total Income</td>
<td>$26,229,673</td>
<td>$2,133,899</td>
<td>($69,174)</td>
<td>$13,220,559</td>
<td>$13,268,802</td>
<td>47,243</td>
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<tr>
<td>Passengers</td>
<td>10,206,599</td>
<td>828,298</td>
<td>15,866</td>
<td>1.88% U</td>
<td>5,188,234</td>
<td>4,999,413</td>
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8/5/2014
<table>
<thead>
<tr>
<th></th>
<th>2013 BUDGET</th>
<th>2014 BUDGET</th>
<th>ACTUAL</th>
<th>VARIANCE</th>
<th>2014 BUDGET</th>
<th>ACTUAL</th>
<th>VARIANCE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gross Passenger Revenue</td>
<td>$24,546,610</td>
<td>$20,273,733</td>
<td>$20,144,470</td>
<td>($15,264)</td>
<td>$12,429,603</td>
<td>$12,162,436</td>
<td>($267,167)</td>
</tr>
<tr>
<td>Smart Card Sales</td>
<td>$93,600</td>
<td>$7,800</td>
<td>$8,540</td>
<td>$740</td>
<td>9.5% F</td>
<td>$46,600</td>
<td>$48,150</td>
</tr>
<tr>
<td>Less Transfers</td>
<td>$52,320</td>
<td>$4,317</td>
<td>$4,034</td>
<td>$284</td>
<td>6.6% F</td>
<td>$26,439</td>
<td>$26,185</td>
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<tr>
<td>Net Passenger Revenue</td>
<td>$24,599,000</td>
<td>$20,304,216</td>
<td>$20,180,976</td>
<td>($14,240)</td>
<td>$12,440,907</td>
<td>$12,184,241</td>
<td>($256,666)</td>
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<tr>
<td>Other</td>
<td>$1,641,673</td>
<td>$199,856</td>
<td>$114,923</td>
<td>($45,933)</td>
<td>32.3% U</td>
<td>$770,592</td>
<td>$1,083,981</td>
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<tr>
<td>Total Income</td>
<td>$26,240,673</td>
<td>$22,204,072</td>
<td>$21,239,399</td>
<td>($94,173)</td>
<td>$13,220,569</td>
<td>$13,258,402</td>
<td>($37,833)</td>
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<tr>
<td>Way &amp; Power Dept.</td>
<td>$11,289,114</td>
<td>$880,634</td>
<td>$804,783</td>
<td>($75,851)</td>
<td>8.6% F</td>
<td>$5,592,372</td>
<td>$5,809,658</td>
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<tr>
<td>Equipment Dept.</td>
<td>$6,866,183</td>
<td>$531,075</td>
<td>$510,533</td>
<td>($40,542)</td>
<td>7.4% F</td>
<td>$3,374,673</td>
<td>$3,490,560</td>
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<td>Transportation Dept.</td>
<td>$17,499,810</td>
<td>$1,372,957</td>
<td>$1,183,798</td>
<td>$189,159</td>
<td>13.8% F</td>
<td>$8,604,677</td>
<td>$7,910,083</td>
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<tr>
<td>Administration Dept.</td>
<td>$5,628,788</td>
<td>$437,866</td>
<td>$302,546</td>
<td>$135,322</td>
<td>38.0% F</td>
<td>$2,791,662</td>
<td>$2,358,463</td>
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<tr>
<td>Insurance &amp; Claims</td>
<td>$1,692,780</td>
<td>$141,065</td>
<td>$235,940</td>
<td>($94,875)</td>
<td>67.3% U</td>
<td>$846,390</td>
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<td>Purchased Power</td>
<td>$4,649,919</td>
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<td>$346,699</td>
<td>$59,376</td>
<td>14.5% F</td>
<td>$2,278,011</td>
<td>$2,514,379</td>
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<tr>
<td>Sub-Total</td>
<td>$47,607,574</td>
<td>$3,841,842</td>
<td>$3,386,287</td>
<td>$455,655</td>
<td>11.9% F</td>
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<td>$23,390,274</td>
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<tr>
<td>Rent-DRPA</td>
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<td>0% F</td>
<td>$3,060,998</td>
<td>$3,060,998</td>
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<tr>
<td>Reserve Accrual for Other Post Employment Benefits</td>
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<td>0</td>
<td>0</td>
<td>0% F</td>
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<tr>
<td>Total Expenses</td>
<td>$53,729,574</td>
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<td>$3,896,454</td>
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<td>15.5% F</td>
<td>$26,549,183</td>
<td>$26,451,272</td>
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<td>Transit Loss</td>
<td>($27,456,901)</td>
<td>($2,140,037)</td>
<td>($1,762,555)</td>
<td>($386,462)</td>
<td>18.0% F</td>
<td>($13,328,624)</td>
<td>($13,182,870)</td>
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</table>
RESOLUTION

WHEREAS, LINDWOOD M. DANIELS has faithfully served the Port Authority Transit Corporation for THIRTY NINE years in a conscientious and reliable manner, and

WHEREAS, LINDWOOD M. DANIELS wishes to accept retirement effective July 11, 2014 under the provisions of his employment benefits; now therefore,

BE IT RESOLVED: That, the Commissioners of the Delaware River Port Authority accept your retirement request from your position, Train Operator, and concurrently extend sincere best wishes for a long, healthy and happy future, and

BE IT FURTHER RESOLVED: That a copy of the foregoing resolution be suitably prepared and forwarded to LINDWOOD M. DANIELS.
1. Staff was involved in the following activities concerning Contractor Safety:

- Conducted Contractor’s Safety Briefings and created the necessary follow-up reports of safety briefings as shown below:

<table>
<thead>
<tr>
<th>DATE</th>
<th>CONTRACTOR</th>
<th>PATCO CONTRACT NO.</th>
<th>PROJECT / WORK AREA</th>
<th>NUMBER IN ATTENDANCE</th>
</tr>
</thead>
<tbody>
<tr>
<td>07/01/14</td>
<td>KS Engineers</td>
<td>Site Specific</td>
<td>Emergency Repairs to White Horse Rd. &amp; Woodcrest Bridges</td>
<td>1</td>
</tr>
<tr>
<td>07/07/14</td>
<td>Perry Resources</td>
<td>Temporary</td>
<td>Equipment Custodian</td>
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<tr>
<td>07/07/14</td>
<td>Perry Resources</td>
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<td>Transit Ambassador</td>
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<tr>
<td>07/07/14</td>
<td>RCC/IBC-JV</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
<td>3</td>
</tr>
<tr>
<td>07/07/14</td>
<td>RCC/IBC/Beach/Vanalt</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
<td>3</td>
</tr>
<tr>
<td>07/07/14</td>
<td>DRPA transfer</td>
<td></td>
<td>Storekeeper</td>
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<tr>
<td>07/07/14</td>
<td>BrinkerhoffEnvironmen</td>
<td></td>
<td>Remediation Project</td>
<td>2</td>
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<tr>
<td>07/09/14</td>
<td>KS Engineers/ AP</td>
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<td>Emergency Repairs to White Horse Rd. &amp; Woodcrest Bridges</td>
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<tr>
<td>07/09/14</td>
<td>KS Engineers</td>
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<td>Emergency Repairs to White Horse Rd. &amp; Woodcrest Bridges</td>
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<tr>
<td>07/12/14</td>
<td>RCC/IBC-JV</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
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<td>07/14/14</td>
<td>RCC/IBC-JV</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
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<tr>
<td>07/14/14</td>
<td>AP Construction</td>
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<td>Emergency Repairs to White Horse Rd. &amp; Woodcrest Bridges</td>
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<tr>
<td>07/14/14</td>
<td>Alstom/Quester Tangent</td>
<td>18-C</td>
<td>Transit Car Overhaul</td>
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<tr>
<td>DATE</td>
<td>CONTRACTOR</td>
<td>PATCO CONTRACT NO.</td>
<td>PROJECT / WORK AREA</td>
<td>NUMBER IN ATTENDANCE</td>
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<tr>
<td>----------</td>
<td>----------------------------</td>
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<td>07/14/14</td>
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<td>07/14/14</td>
<td>Enviroprobe</td>
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<td>07/19/14</td>
<td>RCC/IBC-JV</td>
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<td>07/21/14</td>
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<td>48-2011</td>
<td>Escalators@Woodcrest, 12th/13th/15th/16thLocust</td>
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<td>RCC/IBC-JV</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
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<tr>
<td>07/21/14</td>
<td>DRPA Public Safety</td>
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<td>Cross Training</td>
<td>4 + 4 PM</td>
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<tr>
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<td>07/23/14</td>
<td>RCC/IBC-JV</td>
<td>Site Specific 21-E</td>
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<tr>
<td>07/24/14</td>
<td>Farfield</td>
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<td>Cable Inspection</td>
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<td>07/28/14</td>
<td>KS Engineers</td>
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<td>Emergency Repairs to White Horse Rd. &amp; Woodcrest Bridges</td>
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<tr>
<td>07/28/14</td>
<td>AP Construction</td>
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<td>Emergency Repairs to White Horse Rd. &amp; Woodcrest Bridges</td>
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<tr>
<td>07/28/14</td>
<td>Accountants for You</td>
<td>Temporary</td>
<td>Center Tower</td>
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<tr>
<td>07/28/14</td>
<td>A.E.Stone/Delta Line</td>
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<td>Collingswood &amp; Ferry Parking Lots</td>
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<td>07/28/14</td>
<td>KS/Lippincott Jacobs</td>
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<td>07/28/14</td>
<td>GF/Beach/Vanalt</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
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<tr>
<td>JULY</td>
<td>Safety Day Passes</td>
<td></td>
<td>Various contracts</td>
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**Drug & Alcohol Tests – for July, 2014**

- Random Drug only: 9
- Random Alcohol: 2
- Post Accident Drugs: 0
- Post Accident Alcohol: 0

**TOTAL TESTS COMPLETED**: 11
2. Internal PATCO Safety Activities:
   - Conducted and participated in monthly SACC meeting.
   - Conducted and participated in Joint Workplace Committee meeting.

3. Involvement in Authority Activities:
   - Participated in Central Safety & Health Meeting.
   - Participated in Progress Meetings for Contract 21-E BFB Track Rehab.
   - Participated in Evacuation Planning meeting.

4. Outside Agency Involvement
   - Participated in Property Loss Prevention Visit.
   - Participated in TRA Safety Audit
PORT AUTHORITY TRANSIT CORPORATION

BOARD MEETING

One Port Center
2 Riverside Drive
Camden, New Jersey

Wednesday, July 16, 2014
PRESENT

PENNSYLVANIA

Jim Cawley, Esquire, Chairman
William Sasso, Esquire
Andrew Reilly, Esquire
Michelle Kichline, Esquire (via telephone)
Walter D'Alessio (via telephone)
Joann Bell
John Lisko, Esquire (for Robert McCord) (via telephone)
John J. Dougherty (for Auditor General DePasquale)

NEW JERSEY

Jeffrey L. Nash, Esquire, Vice Chairman
Albert Frattali
Richard Sweeney (via telephone)
Charles Fentress
Denise Mason
Rick Taylor
E. Frank DiAntonio (via telephone)

Officers and Chiefs

John Hanson, CEO
Michael Conallen, Deputy CEO
Danielle McNichol, General Counsel and Corporate Secretary
Kristen Mayock, Deputy General Counsel
James White, Acting CFO
Tim Pulte, COO (via telephone)
Toni Brown, CAO
Mike Venuto, Chief Engineer
John Rink, PATCO General Manager
Bennett Cornelius, Assistant General Manager, PATCO
Thomas Raftery, Inspector General (via telephone)
Gary Smith, Public Safety (for Chief Stief)
DRPA Staff

Valerie Bradford, Bridge Director, BFB/BRB
Nancy Farthing, Exec. Assistant to CEO
Howard Korsen, Contract Administration
Christina Maroney, Manager, Special Projects
Elizabeth McGee, Administrative Coordinator
Sheila Milner, Administrative Coordinator
Fran O'Brien, Manager, Customer & Com. Relations
William Shanahan, Director, Gov. Relations
Susan Squillace, Manager, Purchasing
Dawn Whiton, Administrative Coordinator

Counsel

David Rapuano, Esquire, Archer & Greiner, NJ Counsel
Thomas Ellis, Esquire, Duane Morris, PA Counsel

Others

Kathy Bruder, Esquire, Deputy Chief of Staff, Office of Governor Corbett
Joshua Wilson, Chief of Staff, Office of Lt. Gov.
Peter Simon, Esquire, NJ Gov. Authorities Unit
Collin Dinsmore
Anthony DeSantis (CAC)
Judy Boldurian (CAC)
Craig Hrinkevich
Arnold Alston
Carol Rhoades
Mark McMichael
Joe Quigley
Tara Chupka
Dave Conroy
Michael Neill
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PROCEEDINGS

(7:07 p.m.)

CHAIRMAN CAWLEY: Now, I would like to welcome everyone to the Port Authority Transit Corporation monthly meeting for Wednesday, July 16, 2014.

We'll begin with a roll call. Madam Secretary --

MS. McNICHOL: Governor Cawley?

CHAIRMAN CRAWLEY: Present.

MS. McNICHOL: Vice Chairman Nash?

VICE CHAIRMAN NASH: Here.

MS. McNICHOL: Commissioner Frattali?

COMMISSIONER FRATTALI: Here.

MS. McNICHOL: Commissioner Kichline?

COMMISSIONER KICHLINE: Here.

MS. McNICHOL: Commissioner Sasso?

COMMISSIONER SASSO: Here.

MS. McNICHOL: Commissioner Bell?

COMMISSIONER BELL: Here.

MS. McNICHOL: Commissioner Dougherty?

COMMISSIONER DOUGHTERY: Present.
MS. McNICHOL: Commissioner Fentress?

COMMISSIONER FENTRESS: Here.

MS. McNICHOL: Commissioner Reilly?

COMMISSIONER REILLY: Here.

MS. McNICHOL: Commissioner Taylor.

COMMISSIONER TAYLOR: Here.

MS. McNICHOL: Commissioner Mason?

COMMISSIONER MASON: Here.

MS. McNICHOL: Commissioner D'Alessio?

COMMISSIONER D'ALESSIO: Here.

MS. McNICHOL: Commissioner DiAntonio?

COMMISSIONER SWEENEY: Rick Sweeney is on the phone.

MS. McNICHOL: Commissioner Sweeney, Commissioner DiAntonio.

Is Commissioner Lisko on the phone, please?

You have a quorum, sir.

CHAIRMAN CAWLEY: Thank you.

COMMISSIONER SWEENEY: Rich Sweeney is also on the phone.

MS. McNICHOL: Thank you, sir.

CHAIRMAN CAWLEY: We'll now move to the
report of the General Manager.

MR. RINK: Thank you, Governor.

No changes to report as submitted.

CHAIRMAN CAWLEY: Thank you.

Questions for the General Manager?

Seeing none, I will entertain a motion to accept his report.

COMMISSIONER SASSO: So moved.

CHAIRMAN CAWLEY: Is there a second?

VICE CHAIRMAN NASH: Second.

CHAIRMAN CAWLEY: Discussion on the motion?

All those in favor will signify by saying aye.

ALL: Aye.

CHAIRMAN CAWLEY: Those opposed, nay.

Opinion of the Chair, the ayes have it. And the report is adopted.

Thank you, John.

We'll now move to the approval of the June 18, 2014, PATCO Board meeting minutes.

It would be appropriate at this time to offer any additions, deletions, corrections,
observations regarding those minutes.

Seeing none, I'll entertain a motion to approve the minutes.

COMMISSIONER BELL: So moved.

VICE CHAIRMAN NASH: Second.

CHAIRMAN CAWLEY: It has been moved and seconded.

Discussion on the motion?

Seeing none, all those in favor will signify by saying aye; those opposed, nay.

Opinion of the Chair, the ayes have it.

COMMISSIONER FRATTALI: I abstain.

CHAIRMAN CAWLEY: Noting Commissioner Frattali's abstention, the motion is carried.

We will now move to the monthly list of payments and monthly list of purchase orders and contracts covering the month of June of 2014.

I will accept a motion to receive and file the monthly list of payments, and the monthly list of purchase orders and contracts covering the month of 2014 -- June of 2014.

Is there such a motion?
COMMISSIONER SASSO: So moved.

CHAIRMAN CAWLEY: It has been moved.

Is there a second?

VICE CHAIRMAN NASH: Second.

CHAIRMAN CAWLEY: It has been moved and seconded.

All those in favor will signify by saying aye; those opposed, nay.

Opinion of the Chair, the ayes have it and the motion is carried.

I'll now accept a motion to receive and file the balance sheet and equity statement dated May 31, 2014.

Is there such a motion?

COMMISSIONER SASSO: So moved.

VICE CHAIRMAN NASH: Second.

CHAIRMAN CAWLEY: It's been moved and seconded.

Discussion on the motion?

Seeing none, all those in favor will signify by saying aye; those opposed, nay.

Opinion of the Chair, the ayes have it and
the motion carries.

We'll now move to approval of the Operations and Maintenance Committee meeting minutes of July 9, 2014.

If there are no observations or corrections to be offered on those minutes, I'll entertain a motion to approve the minutes.

CHAIRMAN NASH: So moved.
CHAIRMAN CAWLEY: It has been moved.
Is there a second?
COMMISSIONER SASSO: Second.
CHAIRMAN CAWLEY: It has been moved and seconded.

Discussion on the motion?
Seeing none, all those in favor will signify by saying aye; those opposed, nay.

Opinion of the Chair, the ayes have it and the motion carries.

We will now move to Item Number 7, that is adopting resolutions approved by the Operations and Maintenance Committee on July 9, 2014.

There is one such resolution. I will
entertain a motion to adopt the resolution.

COMMISSIONER SASSO: So moved.

VICE CHAIRMAN NASH: Second.

CHAIRMAN CAWLEY: It has been moved and seconded.

Discussion on the motion?

Seeing none, all those in favor will signify by saying aye; those opposed, nay.

Opinion of the Chair, the ayes have it. The motion carries and the resolution is adopted.

We will now move to unfinished business for the PATCO Board.

Is there any unfinished business to be brought before the PATCO Board?

Seeing none, we'll move to new business.

There is one item of new business. I will entertain a motion to adopt PATCO-14-030.

Is there such a motion?

COMMISSIONER FRATTALI: So moved.

VICE CHAIRMAN NASH: Second.

CHAIRMAN CAWLEY: It has been moved and seconded.
Discussion on the motion?

Seeing none, all those in favor will signify by saying aye; those opposed, nay.

Opinion of the Chair, the ayes have it and that resolution is adopted.

Is there any additional business to be brought before the PATCO Board this evening?

Seeing none, I'll entertain a motion to adjourn.

VICE CHAIRMAN NASH: So moved.

COMMISSIONER FENTRESS: Second.

CHAIRMAN CAWLEY: It has been moved and seconded.

Discussion on the motion?

Seeing none, all those in favor will signify by saying aye; those opposed, nay.

Opinion of the Chair, the ayes have it. And we are adjourned.

(Whereupon, the meeting ended on July 16, 2014, at 7:11 p.m.)
There being no further business, on motion duly
Made and seconded, the meeting was adjourned.

Respectfully submitted,

Danielle L. McNichol
Corporate Secretary
CERTIFICATE

This is to certify that the attached proceedings before the Port Authority Transit Corporation Board Meeting on July 16, 2014, were held as herein appears, and that this is the original transcript thereof for the file of the Agency.

FREE STATE REPORTING, INC.

Mike McCann
(Official Reporter)
MONTHLY LIST OF PAYMENTS
<table>
<thead>
<tr>
<th>Vendor Name</th>
<th>Item Description</th>
<th>Resolution # / Authorization</th>
<th>Amount</th>
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<td>Vapor Stone Rail Systems</td>
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Vendor Name | Item Description | Resolution # / Authorization | Amount
---|---|---|---
Applied Industrial Technologies | Maintenance Of Shop Equipment | 25K Threshold | $4,016.04
Fastenal Company | Maintenance Of Track & Signal Equipment | 25K Threshold | $158.77
Grainger | Maintenance Of Track & Signal Equipment | 25K Threshold | $239.24
H.A. DeHart & Son | Maintenance Of Track & Signal Equipment | 25K Threshold | $72.66
NAPA Auto Parts Stratford | Maintenance Of Track & Signal Equipment | 25K Threshold | $5,386.57
Wharton Hardware & Supply | Maintenance Of Track & Signal Equipment | 25K Threshold | $721.28
Simco Electronics | Maintenance Of Track & Signal Equipment Total | 25K Threshold | $6,878.50
Walco Electric Co. | Maintenance of Transportation Equipment | 25K Threshold | $188.00
WORKNET Occ Med | \[351.72\] | | |
Interstate Mobile Care, Inc. | Medical-Physical Exam | PATCO-11-014 | $28,359.00
WORKNET Occ Med | Medical-Physical Exam | PATCO-13-036 | $403.05
Camden County Clerk | Office Expense | 25K Threshold | $163.00
Nestle Waters North America Inc. | Office Expense | DRPA-14-058 | $753.12
Cammed Computers Inc. | Office Supplies And Equipment | 25K Threshold | $343.60
G A Bianco & Sons Inc. | Office Supplies And Equipment | 25K Threshold | $50.00
Office Basics, Inc. | Office Supplies And Equipment | 25K Threshold | $89.50
Paper Mart Inc. | Office Supplies And Equipment | DRPA-13-135 | $370.50
Parliament Paper | Office Supplies And Equipment | DRPA-13-135 | $638.44
W.B. Mason Co., Inc. | Office Supplies And Equipment | DRPA-13-036 | $1,975.69
PATCO - Payroll Account | Payroll For Accounting Period | $996,201.19
PNC BANK | Payroll For Accounting Period Total | $996,201.19
US Postal Service | Postage | 25K Threshold | $133.00
Pulse Supply | Postage Total | $133.00
SunGard Availability Services LP. | Professional Ser. Information Systems | 25K Threshold | $15,344.00
Accredited Environmental Tech. Inc. | Professional Ser. Information Systems | 25K Threshold | $1,738.00
Security and Data Technologies, Inc. | Professional Ser. Information Systems Total | $17,082.00
Amanda Buono | Refunds | 25K Threshold | $20.00
Amanda Rota | Refunds | 25K Threshold | $16.80
Colin Gibson | Refunds | 25K Threshold | $14.80
David Nicholson | Refunds | 25K Threshold | $14.00
Frederick and Sandra Hill | Refunds | 25K Threshold | $33.95
Jennifer Weber | Refunds | 25K Threshold | $14.80
Ken Applegate | Refunds | 25K Threshold | $22.20
Lisa McGee | Refunds | 25K Threshold | $10.00
Michele Hastings | Refunds | 25K Threshold | $14.00
Nichole Branch | Refunds | 25K Threshold | $13.00
Robert Tucker | Refunds | 25K Threshold | $16.80
A & A Glove & Safety Co. | Safety Expenses | 25K Threshold | $617.58
Accredited Environmental Tech. Inc. | Safety Expenses | 25K Threshold | $1,785.00
Aingsa Safety, Inc. | Safety Expenses | 25K Threshold | $865.21
Brandywine Packaging | Safety Expenses | 25K Threshold | $301.48
Grainger | Safety Expenses | 25K Threshold | $961.68
Irvine Fire & Safety | Safety Expenses | 25K Threshold | $254.40
On Safety Corporation | Safety Expenses | 25K Threshold | $360.80
Pendergast Safety Equipment Co | Safety Expenses | 25K Threshold | $1,312.90
SAF-GARD Safety Shoe Company | Safety Expenses | 25K Threshold | $3,472.81
Safety-Kleen Corporation | Safety Expenses | 25K Threshold | $1,047.32
Stauffer Glove & Safety Co. | Safety Expenses | 25K Threshold | $1,963.59
Schneider Electric | Security/Law Enforcement Costs | DRPA-13-092 | $9,322.83
Republic Services | Service Contract - Trash Removal | PATCO-13-034 | $3,217.40
Waste Management of New Jersey, Inc. | Service Contract - Trash Removal | PATCO-14-001 | $2,446.65
T Slack Environmental Service Inc. | Service Contract - Trash Removal Total | $5,664.05
Treasurer, State of NJ | Settlement Of Claim | 25K Threshold | $200.00
Borough Of Collingswood | Sewer Water Charges | 25K Threshold | $284.95
Camden County Municipal Utilities Authority | Sewer Water Charges | 25K Threshold | $2,650.50
City of Camden | Sewer Water Charges | 25K Threshold | $2,97.61
NJ-American Water Co. | Sewer Water Charges | 25K Threshold | $699.44
Water Revenue Bureau City of Philadelphia | Sewer Water Charges | 25K Threshold | $4,614.16
Global Equipment Co. | Sewer Water Charges Total | $8,646.66
Modern Handling Equipment Co. | Shop Equipment | 25K Threshold | $1,975.69
NAPA Auto Parts Stratford | Shop Equipment | 25K Threshold | $122.21
Netco Product Inc. | Shop Equipment | 25K Threshold | $72.00
Snap-On Industrial | Shop Equipment | 25K Threshold | $341.41
Shop Equipment Total | $2,881.49
Page 3 of 4
<table>
<thead>
<tr>
<th>Vendor Name</th>
<th>Item Description</th>
<th>Resolution / Authorization</th>
<th>Amount</th>
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<td>Monthly List Of Payments 07/01/14 through 07/31/14</td>
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<td>C.L. Presser Company</td>
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<td>Redy Battery</td>
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<td>Snap-On Industrial</td>
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<td>South Jersey Welding Supply Company</td>
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<td>Snow Removal Costs in Connection with the 02/13/14 Storm</td>
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<td>BOTTOMLINE TECHNOLOGIES, INC.</td>
<td>Purchases</td>
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<td>Bruce’s Collision Center</td>
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<td>CHEMSEARCH</td>
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<td>CHESTNUT RIDGE FOAM, INC.</td>
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<td>FASTENAL COMPANY</td>
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<td>G-TEL Enterprises, Inc.</td>
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<td>HAIJOA CORP</td>
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<td>HARRY'S PLUMBING &amp; HEATING SUPPLIES, INC.</td>
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<td>HELWIG CARBON PRODUCTS, INC.</td>
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<td>INDCO INC.</td>
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<td>INDCO INC.</td>
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<td>Industrial Distribution Group</td>
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<td>JAMAICA BEARINGS INC</td>
<td>OVERHAUL TRANSIT CAR TRUCKS</td>
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<td>JAMES DOORCHECK INC.</td>
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<td>MAC Products Inc</td>
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<td>Shop Equipment</td>
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<td>Oliver Communications Group, Inc.</td>
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<td>Orr Safety Corporation</td>
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<td>Precision Flow LLC</td>
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<td>Provantage Corporation</td>
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<td>QC INC.</td>
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<td>TRANSIT AMBASADORS</td>
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<td>Sherwin-Williams Co., Woodbury, NJ</td>
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<td>V.E. Ralph &amp; Sons, Inc.</td>
<td>Miscellaneous Office Exp.</td>
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<td>W.B. Mason Co., Inc.</td>
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<td>Walker and Associates, Inc.</td>
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<td>VENDOR NAME</td>
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<td>RESOLUTION</td>
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<td>WHARTON HARDWARE &amp; SUPPLY</td>
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BALANCE SHEET
PORT AUTHORITY TRANSIT CORPORATION

BALANCE SHEET
June 30, 2014

ASSETS

<table>
<thead>
<tr>
<th></th>
<th>December 31, 2013</th>
<th>June 30, 2014</th>
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<tbody>
<tr>
<td>Cash (Includes $107,460 in Station Escrow Funds)</td>
<td>$1,058,237</td>
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<td>Investments (Note 1)</td>
<td>2,654,548</td>
<td>2,654,738</td>
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<td>Accounts Receivable</td>
<td>788,386</td>
<td>104,366</td>
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<td>Inventory at lower of cost (first-in, first-out) or market</td>
<td>6,115,929</td>
<td>6,201,790</td>
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<td>Prepaid Expenses</td>
<td>453,643</td>
<td>694,172</td>
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<td>Work Orders in Progress</td>
<td>498,142</td>
<td>697,043</td>
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<td></td>
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<td>$11,568,885</td>
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LIABILITIES AND EQUITY

Liabilities:

Accounts Payable:
- Trade: $1,738,994 $1,502,077
- Delaware River Port Authority (Note 2): 244,730,000 247,790,998

Accrued Liabilities:
- Reserve for Other Post Employment Benefits (Note 4): 14,000,112 14,000,112
- Deferred Revenue (Note 5): 3,311,580 3,450,382
- Wages: 710,616 557,970
- Payroll taxes: 51,785 75,050
- Pension and Other: 320,307 317,360
- Sick Leave Benefits: 495,913 464,934
- Reserve for Unused Vacation: 335,113 307,543
- Reserve for contingent liabilities (Note 3): 5,532,674 6,081,245

$ 271,227,094 $ 274,547,671

Equity:

Advances from Delaware River Port Authority: 360,760,210 371,482,643
Deficit: ($620,418,419) ($633,601,289)

$ 11,568,885 $ 12,429,025
<table>
<thead>
<tr>
<th>Operating Revenues:</th>
<th>Year to date ended</th>
<th>Month ended</th>
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<tr>
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<td>June 30, 2014</td>
<td>June 30, 2014</td>
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<tr>
<td>Passenger fares</td>
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<td>Passenger parking</td>
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<td>Passenger - other</td>
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<td>Advertising</td>
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<td>Telecommunications Rental Income</td>
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<td>Miscellaneous</td>
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<td>Interest Income From Investments</td>
<td>455</td>
<td>(41)</td>
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<td>$13,268,402</td>
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<th>Operating Expenses:</th>
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<td>Maintenance of Way and Power</td>
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<td>Maintenance of Equipment</td>
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<td>Purchased Power</td>
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<td>General Insurance</td>
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<td>Superintendence and General Office</td>
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<td>Rent of Rapid Transit System Facilities (Note 2)</td>
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<td>Other Post Employment Benefits Accrual (Note 4)</td>
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<td>$26,451,272</td>
<td>$3,896,454</td>
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</table>

| Net Income (loss)                      | ( $ 13,182,870)      | ( $ 1,762,555) |

| Deficit, December 31, 2013             | ( $ 620,418,419)     |

| Deficit, June 30, 2014                 | ( $ 633,601,289)     |

See Notes To Financial Statements
1. Investments:

The Corporation has set aside $2,655,000, par value Treasury Bill due 12-26-14 to partially fund its liability for self-insurance with the following limits:

(a) Totally self-insured for Voluntary Workers Compensation.

(b) Comprehensive General Liability from the first dollar to $5,000,000 per occurrence.

2. Rent of transit system facilities:

All rapid transit system facilities used by the Corporation are leased from the Delaware River Port Authority, under terms of an agreement dated April 18, 1969 and amended June 3, 1974. The lease requires the Corporation to operate and maintain the Locust-Lindenwold line.

The terms of the amended agreement, which was made retroactive to January 1, 1974, and which is to continue from year to year, provide that the Corporation pay a minimum annual rental of $6,122,000, which approximates the sum of the annual interest expense to the Delaware River Port Authority for that portion of its indebtedness attributable to the construction and equipping of the leased facilities plus the provision for depreciation of the rapid transit facilities as recorded by the Authority. In addition, the lease requires the Corporation to pay to the Authority any net earnings from operations for the Locust-Lindenwold line less a reasonable amount to be retained for working capital and operating reserves.

The rent is payable semi-annually on June 30 and December 31. The Corporation is in default of this agreement as payments totaling $247,790,998 from January 1, 1974 through June 30, 2014 have not been made to the Authority.

3. Reserves for Contingent Liabilities:

Pursuant to a policy of self-insurance, the Corporation has reserved $4,136,197 for Comprehensive General Liability and $1,945,048 for Workers’ Compensation.

4. Other Post-Employment Benefits:

The Government Accounting Standards Board (GASB) has issued Statement No. 45, “Accounting and Financial Reporting by Employers for Post-Employment Benefits Other than Pensions (OPEB),” which addresses the accountability and disclosure of the costs and obligations, that are associated with post-employment health care and other non-pension benefits to current and future retirees, by governmental entities. Pursuant to this requirement, the Corporation adopted its reporting requirements during the 2007 fiscal year. The OPEB accrual, in recognition of the costs and obligations associated with post-employment health care, represents an actuarial determined amount upon an unfunded assumption under a 30-year amortization period at a discount rate of 5%.

5. Deferred Revenue:

Deferred revenue consists of the prepayment of fares related to the unearned values on passengers’ smart cards for unused trips.
OPERATIONS & MAINTENANCE
DELAWARE RIVER PORT AUTHORITY

Operations and Maintenance Committee Meeting

One Port Center
2 Riverside Drive
Camden, New Jersey

Wednesday, August 6, 2014

Committee Members:

William Sasso, Esquire, Chairman
Al Frattali, Vice Chairman
Charles Fentress
Richard Sweeney
Michelle Kichline, Esquire (via telephone)
E. Frank DiAntonio

Also Present:

Christine Wechsler Rayer, Esquire, Deputy General Counsel, PA Governor's Office (via telephone)
Peter Simon, Assistant Counsel, NJ Governor's Authorities Unit
DRPA/PATCO Staff:

John Hanson, Chief Executive Officer
Michael Conallen, Deputy Chief Executive Officer
Danielle McNichol, General Counsel/Corporate Secretary
Kristen Mayock, Deputy General Counsel
Timothy Pulte, Chief Operating Officer
Toni Brown, Chief Administrative Officer
Michael Venuto, Chief Engineer
John Rink, PATCO General Manager
Bennett Cornelius, PATCO Assistant General Manager
Bill Shanahan, Director, Government Relations
Mark Lopez, Manager, Government Relations
Dan Auletto, Bridge Director, WWB/CBB
Thomas Rafferty, Inspector General
Fran O'Brien, Manager, Customer & Community Relations
Robert Traver, Technical Supervisor, Equipment
Pat McBride, Director, Transit Services
Sheila Milner, Administrative Coordinator
Elizabeth McGee, Administrative Coordinator

Others Present:

Edward Laird, LTK
Rick Landell, LTK
Sharon Knorr, LTK
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<tr>
<td>Recent Happenings</td>
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<tr>
<td><em>(Presenter Mike Venuto)</em></td>
<td></td>
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<tr>
<td>Capital Project Contract Modifications <em>(Presenter Mike Venuto)</em></td>
<td>14</td>
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<tr>
<td>Furnish and Install Ventilation Fans for Camden Subway Station Platforms <em>(Presenter John Rink)</em></td>
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<td>Sole/Single Source Vendors for Transit Car Truck Overhaul Program for PATCO - CY-2014 <em>(Presenter John Rink)</em></td>
<td>21</td>
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<td>Updated Title VI Report to Federal Transit Administration <em>(Presenter Toni Brown)</em></td>
<td>23</td>
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<td>2013 TSGP Regional Public Service Announcement Project, Phase IV <em>(Presenter William Shanahan)</em></td>
<td>27</td>
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<tr>
<td>Executive Session <em>(Off record for Executive Session)</em></td>
<td></td>
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<td>General Discussion</td>
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<td>Change Order/Supplement Update</td>
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FREE STATE REPORTING, INC.  
Court Reporting Transcription  
D.C. Area 301-261-1902  
Balt. & Annap. 410-974-0947
CHAIRMAN SASSO: I would like to call the meeting to order and ask the Secretary to call the roll.

MS. McNICHOL: Chairman Sasso?
CHAIRMAN SASSO: Here.
MS. McNICHOL: Vice Chair Frattali?
VICE CHAIRMAN FRATTALI: Here.
MS. McNICHOL: Commissioner Reilly?
Commissioner Kichline?
COMMISSIONER KICHLINE: Here.
MS. McNICHOL: Commissioner Bell?
Commissioner Sweeney?
COMMISSIONER SWEENEY: Here.
MS. McNICHOL: Commissioner Fentress?
COMMISSIONER FENTRESS: Here.
MS. McNICHOL: Commissioner DiAntonio?
COMMISSIONER DIAntonio: Here.
MS. McNICHOL: You have a quorum, sir.
CHAIRMAN SASSO: Thank you.
We're going to adjust the agenda a little bit. First, I'm going to call on Mike Venuto to make comments with regard to some recent happenings.

MR. VENUTO: Thank you. Good morning, Commissioners.

I just wanted to start off the meeting -- we're paying a lot of attention, and there's been a lot of
significant discussion, about the PATCO track rehab across the Ben Franklin Bridge Project. And we came into a very difficult challenging time over the last 60 days where we went into the full-time outage of the south track, where we ran a single track for 60 days. That 60 days ended. That single track outage ended over the weekend, and I just wanted to report in and let you know that we did make the 60 days.

We had the tracks back up and running with passenger and revenue service on Monday morning, like any other construction job not without some hiccups. We battled right to the end, but we -- running the test trains Sunday into Monday morning. We did make the 60-day outage and it is working well right now.

So we're going to be prepared over the next four weeks to take out the north track, and then we'll move that north track outage for about 50 days, or thereabouts, and finish that side. So I just wanted to report given the fact that we talked about that project -- we had a very successful project -- lot of good feedback, and I'm proud of the team -- the support that we got from the O&M Committee and the entire team that worked on that project.

MR. RINK: Mike, can I just add something real quick.

In regards to the project, it wouldn't be successful without various people that worked hard for
that. And actually two of the gentlemen here -- and I'd like to take the chance to let you know, Commissioners, you probably have met them before at various meetings.

But just to let you know, Bob Traver, he's been the Acting Director of Equipment during the outage, him and his staff were able to keep our existing equipment up into the 80s, high 80s. And some days we had all of our cars available for service. Without his hard work and his department's hard work, we wouldn't have been able to have the schedule every day during that outage. We had 100 percent of our equipment to move our customers. So I just like you to know, and commend him and his department on that part.

Next to him is Pat McBride. He's the Director of Transit Services. He handles the train operators and center tower. But more important, him and his staff put together the schedule that works very well. Once our customers got accustomed to how the schedule was laid out, we were able to provide great service to our customers. He moved them into the city in the morning to go to work and back in the evening. If it wasn't for him and his staff coming up with a schedule that worked well, we wouldn't be successful.

So I just wanted to take the time to acknowledge the two gentlemen here.

MR. HANSON: A couple of things that I would say. This project was a tremendous collaborative effort,
and I echo what John said.

It really began with the work of Pat McBride and the people in Transit Services. Equipment has done a fantastic job, you know. A lot of things happened that went right with this job. Tremendous partnership with Bridge Operations, Tim Pulte, Val Bradford, Tony Fergione, among others. It's hard to even mention all the people. HR was incredibly responsive, Finance, Purchasing; the list goes on and on.

And it really did come right down to the wire, and it -- the track got back in service after 3 o'clock Monday morning, finally. I think that the number of people who are here today and who aren't will attest to the fact that I wasn't that easy to get along with in

CHAIRMAN SASSO: Hard to believe.

MR. HANSON: -- in the waning hours of the project. John Rink and Mike Venuto were here at 3 o'clock in the morning and for a long time, along with many others. Manager, Way & Power, Bill Shaw, put in nearly 40 hours over the course of this weekend, so did others. And we did it. We said we were going to do it, and we did it. A great collaborative effort; Police Department, Transit Ambassadors people -- I mean all the way around it was a lot of support and effort. And we had a lot of things going against us going into it.

As you know the organization had struggled a
little bit with the escalators. You had no assistant
general manager and a completely inexperienced CEO when
we started. The Directors of Way & Power and Equipment
both retired on relatively short notice in that period of
time, and we had people step up in between. A lot of
valuable effort and knowledge from Deputy CEO Mike
Conallen, who spent a lot of time at John Matheussen's
request at PATCO. So it was a tremendous effort
organization-wide. And the reality is with the 60 days,
we almost -- we came right down to the wire in making it
right.

We also had to -- we lost our Communications
Director. Fran O'Brien and Mike Williams stepped up. We
had to put people in place, do social media. And we had,
again, Pat McBride, Christina Maroney, Kristen Klepacki.
So even with all that effort, we came right down to the
wire. That was a 60-day outage.

One of the things that has come up was
something that that I've been thinking about a lot
leading up to this, Assistant General Manager of PATCO,
Ben Cornelius, voiced this thought at the last meeting
that we had that it's going to be even tighter on the
next. We've got 50 days instead of 60. So I want to
make you aware now that we are discussing, contemplating
starting the outage earlier to give us a few extra days.
Taking some time away from the contractor to begin with.
It will be much better to add extra days, if we're going
to have to do it in August when the ridership is low, when the days are longer so that they can work longer into the day more effectively than to be stuck at the end in October with leaf season on top of us. So we're contemplating right now on the 28th, the Thursday afternoon before Labor Day, we had planned to take the track out and start the outage.

We are contemplating now actually starting that whole week before Labor Day. And I think, you know, we haven't made the final decision, but it seems like Mr. Cornelius, Mr. Rink, and Mr. Venuto are all in agreement that that makes sense. So just want to let you know that.

CHAIRMAN SASSO: Thank you, John.

Well, congratulations to you two gentlemen. Thank you so much for the extra effort. Please convey the thanks of the Committee, and I know I can speak on behalf of the Board, but also the Board for just a really stellar job. John and John and thank your teams as well. Just appreciate everything that all of you have done. And you too as well, Mike Conallen --

MR. HANSON: Any kind of partnership with -- I don't want to lose sight of the fact that we talked about the PATCO line but Bridge Ops and PATCO both share that bridge, and without the cooperation and effort of Bridge Ops we wouldn't have accomplished this.

CHAIRMAN SASSO: Okay. Thank you.
We have a very packed agenda, and I was going
to go into Executive Session, but I think what I'm going
to do since we have some representatives from LTK, what
I'd like to do because your presentation is going to be
important, I'd like to get through the first part of the
agenda quickly so that we can spend some time in
Executive Session with the LTK representatives to talk
about some contractual legal issues.

So there are seven items that we have to
discuss here. The first item is Contract BR-15-2012,
Betsy Ross Bridge Resurfacing and Approach Roadway
Rehabilitation.

Michael?

MR. VENUTO: Okay, good morning. Thank you,
Mr. Chairman.

The staff is seeking authorization to negotiate
a construction contract with the firm of IEW Construction
Group to repair and resurface the bridge and approach
roadway to the Betsy Ross Bridge in an amount of
$17,816,499.56.

We had four bids on this project. The
engineer's estimate was $16.4 million. The work to be
completed under this contract consists of replacing the
asphalt wearing surface of the bridge and the approach
roadways in New Jersey and Pennsylvania. The work on the
bridge milling and resurfacing, concrete deck repairs,
removal and replacement of the deck waterproofing, and
rehabilitation with deck joints. Work on the approach roadways includes milling and resurfacing, full deck construction in selected areas, and guiderail and concrete barrier replacement. Project was publicly advertised and bid documents were open to the public beginning March 31, 2014. Bid opening date June 2014. Sixteen sets of documents were sold. Four bids were received.

The lowest responsive and responsible bidder was submitted by IEW Construction Group in the amount of $17,000 -- $17,816,499.56.

CHAIRMAN SASSO: Questions, comments? Resolutions for all these items?

MR. VENUTO: Yes, sir.

CHAIRMAN SASSO: I'd like to have a resolution approving this for recommendation to the Board.

COMMISSIONER FRATTALI: So moved.

COMMISSIONER SWEENEY: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion?

All in favor.

COMMISSIONER SWEENEY: Aye.

COMMISSIONER FENTRESS: Aye.

COMMISSIONER FRATTALI: Aye.

CHAIRMAN SASSO: Opposed?

So carried.

Next item is Construction Monitoring Services,

MR. VENUTO: This is for the construction monitoring services for the same construction project.

Staff is seeking authorization to negotiate an agreement with Johnson, Mirmiran & Thompson to provide construction monitoring services for the Betsy Ross Bridge Resurfacing and Roadway Project in the amount of $1,158,404.35. The agreement will provide full-time onsite construction, inspection, and monitoring services. Services will include full-time resident engineers, support inspection staff, and inspectors will monitor all contract field activities and monitoring the contract compliance with plans and specifications.

The project was publicly advertised. Eleven firms responded to request for qualifications. Six were determined to be qualified. Sent formal requests for proposal. Staff has evaluated these proposals and recommends that agreement be negotiated with JMT.

We talked about consultant selection last month. We negotiated with -- they were the top ranked firm. We negotiated what we believe is a fair and reasonable cost to do this work.

CHAIRMAN SASSO: Questions, comments?

If not, I'll accept a motion approving this for recommendation.

COMMISSIONER FENTRESS: Move the motion.

COMMISSIONER FRATTALI: Second.
CHAIRMAN SASSO: Moved and seconded.
Any further discussion?
All in favor?
COMMISSIONER FENTRESS: Aye.
COMMISSIONER SWEENEY: Aye.
COMMISSIONER FRATTALI: Aye.
CHAIRMAN SASSO: Opposed?
It's carried.
Next item is Capital Project Contract Modifications.
Michael?

MR. VENUTO: At the previous O&M meetings, and at the last two Board meetings, myself and CEO Hanson talked about the gusset plates on the Ben Franklin -- or I'm sorry -- the gusset plates on the Walt Whitman Bridge.

Earlier in the course of our biennial inspection, we noticed gusset plates -- the patrolman noticed gusset plates that had some excessive deterioration, and we want to take -- needed to take immediate priority action to repair these gusset plates -- repair and replace these gusset plates. We've been doing that work over the last month-and-a-half.

We have the first two taken out. We initially started with identifying three priority repairs, but at that time the work was continuing, the inspection was continuing. We have replaced two to date. We did --
we're building temporary bracing and then going ahead and replacing the gusset plates. We finished one on Monday; finished another one Tuesday. And today we're working on a third one. Then we'll take that set of bracing and move it along down the line.

Given that there was an emergency action, what we'd like to do while American Bridge was still on, still onsite performing cleanup work on the -- performing work on dehumidification. As you know, they just had finished a deck rehab job. So with a priority repair, it's going to be a total of 15 priority repairs. They're identified as Priority 1, or Priority 0, which means the immediate repairs; Priority 3, which means they may be concluded in 3 months; Priority 6, which means they need to be completed in 6 months.

Given our process, what we would like to do under the -- and rather than doing it all under the emergency powers, we wanted to come back to the O&M Committee and the full Board to get approval to move forward with American Bridge to do the P-0, P-3s and P-6s because given our contract process, it would be difficult to get a contract out to do the sixes. There are a number that are identified as P-12s, and we're going to address them under a competitive contract, whether it just be steel repairs or with the painting contract. So we're working with the contractor now. I put in a request for a change order for $750,000 for this work.
That will not be all inclusive of the P-3s and P-6s, but at the time --

CHAIRMAN SASSO: Just the P-1s?

MR. VENUTO: This will be part of -- it will be more than just the P-0s. It will be for P-3s and the P-6s. So we're doing this work under force account under that contract where it limits their overhead and things like that. So we have construction monitors watching. Urban/URS is out there with the deck rehab watching over their work and identifying with signed time sheets every day. But at the time we'll put this in for a -- we didn't know what it was going to take to actually take the gusset plates out, which we're learning this week. We're asking for $750,000 now to keep it going. Then as we go through and collect the cost from this week, we'll be back another month to sort of finalize how much more we're going to need. I think it's going to be around $1.5 million total for everything. But we're making good progress out there.

And for a second I'd like to just ask Dan Auletto, the Bridge Director -- we have our engineers out there; we have consulting engineers; we have our own engineers; and we have oversight by the Urban/URS. But as aside, we're doing this as a joint project. Bridge Operations is doing all the traffic controls. We're doing everything we can to minimize the expense going forward. Bridge Operations is doing all the traffic...
control. In the initial, when we first started, they were actually keeping timesheets in the beginning before we got URS up there. But I know there's always a concern, but we do things time and material, doing time sheets as opposed to fixed costs where you have a lot of oversight. But Dan's been out there a lot. His staff has been out there a lot. So he's going to just talk a little bit about what he's seen out there from a different perspective.

MR. AULETTO: Good morning, Commissioners. The areas that Mike is speaking to is the old design bridge had expansion beams. Every sixth beam was an expansion beam. So there was movement there that allowed the water to get down into these areas.

The new continuous span goes from tower to tower. They are no longer subject to water anymore. So the repairs we're making should be permanent. The amount of work that's going into this, the platforms went up, the hardware went down there. The removal of the cross-walk has been installed and removal was impressive. They worked as a team almost like an orchestra. The amount of speed that they were able to get these plates out, drilled and back in was amazing. We anticipated we would not be done last night until probably 6 p.m. We had the roadway open and everything done by 3:30 in the afternoon. If they continue on this schedule and meet these timelines, I think we're well served the way we're
doing it.

    MR. HANSON: And that's not the first day that
you got done before the afternoon rush.

    MR. AULETTO: No. No.

    MR. HANSON: That's the latest chapter we
planned for both rush hours like a 12-hour effort and --

    MR. AULETTO: It's happening today, as we
speak.

    MR. HANSON: And they've been done and out of
the way by no later than 3:30 every day.

    MR. AULETTO: One of the major issues of the
traffic control is that we require two lanes because of
the size of the crane. And we also wanted to make sure
that we're -- dismembering one of the units that there
was no room in there when we were trying to fasten
everything back up. So far there have been no issues
whatever.

    CHAIRMAN SASSO: Thank you, Dan, for your
efforts.

    Mike. I know Mike Conallen and Mike Venuto and
I have had a couple different conversations about this,
but I do have some concern as to why the gusset plates in
that condition weren't discovered in our biennial
inspection, and I would like to get a -- have some
thorough discussion on that in Executive Session.
Because that concerns me, and I want our consultants to
know we're not happy about this, at least I don't think
we should be.

And now as I look at this picture -- and I'll pass it around -- the gusset plates are here and here, and it just seems to me that that's something that should be focused upon. We pay a lot of money for those inspections. To be caught by surprise like this on such a major issue, I mean --

COMMISSIONER SWEENEY: And that doesn't --
CHAIRMAN SASSO: -- thank goodness we're on top of it.

COMMISSIONER SWEENEY: Doesn't happen overnight.
CHAIRMAN SASSO: No. No. So let's not lose track of that.

Any discussion, comments, questions?
If not, I'll accept a motion approving this modification for recommendation to the Board.

COMMISSIONER FRATTALI: So moved.
COMMISSIONER FENTRESS: Second.
Moved and seconded.
Any further discussion?
All in favor?

COMMISSIONER FRATTALI: Aye.
COMMISSIONER SWEENEY: Aye.

Opposed?

It's carried.
Next item is Furnish and Install Ventilation
Fans for Camden Subway Station Platforms.

MR. RINK: Thank you, Mr. Chairman, Commissioners. We're seeking Board's authorization to negotiate a contract with SimplexGrinnell for furnishing, installing ventilation fans at the Camden Subway Stations at City Hall and Broadway platforms. The amount would be up to $240,000. This work would be under PA State contract pricing. It's a continuation of the project we recently completed to install fans at the Philadelphia subway stations. We had, if you recall, the Board approved that.

We moved quickly to have the four Philadelphia stations fans up and running in regards to the bridge project and with crowded platforms. It went quite well. They moved the air well, and it helped cool the platforms and the fact that we had trains stored down there generating heat, our customers appreciated, commented, and sent us a few compliments and comments in regards to the fans. So we'd like to finish the project, install fans at the City Hall and Broadway platforms.

CHAIRMAN SASSO: Comments or questions?
If not, I'll accept a motion approving this for recommendation to the Board.

COMMISSIONER FENTRESS: Move the motion.
COMMISSIONER SWEENEY: Second.
CHAIRMAN SASSO: Been moved and seconded.
Any further discussion?
Favor?

COMMISSIONER FRATTALI: Aye.
COMMISSIONER SWEENEY: Aye.
CHAIRMAN SASSO: Opposed?
It's carried.

Next item is Sole/Single Source Vendors for Transit Car Truck Overhaul.

Again, Mr. Rink?

MR. RINK: Thank you, Mr. Chairman, Commissioners. I actually passed out to you a visual guide. The 2014 capital budget includes funds for us to overhaul our transit car trucks. The overhaul is an annual project where we rebuild the car trucks including new elastomeric and wear components, new wheel sets using refurbished axels and bearings. We rebuild our gear boxes, installed new wheels. We put on new brakes and air supplies. All the labor to do this is performed by PATCO labor.

What we have done is in the past PATCO solicited the bids for these components. The truck has multiple components. Where possible, we've gone and purchased, through competitive processes, those items. The Board recently approved them, the various resolutions to purchase the axles, gear units and wheels.

For our visual aid, the first picture is of existing truck system for our cars. And as part of the overhaul, Alstom is not working on the trucks. So the
truck program and everything associated with the trucks will remain the same. We'll continue to rebuild them in-house and buy those purchases and materials.

Pictures 2 and 3 show the various components, the axles, the wheels through that. And then the last picture shows a completely overhauled truck. As part of that what we're seeking approval for today is there are two firms where we need to buy OEM specs from. And as you see on the last Exhibit A, the Summary Statement, we're seeking sole source approval with WABTEC Global, with a cost not to exceed $150,000, and with WABTEC not to exceed $350,000. Both are the OEM suppliers for these particular components, and we need to move forward purchasing those parts to rebuild the trucks through sole source approval.

Mr. Traver is here if you have any specific questions regarding our truck rebuilding program.

CHAIRMAN SASSO: Questions? Comments?
If not, I'll accept a motion approving this for recommendation to the Board.

COMMISSIONER DiANTONIO: So moved.
COMMISSIONER FRATTALI: Second.
CHAIRMAN SASSO: Been moved and seconded.
Any further discussion?
All in favor?
COMMISSIONER DiANTONIO: Aye.
COMMISSIONER FRATTALI: Aye.
COMMISSIONER FENTRESS: Aye.
CHAIRMAN SASSO: Opposed?
It's carried.
Next item is updated Title VI Report to the
Federal Transit Administration.
MS. BROWN: Yes. Good morning.
Title VI of the Civil Rights Act of 1964
prohibits discrimination on the basis of race, color, and
national origin, and any programs and activities that
receive federal financial assistance. If a recipient of
the federal financial assistance is found to have
discriminated and voluntary compliance cannot be
achieved, the federal agency providing the assistance is
required to initiate fund termination proceedings or to
affirm the matter to the Department of Justice for
appropriate legal action.

As a condition to receiving federal funds,
PATCO is required to submit an extensive Title VI program
document to the FTA every three years. Part of that
extensive document includes a public participation plan
for the FTA's consideration. Our most recent Title VI
document was presented to the Board and approved by the
Board on August 19, 2013.

On July 1, 2014, almost a year later, we
received notice from the FTA recommending that the DRPA
make some changes to our program, and one of those
recommendations involved the Public Participation Plan.
We were given 30 days or until June -- I'm sorry -- until July 31st to make those changes and to submit a corrective action plan. We met that deadline and got everything in by July 29th.

In developing the amended Public Participation Plan, we worked very closely with the FTA to make sure we were meeting everything that they were looking to see to be included in the amended plan. Staff updated what had been an existing four-page public participation document. It became a 14-page plan, which includes four new sections. One section outlines the goals of the plan. The second section outlines the guiding principles of the public participation process. The third new section involves the public participation process itself. And, finally, the last new addition involves the implementation plan.

In addition to these four new sections, although we were not required to do so, we also enhanced our Limited English Proficiency plan. We included some elements of that new enhanced LEP plan to update our Public Participation Plan. Based on the U.S. Census data that we have for the PATCO service area, PATCO is required to provide meaningful access to benefits, services, and information for any individuals who are considered limited English proficient. And in PATCO's service area those populations include those who speak Spanish, Chinese, Vietnamese, Korean, and Russian.
Under Title VI, the Limited English Proficient populations are entitled to special language assistance, which might include interpreters at public meetings and also having certain vital written documentation translated in their language, either in hard copy or also on our website. So to assist these LEP populations, PATCO has already taken two steps, which we outlined to the FTA.

Number one, PATCO's website and also all available authority administrative offices now publish the notice of Title VI rights, the Title VI complaint forms, and the Title VI complaint procedures are now available in Spanish, Chinese, Vietnamese, Korean, and Russian.

The second step that PATCO has taken is that on the website there is something called Google Translate, and the online instant language translation service makes it possible for anyone to translate our materials into their language.

Currently, the PATCO ticket vending machines in all of the stations provide customers with use in English and Spanish. However, in order to meet the needs of those who speak Chinese, Vietnamese, Korean, and Russian in PATCO's service area, as part of the 2015 operating budget, PATCO will include funds to convert the current wording on the ticket vending machines to include language that meets the needs of these other populations.
We reported this planned action in our FTA update and on August 1st, the FTA told us that the amended public participation plan that we submitted looks good and that we have satisfied everything.

So at this point the FTA requires that we obtain recognition from the Board that we have, indeed, revised our Public Participation Plan and so that is why we are submitting this morning the Summary Statement and Resolutions for your consideration.

And I do want to say -- I want to take a moment to recognize two women, who work closely with me. Ann DuVall is a project analyst in my office, and she has taken the lead in handling this matter. Kelly Forbes is the Director of our Human Resource Services, and she provided very good guidance to Ann along the way. Both women, Ann and Kelly, kept me appropriately apprised of everything along the way and we were able to meet this deadline ahead of time. So I do want to recognize them for all their hard work on this initiative, and I'm happy to answer any questions that the Committee might have.

CHAIRMAN SASSO: First of all, please convey our thanks to you, Toni, and also to your staff for a job well done. Thank you for bringing us into compliance so quickly.

Are there any comments or questions?

So I'll accept a motion recommending this for approval to the Board.
COMMISSIONER FRATTALI: So moved.

COMMISSIONER DiANTONIO: Second.

It's been moved and seconded.

Any further discussion?

All in favor?

COMMISSIONER SWEENEY: Aye.

COMMISSIONER FRATTALI: Aye.

COMMISSIONER DiANTONIO: Aye.

CHAIRMAN SASSO: Opposed?

It's carried.

Last item is 2013 TSGP Regional Public Service Announcement Project.

Mr. Shanahan?

MR. SHANAHAN: Good morning, Mr. Chairman,

Members of the Committee. Before you — a resolution before you is to continue the Look Up, Speak Up Public Security Awareness Program. It is a $750,000 grant, 100 percent DHS grant-funded project. The period of performance is 31 August 2015.

I'm just going to pass out some story boards.

Mr. Chairman, we've got Commissioner Sweeney on one. No, I'm just kidding. I want you to see the sample creative work. This is a multi-media campaign. It is billboards, radio, television. It basically has become the darling of DHS because of it's -- I guess its benchmarking and ability to put numbers together. It is a multi-source document. So there's an app associated with this that
you can put on your cell phone. I wish you would. If you have an Android, Apple is coming, and --

CHAIRMAN SASSO: Apple doesn't have it yet?

MR. SHANAHAN: No. The City, everything goes to the City of Philadelphia, and the City's lawyers are talking with Apple's lawyers. It's -- you would think that it would be a lot -- you would think that Apple would be much more streamlined and that much more hip, but no. It really uses the best resources available. It's our riding public.

You know, if you do the numbers, it's region-wide; it's 2500 riders to each police officer in the system. You know our riders are the eyes and ears of this system. This enables them. It pushes everything into the DVIC where a trained intelligence analyst, contracted intelligence analyst, or a, you know SEPTA detective or even an Amtrak detective receives the tips and leads, runs them, analyzes them, pulls video feed.

It is basically -- one of the things that sets this apart from other, you know, awareness programs is that -- and Tim Ireland was extremely instrumental in this, crafting a benchmark poll. We did a benchmark poll. We did a, you know, interim poll. The interim poll showed 45 percent very familiar recognition after basically 2-1/2 months, you know, of this program being out.

If you looked at that as a campaign, you can --
you'd know that that is an outstanding number. One of the things it did show is that this pound 1776 number that was used was at 25 percent. So that interim poll allowed the, you know, the media company to adjust the media and push the pound 1776 number, make it more prominent in the ads, things like that. It is by far -- it is award winning. It won a bronze Telly, and you probably know as much as I do about the bronze Telly. It won it in its, you know, third month. It also won two regional awards from the public media. The names escape me right now. Sorry. I can get that to you. It is getting out there and is going to be the benchmark that DHS uses for these types of campaigns. Again it's 100 percent grant funded from DHS. It is a regional project. $750,000. Period of performance is 31 August 2015, barring any extensions. If there's money left, we'll get an extension for it. We'll come back before the Board.

CHAIRMAN SASSO: Questions? Comments? I'm going to need a resolution for this as well.

COMMISSIONER DiANTONIO: Move.

CHAIRMAN SASSO: Accept the resolution.

COMMISSIONER SWEENEY: Second.

CHAIRMAN SASSO: Moved and seconded. Any further discussion? All in favor?

COMMISSIONER FRATTALI: Aye.
COMMISSIONER Diantonio: Aye.

Chairman Sasso: Opposed?

It's carried.

I'll now ask for a motion to go into Executive Session. We'll be discussing contractual issues at this time and when it is appropriate, these issues will be discussed in a public session.

Commissioner Fentress: Move the motion?

Commissioner Sweeney: Second.

Chairman Sasso: Moved and seconded.

All in favor?

Commissioner Frattali: Aye.

Commissioner Sweeney: Aye.

Commissioner Diantonio: Aye.

Commissioner Fentress: Aye.

Chairman Sasso: Opposed?

It's carried.

(Executive Session.)

(Open Session Continues.)

Mr. Venuto: Contract 15-0 Ferry Avenue and Collingswood Stations Parking Lot Reconstruction. The original contract amount is approximately $2.5M with a site coordination & condition amount of $150,000. This project involved demolition of a building to expand the parking lot at Collingswood. The building was originally owned by Mohrfeld Oil. We obtained the property from the
City of Collingswood. They sold to PATCO and DRPA years back. It had a no further action letter from the Environmental Protection Agency. Unfortunately, when we demolished the building, we took up the concrete slab, there was clearly oil in the soil, and we had to take some remediation efforts. So this $105,000 is $7500 -- worth of soil testing to figure out what we had out there and how deep it went. $97,600 was to remove the soil. There was actually a second foundation underneath. So they removed the soil, removed the concrete foundation and properly disposed of it.

The reason why there will be somewhat of a credit on the contract later for the soil that they would have to take out had it been clean. We're still arguing over the value of that. But this $105,000 is to address the soil that we had to --

MS. McNICHOL: Mike is the contractor handling the needed certifications and remediation issues that we would require as part of the change order?

MR. VENUTO: They are. So the contractor is getting on the LSRP --

MS. McNICHOL: Okay, the --

MR. VENUTO: -- to certify in the end. There's discussion how we're doing that, whether we're doing -- our own separate vendors or the vendor that we paid.
Right now, we're negotiating with them to have them --

MS. McNICHOL: Absolutely.

MR. VENUTO: -- provide the LSRP, pay them through the change order --

MS. McNICHOL: Okay.

MR. VENUTO: -- to do that rather than bring in a second --

MS. McNICHOL: Right, to --

MR. VENUTO: -- to watch over what they already did.

MS. McNICHOL: All right, great. Thank you.

CHAIRMAN SASSO: Relocation of the Center Tower.

MR. RINK: Yes, Mr. Chairman. Currently, in our capital budget, there's a project that's being funded from a grant program we received from FTA to replace our computer system that is up at Center Tower.

There's two-folds with this signal system. We have our relays out in the field to take the information from the tracks and send it to this computer system that interprets it and puts out how the trains run with the signal system. This computer system that takes that data to Center Tower on our big display boards and show the trains are beyond its useful life.

We've put money in the budget to move forward with that, have it designed and replaced. As part of this project, we have been working with engineering. We
had a preliminary designer come in and look at how we're
going to bid and look what kind of systems will be best
for us to move forward.

One of the thoughts that came up with that is
Center Tower is located right behind the Camden County
Police Building here in Camden. We do have things that
when we respond to incidents and things of that nature
all of our staff have to respond to from Lindenwold or
various places to go to Center Tower. What we had looked
at and what we had wanted to do.

CHAIRMAN SASSO: We own that property?

MR. RINK: Yes, we do. Is we want to consider
taking Center Tower and moving it down to our Lindenwold
facility where all of PATCO's employees and management
reside. It will have multiple benefits from doing that.

As such, in last year's capital budget we
started thinking about how we had put in the project
budget a project to outfit our building down there, make
the modifications to move it. What we'd like to
do is move that project up now as in working with
designer -- and we do the computer system. They're
saying the optimum time now is to build the space at
Lindenwold, then install the new system, the new computer
system. We can be up and running at Lindenwold, and our
old Center Tower would become a backup in case we ever
have an incident. So what we're looking to do is move
that project up in the cycle. The outfit and the
building design is going to be funded by grant money also.

MR. VENUTO: $2.4 million in the -- the $2.4 million in the 5-year plan for the Center Tower, command and control, the SCADA system, which is already under design. We have $4 million in the budget for.

CHAIRMAN SASSO: General Engineering Consulting Services.

MR. VENUTO: Okay. What I'd like to do, we're getting ready -- the GEC, General Engineering Consulting -- where we gave them specific tasks. They're ready to come up --

CHAIRMAN SASSO: You have discretion to go out and contract without coming to us, correct?

MR. VENUTO: That's correct. We go -- we do a RFP, a competitive selection process. We pick two firms in five different disciplines, pick two firms each, and then we get overall approval from the Board, and then we go ahead and issue tasks as projects come up.

So what I'd like to do, we talked about this last in this Committee October of 2012, October 3, 2012. We had a big discussion about the GECs and how we do it. And what I'd like the Committee to consider is as we come into the next phase or the next round, like to consider us making a few changes to the GEC process of how we do it, one of which is typically we only have two firms per discipline, right. But we have a number of firms that I
think the number was something like 60 submissions -- 45 firms. But we only go to 10.

So a firm that may be good at CM and geotechnical work may not ever get an opportunity because we have to have a broad range of -- you have to be able to work on PATCO and work there. So I want to make two changes. The first change I want to do is in lieu of just picking two firms -- I would like to just make a qualified list. So we may have 8 firms; we may have 10 firms. We still want to stay with the disciplines. Maybe just make a qualified list. And the advantages are such that you will get more firms, more of a range of firms to pick from, and then other firms may have an opportunity to work here who don't necessarily get those opportunities, and it broadens our competitors.

The second thing I would like to do, we have in the past limited the individual tasks to $100,000. Back in 1996 when the program started, we limited the tasks to $50,000. In the year 2000, we increased that to $100,000.

Well, now, in 2015, 2014, $100,000 isn't getting us what it used to get. So, for instance, we funded these things the last time was $7.5 million. And given the magnitude of our work and what the $100,000 buys us to date what would be 2 years into this thing, a little more than 2 years, we only spent less than $2 million. So we're not getting the full bang for our buck
out of it. And that was actually pointed out in the last management audit. The CTO management audit said we're not making most effective use of our GECs.

CHAIRMAN SASSO: They recommend the spending?

MR. VENUTO: They did not recommend a specific limit.

CHAIRMAN SASSO: -- other agencies that --

MR. VENUTO: Yes, sir. Yes, sir. I did some research for that part. So New Jersey Transit Authority, they used $250,000 as their limit. PennDOT uses $500,000, SEPTA $500,000, New Jersey Transit $600,000, and the New Jersey DOT $750,000. That's their limits for individual tasks. So -- and not that I'm looking for -- so what the process is, is after the engineer negotiates the scope, they approve it and send it to me. Once I review it and they come with the scope of work, you know, the fees are outlined, the man-hours are outlined, and it's -- once approved by the manager, the engineer, the manager, and then myself, I send it up. Mike Conallen signs off on it and then CEO Hanson signs off on it. And so what I'd like to do, obviously increasing the limits puts a little bit more burden on --

CHAIRMAN SASSO: Are you going to write this up?

MR. VENUTO: I can. I -- maybe we introduce it today. I can come back next month.

CHAIRMAN SASSO: I'd like you to -- I'd like
you to write up something specific with a specific recommendation. I'd like to ask the Committee members if -- it seems logical to me. So make some recommendations. We'll consider it detail.

   And I assume John, Michael, you're comfortable with this?

   MR. HANSON: Yes.

   CHAIRMAN SASSO: Okay.

   MR. VENUTO: Thank you.

   Last thing --

   CHAIRMAN SASSO: Spending Tracking.

   MR. VENUTO: Spending Tracking. We had a good month. Projected $16.3 million. We spent $16.4. So overall we had a good month.

   We're still a little behind in the -- cumulative spending, but -- because we have a couple of projects like the resurfacing project that's getting a late start, Commodore Barry Bridge painting is getting extremely late start -- behind, but that makes up for the difference.

   Thank you.

   CHAIRMAN SASSO: Anything else for the good of the Committee?

   If not, motion to adjourn.

   COMMISSIONER FENTRESS: So moved.

   CHAIRMAN SASSO: Second.

   COMMISSIONER SWEENEY: Second.
CHAIRMAN SASSO: All in favor?

COMMISSIONER SWEENEY: Aye.

COMMISSIONER FRATTALI: Aye.

COMMISSIONER FENTRESS: Aye.

COMMISSIONER DIANTONIO: Aye.

CHAIRMAN SASSO: Opposed?

It's carried. Thank you.

(Whereupon, the Audit Committee Meeting adjourned at 9:29 a.m.)
CERTIFICATE

This is to certify that the attached proceedings before the Delaware River Port Authority, Audit Committee Meeting on August 6, 2014 was held as herein appears, and that this is the original transcript thereof for the file of the Agency.

Mike McCann, Reporter
FREE STATE REPORTING, INC.
SUMMARY STATEMENT

ITEM NO.: PATCO-14-031  SUBJECT: Furnish and Install Ventilation Fans for Camden Subway Station Platforms

COMMITTEE: Operations & Maintenance

COMMITTEE MEETING DATE: August 6, 2014

BOARD ACTION DATE: August 20, 2014

PROPOSAL: That the Board authorizes staff to negotiate a contract with SimplexGrinnell LP for furnishing and installation of ventilation fans for Camden subway station platforms.

Amount: Up to $240,000

Consultants: SimplexGrinnell LP
283 Gibraltar Road
Horsham, PA 19044

PURPOSE: To adopt a resolution authorizing staff to negotiate a contract with Simplex Grinnell LP to furnish and install ventilation fans at the platform level of the Broadway and City Hall Stations. This work will be under PA State Contract #4400010438 pricing. This is a continuation of a project that recently installed ventilation fans at Philadelphia subway stations.

SUMMARY: Amount: Not to exceed $240,000
Source of Funding: 2013 Revenue Bonds
Operating Budget: N/A
Capital Project #: PD1410
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: Two (2) months
Other Parties Involved: N/A
RESOLUTION

RESOLVED: That the Board of Commissioners of the Port Authority Transit Corporation authorizes staff to negotiate a contract with SimplexGrinnell LP for furnishing and installation of ventilation fans for Camden subway station platforms not to exceed $240,000; and be it further

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

SUMMARY:

| Amount:                      | Not to exceed $240,000 |
| Source of Funding:          | 2013 Revenue Bonds    |
| Operating Budget:           | N/A                   |
| Capital Project #:          | PD1410                |
| Master Plan Status:         | N/A                   |
| Other Fund Sources:         | N/A                   |
| Duration of Contract:       | Two (2) months        |
SUMMARY STATEMENT


COMMITTEE: Operations & Maintenance

COMMITTEE MEETING DATE: August 6, 2014

BOARD ACTION DATE: August 20, 2014

PROPOSAL: That the Board of Commissioners authorizes staff to enter into sole or single source procurement contracts for the purchase of materials from approved vendors set forth in Exhibit A to support PATCO’s Transit Car Truck Overhaul Program for CY 2014.

Amount: See Attached Exhibit A

Period: Calendar Year 2014

PURPOSE: With the aging infrastructure, PATCO is requesting approval of sole source justification for parts from original equipment manufacturers (OEMs) for the overhaul of the transit car trucks. The items to be procured are indexed in the Exhibit A attachment. Based on a thorough review of these items, PATCO procurement has determined that there is only one provider for these particular parts and that they have negotiated the best possible pricing for these items.

BACKGROUND: Currently, with the aging infrastructure utilized at PATCO, much of the equipment being maintained and serviced comes from sole or single source vendors. These sole or single source vendors generally have proprietary control over the manufacture of parts, components for PATCO equipment. PATCO’s equipment is capital intensive, long-lived and if properly maintained, can operate safely for decades. However, particular rail rolling stock and equipment are manufactured by a relatively small number of industrial producers, often using proprietary designs to meet the particular performance requirements and physical environment of transit systems and railroads. In general, most parts and equipment are not mass-produced, but manufactured to order or are only available from the original equipment manufacturer (OEM), or a successor company with proprietary rights to the original design. These OEM parts or components are needed to repair and maintain rolling stock and other equipment specifically designed by the OEM manufacturer, where available technical data does not assure that a part or component
supplied by another vendor will adequately perform the same function it replaces.

The 2014 Capital Budget includes funds for the overhaul of transit car trucks. The overhaul is an annual project to rebuild the car trucks, including new elastomeric and wear components, new wheel sets using refurbished axles and bearings, rebuilt gearboxes and new wheels, rebuilt air brake actuators, and refurbished air supply piping. All labor to rebuild the trucks will be performed by PATCO employees.

PATCO had solicited bids for those components needed for the transit car truck overhaul program that can be purchased through a competitive purchase process. The Board approved those purchases as follows:

- Axles: PATCO-14-024
- Gear Units: PATCO-14-015
- Wheels: PATCO-12-003

However, for those parts not available through competitive bidding, Exhibit A is attached showing the limited list of sole/single source vendors and the product list that can be ordered from each vendor at a not to exceed cost.

While Board approval is being requested to allow for sole/single source procurement on the attached list for purchases over one hundred thousand dollars ($100,000), there will be additional procedural checks and balances incorporated into the process. For these purchases, documentation shall be prepared by PATCO purchasing outlining the item being purchased, the cost of the purchase, and the total payment to be made by PATCO for goods provided. This document shall be reviewed and approved by PATCO General Manager and the Chief Financial Officer.

All items purchased on a sole or single source basis are subject to a cost analysis to ensure the reasonableness of the prices quoted. In order to ensure efficient and continuous provisioning of PATCO’s maintenance operation, we are seeking the Board’s authorization.
<table>
<thead>
<tr>
<th>SUMMARY:</th>
<th>Amount</th>
<th>See Attached Exhibit A</th>
</tr>
</thead>
<tbody>
<tr>
<td>Source of Funds:</td>
<td>2013 Revenue Bonds</td>
<td></td>
</tr>
<tr>
<td>Period:</td>
<td>Calendar Year 2014</td>
<td></td>
</tr>
<tr>
<td>Capital Project #:</td>
<td>PD1404</td>
<td></td>
</tr>
<tr>
<td>Master Plan Status:</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Other Fund Sources:</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Duration of Contract:</td>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>Other Parties:</td>
<td>N/A</td>
<td></td>
</tr>
</tbody>
</table>
RESOLUTION

RESOLVED: That the Board of Commissioners authorizes staff to enter into sole or single source procurement for the limited purpose of acquiring those specific items outlined in Exhibit A to support PATCO’s Transit Car Truck Overhaul Program; and be it further

RESOLVED: That the Chair, Vice Chair and the President must approve and are hereby authorized to approve and execute all necessary agreements, contracts, or other documents on behalf of the PATCO, after review and approval by Office of General Counsel. If such agreements, contracts, or other documents have been approved by the Chair, Vice Chair and President and if thereafter either the Chair or Vice Chair is absent or unavailable, the remaining Officer may execute the said document(s) on behalf of PATCO. If both the Chair and Vice Chair are absent or unavailable, and any agreement or agreements need to be executed during their absence, then the President may execute on behalf of PATCO.

SUMMARY:

Amount: See Attached Exhibit A
Source of Funds: 2013 Revenue Bonds
Period: Calendar Year 2014
Capital Project #: PD1404
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: N/A
Other Parties: N/A
<table>
<thead>
<tr>
<th>VENDOR NAME</th>
<th>PART TYPE</th>
<th>NOT TO EXCEED COST</th>
</tr>
</thead>
<tbody>
<tr>
<td>WABTEC Global Services</td>
<td>WABTEC Global Services is the successor to General Electric Transit and has become the OEM for our truck electrical components, mechanical couplings and suspension products. Due to the limited market of this material, the lack of detailed drawings and the potential safety liabilities, at this time there are no alternate sources for these parts.</td>
<td>$150,000</td>
</tr>
<tr>
<td>WABTEC</td>
<td>WABTEC is the OEM supplier for all of the friction and blended braking equipment on the PATCO transit cars. As is common in the transit industry, there is no interchangeability among manufacturers of brake equipment; there are no alternate producers of these components. WABTEC supplies all the braking components.</td>
<td>$350,000</td>
</tr>
</tbody>
</table>
SUMMARY STATEMENT

ITEM NO.: PATCO-14-033	SUBJECT: Approval of Updated Title VI Report to Federal Transit Administration

COMMITTEE: Operations & Maintenance

COMMITTEE MEETING DATE: August 6, 2014

BOARD ACTION DATE: August 20, 2014

PROPOSAL: That the Board approves PATCO’s updated Public Participation Plan, which is part of PATCO’s Title VI Program, previously approved by the Board on August 19, 2013.

PURPOSE: To approve an amendment to PATCO’s Public Participation portion of its Title VI Program, which was previously approved by the Board and subsequently submitted to the Federal Transit Administration (FTA) as required by FTA Circular, 4702.1B.

BACKGROUND: The FTA requires PATCO to submit a Title VI program document, ensuring that no person on the basis of race, color, or national origin will be subjected to discrimination in the level and quality of transportation services and transit-related benefits. The program, which must be approved by the Board, must include a Public Participation Plan. The Title VI program document was previously presented to and approved by the Board on August 19, 2013. The document was submitted on July 29, 2013 to the FTA for approval.

Pursuant to a review by the FTA of PATCO’s Title VI program, recommendations were made by FTA to revise the Public Participation Plan to include more details regarding PATCO’s plan to disseminate information regarding changes to PATCO service to all riders of PATCO, and particularly to those of the Limited English Proficiency (LEP) population. Staff revised the Public Participation Plan to reflect the FTA’s recommendations and approval of the revisions are now required by the Board.

SUMMARY:

Amount: N/A
Source of Funds: N/A
Capital Project #: N/A
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: N/A
Other Parties Involved: Federal Transit Administration
RESOLUTION

RESOLVED: That the Board hereby approves PATCO’s Updated Title VI Program, including the updated Public Participation Plan; and be it further;

RESOLVED: That the appropriate officers of the Delaware River Port Authority be and hereby are authorized to submit to the Federal Transit Administration the approved Title VI Program submission for PATCO; and be it further;

RESOLVED: The Chair, Vice Chair 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 Chair, Vice Chair and Chief Executive Officer and if thereafter, either the Chair or Vice Chair 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 Chair and Vice Chair 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>
<thead>
<tr>
<th>Amount:</th>
<th>N/A</th>
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</thead>
<tbody>
<tr>
<td>Source of Funds:</td>
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<tr>
<td>Capital Project #:</td>
<td>N/A</td>
</tr>
<tr>
<td>Master Plan Status:</td>
<td>N/A</td>
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<tr>
<td>Other Fund Sources:</td>
<td>N/A</td>
</tr>
<tr>
<td>Duration of Contract:</td>
<td>N/A</td>
</tr>
<tr>
<td>Other Parties Involved:</td>
<td>Federal Transit Administration</td>
</tr>
</tbody>
</table>
NEW BUSINESS
ITEM NO.: PATCO-14-034

SUBJECT: Consideration of Pending PATCO Contracts (Between $25,000 and $100,000)

COMMITTEE: New Business

COMMITTEE MEETING DATE: N/A

BOARD ACTION DATE: August 20, 2014

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: See Attached List
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
RESOLUTION

RESOLVED: That the Board authorizes and directs that subject to approval by the Chair, Vice Chair, General 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: See Attached List
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
<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>Source of Funds</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>UKM Transit Products</td>
<td>Purchase of various brake parts for PATCO Annual Transit Car Truck Overhaul Program.</td>
<td>$63,864.00</td>
<td>Sole Source Provider, see attached Sole Source Justification Memo marked Exhibit &quot;1&quot;</td>
<td>1. UKM Transit Products Harleysville, PA</td>
<td>1. $63,864.00</td>
<td>2013 Revenue Bonds</td>
</tr>
<tr>
<td>2</td>
<td>Fairmount Foundry, Inc.</td>
<td>Purchase of third rail adjusting brackets for PATCO Annual Transit Car Truck Overhaul Program.</td>
<td>$26,190.00</td>
<td>Sole Source Provider, see attached Sole Source Justification Memo marked Exhibit &quot;2&quot;</td>
<td>1. Fairmount Foundry, Inc. Hamburg, PA</td>
<td>1. $26,190.00</td>
<td>2013 Revenue Bonds</td>
</tr>
</tbody>
</table>
MEMORANDUM: PURCHASES GREATER THAN $25,000

PORT AUTHORITY TRANSIT CORPORATION

TO: John Rink, GM-PATCO
    James White, Acting Chief Financial Officer
    John T. Hanson, CEO-DRPA/ President-PATCO

FROM: Robert Traver, Acting Division Director/Project Manager

SUBJECT: SOLE SOURCE APPROVAL - UKM Transit Products

PURCHASE REQUISITION: [Blank]

DATE: Tuesday, August 05, 2014

Background:

UKM Transit Products has been our source for numerous parts of the truck tread brake units as well as traction motor couplings and truck suspension parts. These items are essential parts utilized for our truck overhaul program.

Justification for Proprietary/Sole Source:

PATCO has annual program to overhaul 40 transit car trucks for its fleet, specifically when the wheels become too small for use. In addition, each car that is return from being overhauled will receive two overhauled trucks prior to being put in service. Each truck consists of multiple components from various vendors, suppliers and manufacturers. The Budd Company was the original manufacturer of the truck assembly and General Electric Transit Systems Business Division was the original manufacturer of the gearboxes and motors, neither company supports this equipment. UKM has reverse engineered the requested components and has been our dedicated supplier. We do not have another source for these components, nor do we have drawings or specifications.

Cost:

$63,864

Robert Traver, Acting Equipment Division Director  
John Rink, GM-PATCO  
James White, Acting CFO  
John T. Hanson, CEO-DRPA/ President-PATCO
MEMORANDUM: PURCHASES GREATER THAN $25,000

PORT AUTHORITY TRANSIT CORPORATION

TO: John Rink, GM-PATCO
    James White, Acting Chief Financial Officer
    John T. Hanson, CEO-DRPA/President-PATCO

FROM: Robert Traver, Acting Division Director/Project Manager: Equipment

SUBJECT: SOLE SOURCE APPROVAL: Fairmont Foundry

PURCHASE REQUISITION:

DATE: Tuesday, August 05, 2014

Background:
Fairmont Foundry has been our sole source for the third rail adjusting bracket (44H0107). This item is an essential part of our truck overhaul program.

Justification for Proprietary/Sole Source:

PATCO has an annual program to overhaul 40 transit car trucks for its fleet, specifically when the wheels become too small for use. In addition, each car that is returned from being overhauled will receive two overhauled trucks prior to being put into service. Each truck consists of multiple components from various vendors, suppliers and manufacturers. The Budd Company was the original manufacturer of the truck assembly and provided an assembly drawing of the third rail shoe assembly. However, they did not provide any detailed drawings. The available PATCO records show that we have always purchased these brackets from Fairmont Foundry and it is unknown if they were the original supplier or if they reverse engineered the bracket sometime in the past. We do not have another source for these brackets, nor do we have drawings or specifications.

Cost:

$26,190

Robert Traver, Acting Division Director

John Rink, GM-PATCO

James White, Acting CFO

John T. Hanson, CEO-DRPA/President-PATCO