DELAWARE RIVER PORT AUTHORITY & PORT AUTHORITY TRANSIT CORP.

September 18, 2014 Board Meeting

Thursday, September 18, 2014
Friends Meeting House
320 Arch Street
Philadelphia, PA
9:00 a.m.

John Hanson, Chief Executive Officer
1. Roll Call
2. Report of the CEO
3. Report of the CFO

Key Performance Indicators
4. Approval of August 20, 2014 Board Meeting Minutes
5. Monthly List of Payments – Covering Month of August 2014
7. Approval of Audit Committee Minutes of September 3, 2014
8. Adopt Resolution Approved by Audit Committee of September 3, 2014
   DRPA-14-108 Amendment to the Authority’s Right To Know Policy to allow for the Political Contribution Disclosure Forms to be Available to the Public Consistent with the Authority’s Stated Goal of Restoring Openness and Transparency in its Transactions
9. Approval of Operations & Maintenance Committee Minutes of September 3, 2014
10. Adopt Resolutions Approved by Operations & Maintenance Committee of September 3, 2014
    DRPA-14-109 Capital Project Contract Modifications
    DRPA-14-110 Right of Entry and Related Agreements with the Environmental Protection Agency
    DRPA-14-111 PARTSWG Regional Public Security Awareness Project, Phase V
    DRPA-14-112 PARTSWG Transit Contract Intelligence Analysts, Phase III
    DRPA-14-113 Philadelphia Port Major River Crossing Impact Study
    DRPA-14-114 PARTSWG Contract Intelligence Analysts Phase II: Settlement and Release Agreement with CRA, Inc.
11. Adopt Resolutions Approved by Finance Committee of September 12, 2014

   DRPA-14-115 Active Benefit-Eligible Employees/Under Age 65 Retiree, and Dependents – Health Benefits 2014 (DRPA/PATCO)

   DRPA-14-116 Authorization to terminate and Replace Existing UBS Swaps with new Swap Counterparty(ies), Adoption of Of Written Swap Policy and Execution of Swap Protocols

   DRPA-14-117 Consent Agreement for Admiral Wilson Plaza Shopping Center Project

12. Unfinished Business

13. New Business

   DRPA-14-118 Consideration of Pending DRPA Contracts (Between $25,000 and $100,000)

   DRPA-14-119 Outside Employment

   DRPA-14-120 Easement to City of Philadelphia for Gas Main Installation along Hedley Street

14. Citizens Advisory Committee Report

15. Public Comment

16. Executive Session

17. Adjournment
September, 2014

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

September 18, 2014

To the Commissioners:

The following are updates on DRPA projects and initiatives:

**PATCO/Ben Franklin Bridge Rail Rehabilitation Project:** In order to take advantage of the reduced commuter traffic over the bridge during the final week of August, we began the second continuous north track outage on August 22nd, a week earlier than originally planned. At this point, we have completed the demolition phase. Abrasive blast cleaning, application of protective coating (painting), steel repairs and concrete construction activities continue at various locations throughout the bridge, while new track construction has begun on the New Jersey side.

**PATCO:** During the first three weeks of Phase 2 of the track work project, we identified areas where we can increase capacity. These enhancements will take effect on Monday, September 15th. They include: 1) an additional eastbound train from 8th/Market to Lindenwold departing at the start of the afternoon rush hour; 2) an additional eastbound train from 8th/Market to Lindenwold departing during the middle of afternoon rush hour; 3) an early-morning westbound train to allow RiverLine customers to make connections to the PATCO.

In one instance, we have eliminated a situation at 8th/Market with two eastbound trains boarding at the same time, and reduced the passenger congestion on the platform at 15/16 & Locust. Schedules were made available online and in the stations prior to the adjustments.

**Enterprise Resource Planning:** Back in May, this board approved the implementation of a new authority-wide ERP system which will allow us to improve operations and asset management, create greater transparency, effectiveness and efficiency in our operations and reporting. In the past months, the team collected data from various DRPA and PATCO departments so it could create mock-ups to be used during the blueprinting of best practices. This was followed by a kick-off presentation in which employees were provided with details on the process and their roles in this process.
Finance: DRPA and PATCO departments are in the process of submitting staffing, operational budgets and any Capital Plan requests (for both old and new projects), which are due on September 15th. Upon receipt of these submissions DRPA and PATCO Finance, and Engineering pull together the total requests, and after reviewing the initial submissions, a preliminary Capital Plan for 2015 and the 2015 Operational Budgets are prepared for review by the Operating and Capital Budget Review Committees. Once these hearings are concluded, preliminary Capital and Operating budgets are submitted to the Finance Committee for review in early November.

Next month I will begin a series of meetings with all employees across the organization. I want to hear directly from them; their thoughts, observations and opinions so I can begin to identify the key issues that need to be addressed. We will incorporate some of their ideas into a formal plan that advances the stewardship model here at the Authority.

Following my direct outreach to employees, I then plan to conduct an employee survey. It will again solicit input to identify areas where we are succeeding and find places where we can improve.

The following are recent examples of exemplary stewardship demonstrated by our DRPA and PATCO employees. I am extremely proud of their efforts.

- **John Ingelsby**, Ben Franklin Bridge Maintenance Foreman oversees maintenance technicians who perform varied tasks including carpentry, masonry, welding, erection/assembly, rigging, coatings. Over the years, John has exhibited exceptional stewardship in his keen attention to facility preservation and retaining original features where possible, as well as his attention to detail and quality production in varied in-house projects, fabrications, and designs. He has shown a special interest in BFB history and has made sure that relics of historic value are not discarded but examined for their significance and possible retention. One of his finds is the original anchorage elevator clock-shaped dial. He has also carefully stored the original custom bridge railing molds for use and appreciation by future stewards of this iconic structure.

- **George Byrd**, Ben Franklin Bridge Highway Foreman has done a great deal to beautify the bridge. Under George’s leadership, several overlooked areas of the facility grounds have been improved. This includes numerous planting beds against the buildings plus new large planters around the administration building sidewalks. In Philadelphia at the 5th and Race Street ramp, and at the administration and maintenance buildings, the planters, flowers, hanging baskets and paver blocks are all part of his vision. New perimeter trees around the buildings and parking lots, the new solid fence partitions are all his ideas. We have a feeling that George is not yet done. We hope his stewardship continues long into the future.

- **Janet Romani**, Toll Collector at the Ben Franklin Bridge was a “wonderful example of a human being and a fine employee….our Angel.” According to one of our customers who was following behind her newly-licensed 17-year old son, Janet saved the day.
This panicked mother lost track of her son when he crossed the bridge by mistake. When she realized her phone was uncharged and had no way of contacting her son who was headed to Philadelphia with no idea of how to get back, toll collector Romani saw the mother’s plight. Janet called the woman’s son from her personal phone. Janet then patiently directed both mother and son to a safe place where they reunited. She followed up with a text to check on their safe arrival home. Janet went over and above her job duties and we are happy that she did.

- **Nick Messero of Revenue Operations** is proof that customers will go out of their way to show their appreciation for excellent service. Nick is often called upon to handle complicated issues related to E-ZPass and senior discount program customers. Recently, a senior discount customer was very dissatisfied with her experience at the nearby E-ZPass customer service center. Nick used his extensive mediation skills to turn an angry situation into a happy resolution. The once-hostile customer was so impressed that she felt compelled to notify us and let us know of how well Nick handled the situation. She is now a satisfied customer. Thank you, Nick.

Attached are reports from the appropriate departments.

For Bridge and Traffic Highlights, see Attachment 1
For PATCO Ridership and Financial Information, see the General Manager’s Report in the PATCO section
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

Respectfully Submitted,

John T. Hanson
Chief Executive Officer
REPORT OF THE CHIEF EXECUTIVE OFFICER
ATTACHMENT 1
BRIDGE AND FINANCE
## Activity for the Month of August 2014

### Calls for Service
- Total: 7,261

### Total Arrests
- Adults: 181
- Juv.: 181
- CDS Arrests: 13
- DWI Arrests: 46

### Arrests
- CBB: 4
- BFB: 95
- PATCO: 46
- BRB: 11
- WWB: 25

### Reportable Accidents
- CBB: 2
- BFB: 8
- PATCO: 5
- BRB: 0
- WWB: 14

### Non Reportable Accidents
- CBB: 1
- BFB: 7
- PATCO: 6
- BRB: 0
- WWB: 17

### Accident with Injuries
- CBB: 0
- BFB: 1
- PATCO: 0
- BRB: 0
- WWB: 2

### Incident Types

<table>
<thead>
<tr>
<th>Incident Type</th>
<th>CBB</th>
<th>BFB</th>
<th>PATCO</th>
<th>BRB</th>
<th>WWB</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>33 MV Stop</td>
<td>202</td>
<td>593</td>
<td>112</td>
<td>339</td>
<td>523</td>
<td>1,778</td>
</tr>
<tr>
<td>26 Assist-Routine PD Backup</td>
<td>135</td>
<td>621</td>
<td>286</td>
<td>132</td>
<td>422</td>
<td>1,599</td>
</tr>
<tr>
<td>25x Insufficient Funds</td>
<td>2</td>
<td>2</td>
<td>1</td>
<td>559</td>
<td>569</td>
<td></td>
</tr>
<tr>
<td>25 Escort</td>
<td>228</td>
<td>69</td>
<td>63</td>
<td>51</td>
<td>412</td>
<td></td>
</tr>
<tr>
<td>302 Security Check</td>
<td>31</td>
<td>57</td>
<td>105</td>
<td>131</td>
<td>47</td>
<td>371</td>
</tr>
<tr>
<td>47 Disabled MV</td>
<td>36</td>
<td>82</td>
<td>8</td>
<td>57</td>
<td>154</td>
<td>338</td>
</tr>
<tr>
<td>35X Motorist Aid/Service To Patron</td>
<td>23</td>
<td>33</td>
<td>95</td>
<td>34</td>
<td>84</td>
<td>269</td>
</tr>
<tr>
<td>46 Construction/Trades Backup</td>
<td>12</td>
<td>110</td>
<td>4</td>
<td>12</td>
<td>91</td>
<td>231</td>
</tr>
<tr>
<td>90 Other PD Assist</td>
<td>14</td>
<td>44</td>
<td>101</td>
<td>9</td>
<td>30</td>
<td>198</td>
</tr>
<tr>
<td>88X Parking Viol./Compl.</td>
<td></td>
<td></td>
<td>153</td>
<td>1</td>
<td></td>
<td>154</td>
</tr>
<tr>
<td>50X BREAK/LEAVING PROPERTY</td>
<td>14</td>
<td>53</td>
<td>6</td>
<td>23</td>
<td>45</td>
<td>141</td>
</tr>
<tr>
<td>91 Ped Investigation/Stop</td>
<td>42</td>
<td>88</td>
<td>3</td>
<td></td>
<td>3</td>
<td>134</td>
</tr>
<tr>
<td>84 Check On Subject</td>
<td>3</td>
<td>26</td>
<td>73</td>
<td>2</td>
<td>7</td>
<td>111</td>
</tr>
<tr>
<td>15 MV Accident</td>
<td>3</td>
<td>26</td>
<td>10</td>
<td>1</td>
<td>44</td>
<td>84</td>
</tr>
<tr>
<td>33C CVI Stop</td>
<td>10</td>
<td>12</td>
<td></td>
<td>13</td>
<td>41</td>
<td>76</td>
</tr>
<tr>
<td>25T Fare Problem</td>
<td></td>
<td></td>
<td>57</td>
<td></td>
<td></td>
<td>57</td>
</tr>
<tr>
<td>82 Notification</td>
<td>1</td>
<td>18</td>
<td>26</td>
<td>3</td>
<td>6</td>
<td>54</td>
</tr>
<tr>
<td>309 Special Detail</td>
<td>9</td>
<td>37</td>
<td>4</td>
<td></td>
<td></td>
<td>50</td>
</tr>
<tr>
<td>86 Removal</td>
<td>2</td>
<td>39</td>
<td>1</td>
<td></td>
<td></td>
<td>43</td>
</tr>
<tr>
<td>79 Roadway Hazard/Station Hazard</td>
<td>8</td>
<td>6</td>
<td>1</td>
<td>8</td>
<td>20</td>
<td>43</td>
</tr>
<tr>
<td>78X Toll Evasion/TOS</td>
<td>13</td>
<td>12</td>
<td>5</td>
<td>1</td>
<td>7</td>
<td>38</td>
</tr>
<tr>
<td>59 MV Look Up</td>
<td>16</td>
<td>8</td>
<td>1</td>
<td>6</td>
<td></td>
<td>31</td>
</tr>
<tr>
<td>12 Suspicious Person/Activity/Event</td>
<td>1</td>
<td>4</td>
<td>21</td>
<td>1</td>
<td>2</td>
<td>30</td>
</tr>
<tr>
<td>C PA Security Check</td>
<td>3</td>
<td>9</td>
<td></td>
<td>13</td>
<td>4</td>
<td>29</td>
</tr>
<tr>
<td>8 911 Hang Up/Mis-Dial</td>
<td>11</td>
<td>16</td>
<td>1</td>
<td>1</td>
<td></td>
<td>29</td>
</tr>
<tr>
<td>999 Void</td>
<td>1</td>
<td>7</td>
<td>2</td>
<td></td>
<td>7</td>
<td>28</td>
</tr>
<tr>
<td>58 Drivers License Check</td>
<td>1</td>
<td>26</td>
<td>1</td>
<td></td>
<td></td>
<td>28</td>
</tr>
<tr>
<td>25EZ Easy Pass Redirect</td>
<td>2</td>
<td></td>
<td></td>
<td></td>
<td>25</td>
<td>27</td>
</tr>
</tbody>
</table>
# Activity for the Month of August 2014

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Reportable Accidents:</td>
<td>CBB: 2</td>
<td>BFB: 8</td>
<td>PATCO: 5</td>
<td>BRB: 0</td>
<td>WWB:14</td>
</tr>
<tr>
<td>Non Reportable Accidents:</td>
<td>CBB: 1</td>
<td>BFB: 7</td>
<td>PATCO: 6</td>
<td>BRB: 0</td>
<td>WWB:17</td>
</tr>
<tr>
<td>Accident with Injuries:</td>
<td>CBB: 0</td>
<td>BFB: 1</td>
<td>PATCO: 0</td>
<td>BRB: 0</td>
<td>WWB:2</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Incident Type</th>
<th>CBB</th>
<th>BFB</th>
<th>PATCO</th>
<th>BRB</th>
<th>WWB</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>60 Stolen Check/Wanted</td>
<td>7</td>
<td>12</td>
<td>5</td>
<td>1</td>
<td>3</td>
<td>24</td>
</tr>
<tr>
<td>214 Court/Case Disposition</td>
<td>2</td>
<td>12</td>
<td>5</td>
<td>1</td>
<td>3</td>
<td>23</td>
</tr>
<tr>
<td>B NJ Security Check</td>
<td>2</td>
<td>1</td>
<td>12</td>
<td>7</td>
<td>22</td>
<td></td>
</tr>
<tr>
<td>56 Med Emerg/Injury Report</td>
<td>3</td>
<td>3</td>
<td>13</td>
<td>1</td>
<td>1</td>
<td>21</td>
</tr>
<tr>
<td>341 Lost/Found Property</td>
<td>3</td>
<td>15</td>
<td>1</td>
<td>19</td>
<td></td>
<td></td>
</tr>
<tr>
<td>52 Erratic Driver/Unfit Motorist</td>
<td>6</td>
<td>3</td>
<td>1</td>
<td>8</td>
<td>18</td>
<td></td>
</tr>
<tr>
<td>29 Alarm Activation</td>
<td>4</td>
<td>13</td>
<td>1</td>
<td>7</td>
<td>17</td>
<td></td>
</tr>
<tr>
<td>16 Hit &amp; Run</td>
<td>1</td>
<td>2</td>
<td>2</td>
<td>7</td>
<td>12</td>
<td></td>
</tr>
<tr>
<td>83 Counterfeit</td>
<td>1</td>
<td>4</td>
<td>6</td>
<td>11</td>
<td></td>
<td></td>
</tr>
<tr>
<td>78 Toll Dispute</td>
<td>2</td>
<td>3</td>
<td>2</td>
<td>4</td>
<td>11</td>
<td></td>
</tr>
<tr>
<td>310 Bridge Damage/PATCO Damage</td>
<td>1</td>
<td>2</td>
<td>1</td>
<td>4</td>
<td>3</td>
<td>11</td>
</tr>
<tr>
<td>A Armored Car</td>
<td>2</td>
<td>6</td>
<td>1</td>
<td>9</td>
<td></td>
<td></td>
</tr>
<tr>
<td>38 Transport Courtesy</td>
<td>1</td>
<td>3</td>
<td>3</td>
<td>1</td>
<td>1</td>
<td>9</td>
</tr>
<tr>
<td>70 Animal Complaint</td>
<td>1</td>
<td>5</td>
<td>1</td>
<td>8</td>
<td></td>
<td></td>
</tr>
<tr>
<td>101 BOLO</td>
<td>2</td>
<td>5</td>
<td>7</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10 Investigation/Follow-Up</td>
<td>5</td>
<td>1</td>
<td>1</td>
<td>7</td>
<td></td>
<td></td>
</tr>
<tr>
<td>79X Debris Strike</td>
<td>1</td>
<td>1</td>
<td>2</td>
<td>2</td>
<td>6</td>
<td></td>
</tr>
<tr>
<td>302K K9 Sweep</td>
<td>1</td>
<td>4</td>
<td>2</td>
<td>6</td>
<td></td>
<td></td>
</tr>
<tr>
<td>71 Fight/Disturbance</td>
<td>5</td>
<td>5</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>34 Investigate/Suspicious Vehicle</td>
<td>5</td>
<td>5</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>96 Slow Traffic</td>
<td>4</td>
<td>4</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>64 Larceny</td>
<td>4</td>
<td>4</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>56 Medical Emerg/Injury Report</td>
<td>2</td>
<td>2</td>
<td>4</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>17X Open/Secured Property</td>
<td>3</td>
<td>1</td>
<td>4</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>83X Car Wash</td>
<td>3</td>
<td>3</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>81 General Complaint</td>
<td>1</td>
<td>2</td>
<td>3</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>67 Mentally Disturbed</td>
<td>3</td>
<td>3</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>49X Inspection Report</td>
<td>3</td>
<td>3</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
## Activity for the Month of August 2014

### Calls for Service: 7,261
- **Total Arrests:** 181
  - **Adults:** 181
  - **Juvenile:**
  - **CDS Arrests:** 13
  - **DWI Arrests:** 46

### Arrests:
- **CBB:** 4
- **BFB:** 95
- **PATCO:** 46
- **BRB:** 11
- **WWB:** 25
- **Arrests NJ:** 134
- **Arrests PA:** 46

### Reportable Accidents:
- **CBB:** 2
- **BFB:** 8
- **PATCO:** 5
- **BRB:** 0
- **WWB:** 14

### Non Reportable Accidents:
- **CBB:** 1
- **BFB:** 7
- **PATCO:** 6
- **BRB:** 0
- **WWB:** 17

### Accident with Injuries:
- **CBB:** 0
- **BFB:** 1
- **PATCO:** 0
- **BRB:** 0
- **WWB:** 2

### Incident Type Summary

<table>
<thead>
<tr>
<th>Incident Type</th>
<th>CBB</th>
<th>BFB</th>
<th>PATCO</th>
<th>BRB</th>
<th>WWB</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>Investigate Location Conditions</td>
<td>49</td>
<td>2</td>
<td>2</td>
<td>1</td>
<td></td>
<td>3</td>
</tr>
<tr>
<td>Minor Incident</td>
<td>48</td>
<td>2</td>
<td>1</td>
<td>1</td>
<td></td>
<td>3</td>
</tr>
<tr>
<td>Panhandling/Soliciting</td>
<td>98</td>
<td>2</td>
<td>2</td>
<td></td>
<td></td>
<td>2</td>
</tr>
<tr>
<td>Suicide Attempt</td>
<td>74</td>
<td>2</td>
<td></td>
<td></td>
<td></td>
<td>2</td>
</tr>
<tr>
<td>Juvenile Complaint</td>
<td>69</td>
<td>2</td>
<td></td>
<td></td>
<td></td>
<td>2</td>
</tr>
<tr>
<td>Complaint against DRPA</td>
<td>312</td>
<td>1</td>
<td>1</td>
<td></td>
<td></td>
<td>2</td>
</tr>
<tr>
<td>Revenue Escort</td>
<td>25R</td>
<td>2</td>
<td></td>
<td></td>
<td></td>
<td>2</td>
</tr>
<tr>
<td>Breaking &amp; Entering</td>
<td>17</td>
<td>1</td>
<td>1</td>
<td></td>
<td></td>
<td>2</td>
</tr>
<tr>
<td>Intoxicated Subject (not DWI)</td>
<td>14</td>
<td>2</td>
<td></td>
<td></td>
<td></td>
<td>2</td>
</tr>
<tr>
<td>Startup Record</td>
<td></td>
<td></td>
<td></td>
<td>1</td>
<td></td>
<td>1</td>
</tr>
<tr>
<td>Vandalism/Criminal Mischief</td>
<td>65</td>
<td>1</td>
<td></td>
<td></td>
<td></td>
<td>1</td>
</tr>
<tr>
<td>Abandoned Vehicle</td>
<td>53</td>
<td>1</td>
<td></td>
<td></td>
<td></td>
<td>1</td>
</tr>
<tr>
<td>Robbery</td>
<td>18</td>
<td>1</td>
<td></td>
<td></td>
<td></td>
<td>1</td>
</tr>
<tr>
<td>Fire</td>
<td>11</td>
<td>1</td>
<td></td>
<td></td>
<td></td>
<td>1</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>0</td>
</tr>
</tbody>
</table>
## Attachment 1

### TRAFFIC & BRIDGE TOLL FIGURES

FOR THE PERIODS INDICATED

#### MONTH OF JULY

<table>
<thead>
<tr>
<th></th>
<th>-----2014-----</th>
<th>-----2013-----</th>
<th>INC/(DEC)</th>
<th>%</th>
<th>AMOUNT</th>
<th>INC/(DEC)</th>
<th>%</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>TRAFFIC TOLLS</td>
<td>TRAFFIC TOLLS</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>BEN FRANKLIN</td>
<td>1,593,696</td>
<td>$8,853,282.10</td>
<td>1,639,165</td>
<td>$9,031,001.99</td>
<td>-2.77</td>
<td>(45,469)</td>
<td>-1.97</td>
<td>($177,719.89)</td>
</tr>
<tr>
<td>WALT WHITMAN</td>
<td>1,772,008</td>
<td>10,906,686.73</td>
<td>1,706,319</td>
<td>10,401,631.18</td>
<td>3.85</td>
<td>65,689</td>
<td>4.86</td>
<td>505,055.55</td>
</tr>
<tr>
<td>COMMODORE BARRY</td>
<td>634,788</td>
<td>4,701,300.56</td>
<td>610,959</td>
<td>4,395,034.26</td>
<td>3.90</td>
<td>23,829</td>
<td>6.97</td>
<td>306,266.30</td>
</tr>
<tr>
<td>BETSY ROSS</td>
<td>417,377</td>
<td>2,864,054.72</td>
<td>411,757</td>
<td>2,792,267.55</td>
<td>1.36</td>
<td>2,395</td>
<td>6.97</td>
<td>306,266.30</td>
</tr>
<tr>
<td>TOTALS</td>
<td>4,417,869</td>
<td>$27,325,324.11</td>
<td>4,368,200</td>
<td>$26,619,934.98</td>
<td>1.14</td>
<td>49,669</td>
<td>2.65</td>
<td>$705,389.13</td>
</tr>
</tbody>
</table>

#### YEAR TO DATE

<table>
<thead>
<tr>
<th></th>
<th>1/1/14 TO 7/31/14</th>
<th>1/1/14 TO 7/31/14</th>
<th>INC/(DEC)</th>
<th>%</th>
<th>AMOUNT</th>
<th>INC/(DEC)</th>
<th>%</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>TRAFFIC TOLLS</td>
<td>TRAFFIC TOLLS</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>BEN FRANKLIN</td>
<td>10,343,885</td>
<td>$57,427,609.65</td>
<td>10,717,326</td>
<td>$59,265,208.15</td>
<td>-3.48</td>
<td>(373,441)</td>
<td>-3.10</td>
<td>($1,837,598.50)</td>
</tr>
<tr>
<td>WALT WHITMAN</td>
<td>10,567,557</td>
<td>65,727,117.01</td>
<td>10,501,734</td>
<td>64,584,581.34</td>
<td>0.63</td>
<td>65,823</td>
<td>1.77</td>
<td>1,142,535.67</td>
</tr>
<tr>
<td>COMMODORE BARRY</td>
<td>3,757,715</td>
<td>28,107,089.57</td>
<td>3,750,919</td>
<td>27,702,140.83</td>
<td>0.18</td>
<td>6,796</td>
<td>1.46</td>
<td>404,948.74</td>
</tr>
<tr>
<td>BETSY ROSS</td>
<td>2,780,224</td>
<td>18,880,542.60</td>
<td>2,824,506</td>
<td>19,114,937.40</td>
<td>-1.57</td>
<td>(44,282)</td>
<td>-1.23</td>
<td>(234,394.80)</td>
</tr>
<tr>
<td>TOTALS</td>
<td>27,449,381</td>
<td>$170,142,358.83</td>
<td>27,794,485</td>
<td>$170,666,867.72</td>
<td>-1.24</td>
<td>(345,104)</td>
<td>-0.31</td>
<td>($524,508.89)</td>
</tr>
</tbody>
</table>


Distribution: John Hanson
              Jim White
FINANCE

REVENUE AUDIT

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

<table>
<thead>
<tr>
<th></th>
<th>2013</th>
<th>2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash Revenue</td>
<td>$9,289,122.48</td>
<td>$9,106,632.76</td>
</tr>
<tr>
<td>ETC Revenue</td>
<td>$17,329,369.50</td>
<td>$18,217,717.35</td>
</tr>
<tr>
<td>Total Revenue</td>
<td>$26,618,491.98</td>
<td>$27,324,350.11</td>
</tr>
<tr>
<td>Non ETC Traffic</td>
<td>1,711,239</td>
<td>1,675,260</td>
</tr>
<tr>
<td>ETC Traffic</td>
<td>2,656,961</td>
<td>2,742,609</td>
</tr>
<tr>
<td>Total Traffic</td>
<td>4,368,200</td>
<td>4,417,869</td>
</tr>
</tbody>
</table>
REPORT OF THE CHIEF EXECUTIVE OFFICER
ATTACHMENT 2
PERSONNEL ACTIONS
TEMPORARY APPOINTMENTS  - None

APPOINTMENTS

Patrick M. Berkery  C&M Mechanic  Operations Division  Construction & Maintenance (BFB)  Eff: 08/11/14

Jhmal K. Haseen  C&M Mechanic  Operations Division  Construction & Maintenance (BFB)  Eff: 08/25/14

TEMPORARY ASSIGNMENT TO HIGHER CLASSIFICATION

Joseph M. McAroy  From: Construction & Maintenance Manager - BRB  Operations Division  Office of the Bridge Director (BRB)  To: Acting Bridge Director - BFB & BRB  Operations Division  Office of the Bridge Director (BFB & BRB)  Eff: 08/13/14 to 08/22/14

Jonathan D. McDonnell  From: Police Officer  Public Safety Division  Public Safety (BFB)  To: Acting Corporal of Police  Public Safety Division  Public Safety (BFB)  Eff: 08/30/14 to 11/28/14

PROMOTIONS

James M. White, Jr.  From: Director, Finance  Finance Division  Finance Director's Office (OPC)  To: Chief Financial Officer  Finance Division  Office of the Chief Financial Officer (OPC)  Eff: 08/09/14
### Actions of the Chief Executive Officer

**Commission Meeting of 09/18/2014**

**Page 2 of 2**

**INTERAGENCY PROMOTION to PATCO - from DRPA** - None

**INTERAGENCY TRANSFERS to PATCO - from DRPA** - None

**INTERAGENCY TRANSFERS to DRPA - from PATCO** - None

**TRANSFERS - DEPARTMENTAL**

<table>
<thead>
<tr>
<th>From</th>
<th>To</th>
</tr>
</thead>
<tbody>
<tr>
<td>Barbara A. Manuella (Revenue Operations Clerk)</td>
<td>Toll Collector (Bridge/Toll)</td>
</tr>
<tr>
<td>Operations Division (Operations Division)</td>
<td>Operations Division (Bridge/Toll)</td>
</tr>
<tr>
<td>Revenue Operations (BFB)</td>
<td>WWB</td>
</tr>
</tbody>
</table>

**Eff**: 08/09/14

**TITLE CHANGE ONLY** - None

### RETIREMENTS

- **James J. Fischer**  
  Sergeant of Police  
  Public Safety Division  
  Public Safety - Administration (BFB)  
  Eff: 08/01/14

### RESIGNATIONS

- None

### DECEASED

- None
RESOLUTION

WHEREAS, JAMES J. FISCHER has faithfully served the Delaware River Port Authority for TWENTY-FIVE years in a conscientious and reliable manner, and

WHEREAS, JAMES J. FISCHER wishes to accept retirement effective August 1, 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, Sergeant of Police, 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 J. FISCHER.
REPORT OF THE CHIEF EXECUTIVE OFFICER
ATTACHMENT 3
CONTRACTS AND PURCHASES
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: $9,809,240.37
SUBSTITUTION OF PROJECTS

2014 Capital Budget – Realignment of Funds – From Schedule T: Technology Projects & Equipment - Miscellaneous Hardware & Software T14000 to Schedule T: Technology Projects & Equipment – SAN Switch Upgrades T14014. This Funding Will be Used to Add new Ports on Fabric Switches to Increase Capability at the CBB DR Site. Budgeted Amount: $15,947.30.


<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-12-113)</td>
<td>American Bridge Company WWB Anchorage Dehumidification</td>
<td>$3,416,519.65</td>
<td>100.0% $3,416,519.65</td>
<td>$83,780.96</td>
<td>$3,059,184.25</td>
<td>8</td>
<td>$273,554.44</td>
</tr>
<tr>
<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>55.4% 1,385,640.48</td>
<td>131,777.02</td>
<td>643,932.54</td>
<td>4(PF1301)</td>
<td>609,930.92</td>
</tr>
<tr>
<td>(DRPA-13-119)</td>
<td>Chammings Electric, Inc. OPC 6th Floor Data Center Emergency Power System</td>
<td>284,410.51</td>
<td>61.7% 175,364.98</td>
<td>15,877.74</td>
<td>93,546.00</td>
<td>4</td>
<td>65,941.24</td>
</tr>
<tr>
<td>(DRPA-13-120)</td>
<td>Falasco Mechanical, Inc. OPC Condenser Water Heat Exchanger</td>
<td>235,444.75</td>
<td>100.0% 235,444.75</td>
<td>0.00</td>
<td>223,672.51</td>
<td>5</td>
<td>11,772.24</td>
</tr>
<tr>
<td>(DRPA-13-123)</td>
<td>Schneider Electric BFB Pedestrian Walkway Cameras</td>
<td>362,879.36</td>
<td>79.2% 287,529.36</td>
<td>0.00</td>
<td>254,009.36</td>
<td>5</td>
<td>33,520.00</td>
</tr>
<tr>
<td>(DRPA-12-112)</td>
<td>American Bridge Company WWB Design Services for Painting the Suspension Spans &amp; Towers</td>
<td>381,295.00</td>
<td>27.1% 103,389.71</td>
<td>9,219.62</td>
<td>68,021.80</td>
<td>8</td>
<td>26,148.29</td>
</tr>
<tr>
<td>(DRPA-12-112)</td>
<td>BRB Resurfacing Design Services</td>
<td>754,652.87</td>
<td>92.0% 694,047.95</td>
<td>1,670.98</td>
<td>675,606.95</td>
<td>17</td>
<td>16,770.02</td>
</tr>
<tr>
<td>(DRPA-12-112)</td>
<td>Urban Engineers, Inc. C.M.S. for Cont. No. BF-40-2013 BFB Miscellaneous Pavement Repairs</td>
<td>91,497.64</td>
<td>5.6% 5,106.97</td>
<td>0.00</td>
<td>0.00</td>
<td>1</td>
<td>5,106.97</td>
</tr>
<tr>
<td>(DRPA-12-112)</td>
<td>Jacobs Engineering Group, Inc. DRPA/PATCO RF Coverage Enhancement Design Services</td>
<td>51,744.47</td>
<td>9.0% 4,653.19</td>
<td>0.00</td>
<td>0.00</td>
<td>1</td>
<td>4,653.19</td>
</tr>
<tr>
<td>(DRPA-12-112)</td>
<td>Task Order # TT4308 C. M. for PATCO 800 MHX Radio System Upgrade</td>
<td>48,497.26</td>
<td>91.9% 44,563.45</td>
<td>0.00</td>
<td>43,539.33</td>
<td>6</td>
<td>1,024.12</td>
</tr>
<tr>
<td>(DRPA-12-112)</td>
<td>Task Order # TT4309 Consultant Services for CBB Roof Replacement</td>
<td>73,400.37</td>
<td>93.4% 68,534.39</td>
<td>0.00</td>
<td>65,624.73</td>
<td>7</td>
<td>2,909.66</td>
</tr>
<tr>
<td>(DRPA-12-112)</td>
<td>Pennoni Associates PATCO Outbound Study</td>
<td>1,640,712.24</td>
<td>48.8% 800,196.19</td>
<td>52,313.09</td>
<td>607,366.55</td>
<td>10 &amp; 11</td>
<td>140,516.55</td>
</tr>
<tr>
<td>(DRPA-12-112)</td>
<td>Paulus, Sokoloski, &amp; Sartor, LLC BFB Light Duty Vehicle Maintenance Building-Design Services &amp; Construction Support</td>
<td>233,992.00</td>
<td>100.0% 233,992.00</td>
<td>0.00</td>
<td>219,146.87</td>
<td>19</td>
<td>14,845.13</td>
</tr>
<tr>
<td>(DRPA-12-112)</td>
<td>SCHI Savini Transportation, Inc. STV Inc. Task Order # TT4307 PATCO Control Center Study</td>
<td>74,885.00</td>
<td>76.4% 57,243.84</td>
<td>0.00</td>
<td>56,282.99</td>
<td>6</td>
<td>960.85</td>
</tr>
<tr>
<td>(DRPA-12-112)</td>
<td>Task Order # TT4305 Traffic Sign Inventory &amp; Retro Reflectivity Measurement</td>
<td>72,537.00</td>
<td>99.5% 72,156.09</td>
<td>0.00</td>
<td>66,927.13</td>
<td>6</td>
<td>5,228.96</td>
</tr>
<tr>
<td>(DRPA-12-112)</td>
<td>A.P. Construction, Inc. PATCO Accessibility Improvements; 9th &amp; 10th &amp; Ferry Avenue Stations</td>
<td>4,466,670.00</td>
<td>100.0% 4,466,670.00</td>
<td>0.00</td>
<td>4,422,003.30</td>
<td>19</td>
<td>44,666.70</td>
</tr>
<tr>
<td>(DRPA-12-112)</td>
<td>PATCO Escalator Replacements at Woodcrest, 12th-13th &amp; 15th-16th &amp; Locust Stations</td>
<td>4,718,000.00</td>
<td>77.1% 3,639,600.00</td>
<td>305,380.00</td>
<td>3,143,790.00</td>
<td>11</td>
<td>190,430.00</td>
</tr>
<tr>
<td>(DRPA-12-112)</td>
<td>Burns Engineering, Inc. Task Order # EM4217 Replace CBB 4160V/480V Main Span Conduit &amp; Cable</td>
<td>99,225.00</td>
<td>97.7% 96,901.36</td>
<td>0.00</td>
<td>88,813.56</td>
<td>8 &amp; 9</td>
<td>8,087.80</td>
</tr>
<tr>
<td>(DRPA-09-099/B)</td>
<td>PATCO Power Cable Pole Lane Replacement, &amp; C. M. S. 2,668,543.39</td>
<td>2,668,543.39</td>
<td>100.0% 2,668,375.63</td>
<td>0.00</td>
<td>2,483,013.24</td>
<td>33</td>
<td>185,362.39</td>
</tr>
<tr>
<td>(DRPA-11-094)</td>
<td>Evaluation of 3rd Rail Voltage and Transient Voltage Spikes on Refurbished PATCO Rail Cars</td>
<td>79,933.41</td>
<td>24.6% 19,672.04</td>
<td>0.00</td>
<td>0.00</td>
<td>1 &amp; 2</td>
<td>19,672.04</td>
</tr>
<tr>
<td>(DRPA-11-094)</td>
<td>Louis Berger Group BRB RAMP A EXPANSION BEARING REPLACEMENT</td>
<td>40,324.49</td>
<td>68.8% 27,727.94</td>
<td>0.00</td>
<td>23,826.04</td>
<td>5</td>
<td>3,901.90</td>
</tr>
</tbody>
</table>
## SUMMARY OF AUTHORIZED CONTRACT AND ENGINEERING PAYMENTS

**BRIDGES AND PATCO SYSTEM**

*September 17, 2014*

<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-14-031)</td>
<td>Kaser Mechanical, LLC</td>
<td>WWB Boiler Replacement Project</td>
<td>474,935.00</td>
<td>300,995.30</td>
<td>30,099.53</td>
<td>187,897.95</td>
<td>2</td>
</tr>
<tr>
<td>(DRPA-10-154)</td>
<td>Alstom</td>
<td>PATCO Transit Car Overhaul</td>
<td>194,197,337.00</td>
<td>41,017,149.89</td>
<td>2,050,857.50</td>
<td>37,347,499.87</td>
<td>21</td>
</tr>
<tr>
<td>(DRPA-11-094)</td>
<td>AECOM (formerly DMJM &amp; Harris, Inc.)</td>
<td>WWB Boiler Replacement Project</td>
<td>474,935.00</td>
<td>300,995.30</td>
<td>30,099.53</td>
<td>187,897.95</td>
<td>2</td>
</tr>
<tr>
<td>(DRPA-11-094)</td>
<td>Remington &amp; Vernick Engineers, Inc.</td>
<td>BFB 5th Street Vehicular Tunnel Rehabilitation</td>
<td>128,834.00</td>
<td>84,958.53</td>
<td>6,667.91</td>
<td>69,040.99</td>
<td>12</td>
</tr>
<tr>
<td>(DRPA-11-094)</td>
<td>Acacia Financial Group, Inc.</td>
<td>Financial Advisory Services</td>
<td>100,000.00</td>
<td>61,315.67</td>
<td>0.00</td>
<td>60,165.67</td>
<td>17</td>
</tr>
<tr>
<td>(DRPA-11-094)</td>
<td>SunGard Recovery Services</td>
<td>System Disaster Recovery Services 04/01/2011 - 03/31/2016</td>
<td>225,240.00</td>
<td>150,489.32</td>
<td>0.00</td>
<td>146,658.32</td>
<td>152510991</td>
</tr>
<tr>
<td>(DRPA-11-094)</td>
<td>Info Tech, Incorporated</td>
<td>Electronic Bidding Services</td>
<td>34,950.00</td>
<td>29,950.00</td>
<td>0.00</td>
<td>24,950.00</td>
<td>13986902</td>
</tr>
<tr>
<td>(DRPA-11-094)</td>
<td>Interstate Mobile Care</td>
<td>DOT CDL &amp; FTA Physicals</td>
<td>170,425.00</td>
<td>168,270.00</td>
<td>0.00</td>
<td>147,856.00</td>
<td>12532</td>
</tr>
<tr>
<td>(DRPA-11-094)</td>
<td>LAZ Parking</td>
<td>Temporary Toll Collectors</td>
<td>2,826,951.00</td>
<td>623,056.28</td>
<td>0.00</td>
<td>609,328.70</td>
<td>48038-48042</td>
</tr>
<tr>
<td>(DRPA-11-094)</td>
<td>Railroad/Iron Bridge - A Joint Venture</td>
<td>DOT CDL &amp; FTA Physicals</td>
<td>69,575.00</td>
<td>62,245.00</td>
<td>0.00</td>
<td>60,871.00</td>
<td>12601</td>
</tr>
<tr>
<td>(DRPA-11-094)</td>
<td>Railroad/Iron Bridge - A Joint Venture</td>
<td>DOT CDL &amp; FTA Physicals</td>
<td>170,425.00</td>
<td>168,270.00</td>
<td>0.00</td>
<td>147,856.00</td>
<td>12532</td>
</tr>
<tr>
<td>(DRPA-11-094)</td>
<td>Railroad/Iron Bridge - A Joint Venture</td>
<td>DOT CDL &amp; FTA Physicals</td>
<td>69,575.00</td>
<td>62,245.00</td>
<td>0.00</td>
<td>60,871.00</td>
<td>12601</td>
</tr>
<tr>
<td>(DRPA-11-094)</td>
<td>Railroad/Iron Bridge - A Joint Venture</td>
<td>DOT CDL &amp; FTA Physicals</td>
<td>170,425.00</td>
<td>168,270.00</td>
<td>0.00</td>
<td>147,856.00</td>
<td>12532</td>
</tr>
<tr>
<td>(DRPA-11-094)</td>
<td>Railroad/Iron Bridge - A Joint Venture</td>
<td>DOT CDL &amp; FTA Physicals</td>
<td>69,575.00</td>
<td>62,245.00</td>
<td>0.00</td>
<td>60,871.00</td>
<td>12601</td>
</tr>
</tbody>
</table>

**Total Contract and Engineer Payments**

$9,809,240.37
MONTHLY REPORT
GENERAL PROCUREMENT ACTIVITY

During the month of August there were 50 Purchase Orders awarded totaling $281,397.61.

Approximately 77.29% or $217,492.36 of the monthly dollar total was made available to MBE and WBE’s, representing 40% or 20 of the monthly total number of Purchase Orders.

Of the total monthly procurement available to MBE’s and WBE’s, approximately 45.4% or $98,750.94 was awarded to MBE’s and approximately 18.79% or $40,876.02 was awarded to WBE’s.

Of the total number of Purchase Orders available to MBE’s and WBE’s, approximately 50% or 10 Purchase Orders were awarded to MBE’s and approximately 20% or 4 Purchase Orders were 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 August Activity Report

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

<table>
<thead>
<tr>
<th>DATE</th>
<th>CONTRACTOR</th>
<th>DRPA CONTRACT NO.</th>
<th>PROJECT/WORK AREA</th>
</tr>
</thead>
<tbody>
<tr>
<td>8/5, 8/19</td>
<td>Kaser Mechanical</td>
<td>WWB-19-2014</td>
<td>Project Progress Meeting - WWB Boiler Replacement project</td>
</tr>
<tr>
<td>8/5, 8/19</td>
<td>HNTB</td>
<td>BF-21-E</td>
<td>Progress meeting BFB/PATCO Track Rehabilitation project</td>
</tr>
<tr>
<td>8/7</td>
<td>James J Anderson</td>
<td>BF-40-2013</td>
<td>Pre-Construction Meeting BFB Pavement Repairs</td>
</tr>
<tr>
<td>8/8, 8/20</td>
<td>South State Inc.</td>
<td>WWB-17-2013</td>
<td>Progress meeting WWB NJ Approach Substructures Rehabilitation project</td>
</tr>
<tr>
<td>8/12</td>
<td></td>
<td>BF-41-2014</td>
<td>Pre-Bid meeting for Ben Franklin Bridge Administration and Annex Buildings Chiller Replacement Project.</td>
</tr>
<tr>
<td>8/12</td>
<td>Chamannings Electric</td>
<td>G-27-2013</td>
<td>Progress meeting OPC 6th floor generator</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>DATE</th>
<th>NAME OF MEETING</th>
</tr>
</thead>
<tbody>
<tr>
<td>8/5</td>
<td>Meeting with One Port Center Tenant Fire Captains</td>
</tr>
<tr>
<td>8/11, 8/25</td>
<td>Bi-weekly conference call with Safety &amp; Construction &amp; Maintenance Supervisors / Fleet Managers</td>
</tr>
<tr>
<td>8/11</td>
<td>* Monthly Incident Accident Investigation committee meeting</td>
</tr>
<tr>
<td>8/12</td>
<td>Meeting with FM Global Loss Prevention regarding OPC inspection</td>
</tr>
<tr>
<td>8/13</td>
<td>Monthly Risk Management &amp; Safety Staff Meeting with CAO</td>
</tr>
<tr>
<td>8/18</td>
<td>Monthly Programs &amp; Activities subcommittee meeting</td>
</tr>
<tr>
<td>8/19</td>
<td>Meeting with FM Global Loss Prevention regarding CBB inspection.</td>
</tr>
<tr>
<td>8/20</td>
<td>* Monthly Bridge Directors meeting with Risk Management &amp; Safety and Fleet Management</td>
</tr>
<tr>
<td>8/20</td>
<td>* Monthly staff meeting with Safety Specialists &amp; Director of Risk Management</td>
</tr>
<tr>
<td>8/26</td>
<td>Meeting Workplace Safety at the BRB</td>
</tr>
<tr>
<td>8/27</td>
<td>* Central Safety &amp; Health meeting</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>DATE</th>
<th>NAME OF MEETING</th>
</tr>
</thead>
<tbody>
<tr>
<td>8/5</td>
<td>Conference call with litigation attorney regarding OCIP claims</td>
</tr>
<tr>
<td>8/5, 8/14, 8/26</td>
<td>Weekly conference calls on OCIP litigated claims with AIG claim representatives, TSIB and defense counsel</td>
</tr>
<tr>
<td>8/6, 8/13, 8/21, 8/26</td>
<td>Weekly staff meetings with CAO</td>
</tr>
<tr>
<td>8/12</td>
<td>Conference call with AON to discuss renewal strategy for the 2014-2015 policy term</td>
</tr>
<tr>
<td>8/14</td>
<td>Conference call with DRPA Legal Staff and AIG representatives regarding OCIP claims</td>
</tr>
<tr>
<td>8/15</td>
<td>Monthly Senior Staff meeting</td>
</tr>
</tbody>
</table>
The DRPA Risk Management & Safety Staff were involved in the following training activities for the month of August.

<table>
<thead>
<tr>
<th>DATE</th>
<th>TYPE OF TRAINING</th>
</tr>
</thead>
<tbody>
<tr>
<td>8/11</td>
<td>New hire orientation for a C&amp;M Mechanic was conducted by DRPA Safety staff</td>
</tr>
<tr>
<td>8/13</td>
<td>“Powered Industrial Truck Safety Training” conducted by AIG at the WWB and CBB</td>
</tr>
<tr>
<td>8/15</td>
<td>“Powered Industrial Truck Safety Training” conducted by AIG at the BRB and BFB</td>
</tr>
<tr>
<td>8/18</td>
<td>Refresher Defensive Training was conducted by DRPA Specialist at OPC</td>
</tr>
<tr>
<td>8/25</td>
<td>New hire orientation for a C&amp;M Mechanic was conducted by DRPA Safety staff</td>
</tr>
</tbody>
</table>

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

- 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 August.

- 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 August; “Keep safety in mind when working outdoors”.

- The Director of Risk Management attended the quarterly OCIP Claim Services Review Meeting in Wilmington, Delaware with DRPA General and Deputy General Counsel, AIG claims specialists, and Turner Surety Insurance Brokerage.
CFO REPORT
DRPA Dashboard

August, 2013 ---- July, 2014

DRPA Bridge Traffic
100.11 %

DRPA Bridge Revenue
101.23 %

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

<table>
<thead>
<tr>
<th>Date</th>
<th>Actual</th>
<th>Budgeted</th>
<th>% of Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jul, 2014</td>
<td>4,417,869</td>
<td>4,330,038</td>
<td>102.03 %</td>
</tr>
<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>3,828,918</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>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date</th>
<th>Actual</th>
<th>Budgeted</th>
<th>% of Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jul, 2014</td>
<td>$27,325,324</td>
<td>$26,357,106</td>
<td>103.67 %</td>
</tr>
<tr>
<td>Jun, 2014</td>
<td>$26,716,305</td>
<td>$25,723,486</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>95.61 %</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>$23,671,428</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>$27,005,276</td>
<td>100.87 %</td>
</tr>
</tbody>
</table>
DRPA Dashboard

August, 2013 15 ---- July, 2014 15

PATCO Ridership
99.42 %

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

PATCO Revenue
102.27 %

Legend
- On Budget
- Under Budget between 0-2%
- 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>Jul, 2014</td>
<td>843,410</td>
<td>884,478</td>
<td>95.36 %</td>
</tr>
<tr>
<td>Jun, 2014</td>
<td>828,298</td>
<td>843,964</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>796,889</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>781,045</td>
<td>104.03 %</td>
</tr>
<tr>
<td>Nov, 2013</td>
<td>836,633</td>
<td>804,763</td>
<td>103.96 %</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>104.45 %</td>
</tr>
<tr>
<td>Aug, 2013</td>
<td>873,110</td>
<td>843,874</td>
<td>103.46 %</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>Jul, 2014</td>
<td>$2,209,592</td>
<td>$2,314,735</td>
<td>95.46 %</td>
</tr>
<tr>
<td>Jun, 2014</td>
<td>$2,133,899</td>
<td>$2,203,072</td>
<td>96.86 %</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>$2,282,867</td>
<td>98.08 %</td>
</tr>
<tr>
<td>Mar, 2014</td>
<td>$2,200,655</td>
<td>$2,209,032</td>
<td>99.62 %</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>$2,162,254</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>
</tbody>
</table>
## DRPA Dashboard

**PATCO Operating Budget**

- **August, 2013**: $101.26%
- **July, 2014**: $101.00%

### Legend
- Red: Over Budget
- Green: Under Budget between 0-5%
- Yellow: Under Budget between 5-10%
- Purple: Under Budget by more than 10%

### PATCO Operating Ratio: Actual vs Budget

<table>
<thead>
<tr>
<th>Date</th>
<th>Actual</th>
<th>Budgeted</th>
<th>% of Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jul, 2014</td>
<td>$3,818,742</td>
<td>$3,864,017</td>
<td>98.83 %</td>
</tr>
<tr>
<td>Jun, 2014</td>
<td>$3,386,287</td>
<td>$3,841,942</td>
<td>88.14 %</td>
</tr>
<tr>
<td>May, 2014</td>
<td>$4,251,492</td>
<td>$4,194,233</td>
<td>101.37 %</td>
</tr>
<tr>
<td>Apr, 2014</td>
<td>$3,901,857</td>
<td>$3,677,604</td>
<td>106.10 %</td>
</tr>
<tr>
<td>Mar, 2014</td>
<td>$3,987,907</td>
<td>$3,732,932</td>
<td>106.83 %</td>
</tr>
<tr>
<td>Feb, 2014</td>
<td>$3,857,920</td>
<td>$3,723,084</td>
<td>103.62 %</td>
</tr>
<tr>
<td>Jan, 2014</td>
<td>$4,004,814</td>
<td>$3,418,390</td>
<td>92.74 %</td>
</tr>
<tr>
<td>Dec, 2013</td>
<td>$5,336,268</td>
<td>$3,803,087</td>
<td>140.31 %</td>
</tr>
<tr>
<td>Nov, 2013</td>
<td>$3,814,304</td>
<td>$4,217,897</td>
<td>90.43 %</td>
</tr>
<tr>
<td>Oct, 2013</td>
<td>$3,569,184</td>
<td>$3,701,129</td>
<td>96.44 %</td>
</tr>
<tr>
<td>Sep, 2013</td>
<td>$3,615,751</td>
<td>$3,718,211</td>
<td>97.24 %</td>
</tr>
<tr>
<td>Aug, 2013</td>
<td>$4,121,661</td>
<td>$4,280,556</td>
<td>96.29 %</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date</th>
<th>Actual Rev</th>
<th>Budgeted Rev</th>
<th>Actual Op</th>
<th>Budgeted Op</th>
<th>% of Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jul, 2014</td>
<td>$2,209,592</td>
<td>$2,314,735</td>
<td>$3,818,742</td>
<td>$3,864,017</td>
<td>96.59 %</td>
</tr>
<tr>
<td>Jun, 2014</td>
<td>$2,133,899</td>
<td>$2,203,072</td>
<td>$3,841,942</td>
<td>$3,864,017</td>
<td>109.89 %</td>
</tr>
<tr>
<td>May, 2014</td>
<td>$2,611,280</td>
<td>$2,303,294</td>
<td>$4,251,492</td>
<td>$4,194,233</td>
<td>111.60 %</td>
</tr>
<tr>
<td>Apr, 2014</td>
<td>$2,239,074</td>
<td>$2,282,867</td>
<td>$3,901,857</td>
<td>$3,677,604</td>
<td>92.44 %</td>
</tr>
<tr>
<td>Mar, 2014</td>
<td>$2,200,655</td>
<td>$2,209,032</td>
<td>$3,987,907</td>
<td>$3,732,932</td>
<td>93.25 %</td>
</tr>
<tr>
<td>Feb, 2014</td>
<td>$1,951,205</td>
<td>$2,025,067</td>
<td>$3,857,920</td>
<td>$3,723,084</td>
<td>92.99 %</td>
</tr>
<tr>
<td>Jan, 2014</td>
<td>$2,132,289</td>
<td>$2,192,226</td>
<td>$4,004,814</td>
<td>$4,318,390</td>
<td>104.88 %</td>
</tr>
<tr>
<td>Dec, 2013</td>
<td>$2,152,254</td>
<td>$1,999,688</td>
<td>$5,336,268</td>
<td>$3,803,087</td>
<td>77.06 %</td>
</tr>
<tr>
<td>Nov, 2013</td>
<td>$2,277,725</td>
<td>$2,119,322</td>
<td>$3,814,304</td>
<td>$4,217,897</td>
<td>118.85 %</td>
</tr>
<tr>
<td>Oct, 2013</td>
<td>$2,512,388</td>
<td>$2,425,178</td>
<td>$3,569,184</td>
<td>$3,701,129</td>
<td>107.38 %</td>
</tr>
<tr>
<td>Sep, 2013</td>
<td>$2,249,734</td>
<td>$2,140,496</td>
<td>$3,615,751</td>
<td>$3,718,211</td>
<td>108.03 %</td>
</tr>
<tr>
<td>Aug, 2013</td>
<td>$2,295,575</td>
<td>$2,155,398</td>
<td>$4,121,661</td>
<td>$4,280,556</td>
<td>110.61 %</td>
</tr>
</tbody>
</table>
DRPA Dashboard

August, 2013 ______ July, 2014

PATCO On Time Performance

94.36 %

Goal: 98%

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

PATCO Incidents

- Equipment Defect: 11
- W&P Track - Wayside: 5
- Other: 4
- W&P Elec - Signal - Radio: 2
- Passenger Issues: 2
- Public Safety Issues: 2
- Transit Operations: 2
- Weather: 1
- Speed Restrictions: 1
- Trespassers
- Lack of Equipment
- Deer/Animals

JULY 2014

<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>Jul, 14</td>
<td>3,758</td>
<td>97</td>
<td>7</td>
<td>40</td>
<td>97.16 %</td>
</tr>
<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>96.32 %</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>128</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>5,811</td>
<td>167</td>
<td>79</td>
<td>112</td>
<td>95.63 %</td>
</tr>
<tr>
<td>Nov, 13</td>
<td>5,208</td>
<td>96</td>
<td>113</td>
<td>58</td>
<td>95.89 %</td>
</tr>
<tr>
<td>Oct, 13</td>
<td>5,650</td>
<td>230</td>
<td>24</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, 13</td>
<td>5,515</td>
<td>150</td>
<td>66</td>
<td>34</td>
<td>96.05 %</td>
</tr>
</tbody>
</table>
## DRPA/PATCO Unaudited Financial Summary - September 2014 Finance Committee Meeting

### Total DRPA Traffic/PATCO Ridership and Revenue

<table>
<thead>
<tr>
<th></th>
<th>2014 YTD thru 7/31/14</th>
<th>2013 Actual</th>
<th>Year-to-Year Change</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>DRPA Traffic</td>
<td>27,794,485</td>
<td>27,449,381</td>
<td>(345,104)</td>
<td>-1.24%</td>
</tr>
<tr>
<td>DRPA Toll Revenues</td>
<td>$170,666,868</td>
<td>$170,142,359</td>
<td>$524,509</td>
<td>-0.31%</td>
</tr>
<tr>
<td>Average Toll</td>
<td>$6,1403</td>
<td>$6,1984</td>
<td>$0.0581</td>
<td>0.95%</td>
</tr>
<tr>
<td>PATCO Ridership</td>
<td>6,195,966</td>
<td>5,842,823</td>
<td>(353,143)</td>
<td>-5.70%</td>
</tr>
<tr>
<td>PATCO Revenues</td>
<td>$16,147,204</td>
<td>$15,477,994</td>
<td>$669,210</td>
<td>-4.14%</td>
</tr>
<tr>
<td>Average Fare</td>
<td>$2.4220</td>
<td>$2.3970</td>
<td>$0.0250</td>
<td>-1.03%</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>27,477,051</td>
<td>27,449,381</td>
<td>(27,670)</td>
<td>-0.10%</td>
</tr>
<tr>
<td>DRPA Toll Revenues</td>
<td>$168,653,503</td>
<td>$170,142,359</td>
<td>1,488,856</td>
<td>0.88%</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>$50,269,820</td>
<td>$46,295,702</td>
<td>(3,974,118)</td>
<td>-7.91%</td>
</tr>
<tr>
<td>PATCO Budget</td>
<td>$27,352,202</td>
<td>$27,209,016</td>
<td>(143,186)</td>
<td>-0.52%</td>
</tr>
<tr>
<td>Total</td>
<td>$77,622,022</td>
<td>$73,504,718</td>
<td>(4,117,304)</td>
<td>-5.30%</td>
</tr>
</tbody>
</table>

### PATCO Subsidy - 2014 YTD Unaudited Actuals thru 7/31/14

<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 Subsidy</td>
<td>$11,816,909</td>
<td>$11,731,022</td>
<td>$85,887</td>
<td>0.73%</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Funding Source</th>
<th>08/31/2013 Actual</th>
<th>08/31/2014 Actual</th>
<th>Year-to-Year Change</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project Fund Drawdowns</td>
<td>$ -</td>
<td>$71.6</td>
<td>$71.6</td>
<td>-</td>
</tr>
<tr>
<td>General Fund</td>
<td>$49.5</td>
<td>$ -</td>
<td>$49.5</td>
<td>-</td>
</tr>
<tr>
<td>Total Capital Expenditures - Major Projects</td>
<td>$49.5</td>
<td>$71.6</td>
<td>$22.1</td>
<td>44.65%</td>
</tr>
</tbody>
</table>

August YTD figures reflect over $16 million in expenditures during July, largely due to BFB/PATCO track rehab. project

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

| Estimated Current Balance (rev.) | $431.0 million* |
| Est. Change from previous month | $8.0 million - increase since 7/31/14 |
### Total Debt Outstanding

<table>
<thead>
<tr>
<th>Outstanding Bond Issues</th>
<th>08/31/14</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>306,375</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>Total Senior (Revenue) Bonds</td>
<td>$1,410,015</td>
<td>$1,439,470</td>
<td>$29,455</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>Total Subordinated Bonds</td>
<td>$174,915</td>
<td>$184,110</td>
<td>(9,195)</td>
</tr>
<tr>
<td>Total Debt</td>
<td>$1,584,930</td>
<td>$1,623,580</td>
<td>(38,650)</td>
</tr>
</tbody>
</table>

**Fixed Rate Bonds**
- Principal Outstanding: $959,875 (60.6% of Total)
- Total Debt: $1,584,930 (100.0%)

**Variable Rate Bonds**
- Principal Outstanding: $625,055 (39.4% of Total)
- Total Debt: $1,584,930 (100.0%)

**Total Debt**
- Principal Outstanding: $1,584,930 (100.0%)

---

### 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 - 8/31/2014 (in millions)

<table>
<thead>
<tr>
<th>Amount</th>
<th>Active Swaps*</th>
<th>MTM Value</th>
<th>Change from 7/31/14</th>
</tr>
</thead>
<tbody>
<tr>
<td>$811</td>
<td>$625</td>
<td>($163.0)</td>
<td>($3.0)</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

Pennsylvania Convention Center
1101 Arch Street
Philadelphia, Pennsylvania

Wednesday, August 20, 2014
PRESENT

PENNSYLVANIA

Jim Cawley, Esquire, Chairman
William Sasso, Esquire
Michelle Kichline, Esquire
Walter D'Alessio (via telephone)
Joann Bell
John Lisko, Esquire (for Robert McCord)
(via telephone)
Eugene DePasquale (via telephone)
John J. Dougherty

NEW JERSEY

Jeffrey L. Nash, Esquire, Vice Chairman
(via telephone)
Charles Fentress
Denise Mason
Tamarisk Jones
E. Frank DiAntonio (via telephone)

Officers and Chiefs

John Hanson, Chief Executive Officer
Michael Conallen, Deputy Chief Executive Officer
Danielle McNichol, General Counsel and Corporate
Secretary
Kristen Mayock, Deputy General Counsel
James White, Acting Chief Financial Officer
Toni Brown, Chief Administrative Officer
Mike Venuto, Chief Engineer
John Rink, PATCO General Manager
Bennett Cornelius, Assistant General Manager, PATCO
Thomas Raftery, Inspector General
Jack Stief, Chief, Public Safety
DRPA Staff

Nancy Farthing, Executive Assistant to CEO
Howard Korsen, Contract Administration
Kevin LaMarca, Director, IS
Christina Maroney, Manager, Special Projects
Elizabeth McGee, Administrative Coordinator
Sheila Milner, Administrative Coordinator
William Shanahan, Director, Gov. Relations
Susan Squillace, Manager, Purchasing
Dawn Whiton, Administrative Coordinator
Mike Williams, Acting Manager, Corp. Comm.

Counsel

Christopher Gibson, Esquire, Archer & Greiner,
New Jersey Counsel
Thomas Ellis, Esquire, Duane Morris, Pennsylvania Counsel

Others

Joshua Wilson, Chief of Staff, Office of Lt. Gov.
Peter Simon, Esquire, New Jersey, Gov. Authorities
Unit
Michael Mustokoff, Esquire
Daniel Walworth, Esquire
John Boyle (CAC)
James Thornton
Jenny Robinson, AAA MidAtlantic
Lesley Kirsch, Friends of Cooper River West
Kevin Barfield, Friends of Cooper River West
Tom Knoche, Friends of Cooper River West
Frank Keel
Brian Stevenson
Tara Chupka
James Bloom
Stephen Benigno
Richard Rivera
<table>
<thead>
<tr>
<th>Index</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>Roll Call</td>
<td>8</td>
</tr>
<tr>
<td>Report of the CEO</td>
<td>12</td>
</tr>
<tr>
<td>Report of the Interim CFO</td>
<td>17</td>
</tr>
<tr>
<td>Key Performance Indicators</td>
<td></td>
</tr>
<tr>
<td>Approval of July 16, 2014 Board Meeting Minutes</td>
<td>22</td>
</tr>
<tr>
<td>Monthly List of Payments - Covering Month of July 2014</td>
<td>24</td>
</tr>
<tr>
<td>Monthly List of Purchase Orders and Contracts of July 2014</td>
<td>24</td>
</tr>
<tr>
<td>Approval of Audit Committee Minutes of July 30, 2014</td>
<td>25</td>
</tr>
<tr>
<td>Adopt Resolution Approved by Audit Committee of July 2014</td>
<td>26</td>
</tr>
<tr>
<td>DRPA-14-097, Selection of Independent Firm to Conduct Yellow Book Management Audit</td>
<td></td>
</tr>
<tr>
<td>Approval of Operations &amp; Maintenance Committee Minutes of August 6, 2014</td>
<td>27</td>
</tr>
<tr>
<td>Adopt Resolutions Approved by Operations &amp; Maintenance Committee of August 6, 2014</td>
<td>28</td>
</tr>
<tr>
<td>DRPA-14-098, Contract No. BR-15-2012, Betsy Ross Bridge Resurfacing and Approach Roadway Rehabilitation</td>
<td>29</td>
</tr>
</tbody>
</table>
## INDEX

(continued)

<p>| DRPA-14-099 | Construction Monitoring Services for Betsy Ross Bridge Resurfacing and Approach Roadway Rehabilitation | 29 |
| DRPA-14-100 | Capital Project Contract Modifications | 31 |
| DRPA-14-101 | FY 2013 TSGP Regional Public Security Awareness Public Service Announcement Project, Phase IV | 32 |
| Approval of Finance Committee Minutes of August 6, 2014 | 32 |
| Adopt Resolutions Approved by Finance Committee of August 6, 2014 | 34 |
| DRPA-14-102 | Camera &amp; Call Box Maintenance Agreement |  |
| DRPA-14-103 | DRPA/PATCO Medical Service Provider for Drug and Alcohol Testing/Training, Physical Exams, Medical Evaluation and Health Screening |  |
| DRPA-14-104 | Benefits Administration Third Party Administrator DRPA/PATCO |  |
| DRPA-14-105 | Extension of Blue Horizon Loan Satisfaction Agreement |  |
| Unfinished Business | 35 |</p>
<table>
<thead>
<tr>
<th>Page</th>
<th>Index</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>36</td>
<td>New Business</td>
<td>DRPA-14-106 Consideration of Pending DRPA Contracts (Between $25,000 and $100,000)</td>
</tr>
<tr>
<td>36</td>
<td>Interim Collective Bargaining Agreements Extension</td>
<td></td>
</tr>
<tr>
<td>37</td>
<td>Citizens Advisory Committee Report</td>
<td></td>
</tr>
<tr>
<td>42</td>
<td>Public Comment</td>
<td></td>
</tr>
<tr>
<td>55</td>
<td>Executive Session</td>
<td></td>
</tr>
</tbody>
</table>
P R O C E E D I N G S

(10:15 a.m.)

COMMISSIONER SASSO: The first thing I would like to do is have a moment of silence, and then we will have the Pledge of Allegiance.

Please stand for a moment of silence.

(Moment of silence.)

COMMISSIONER SASSO: And now Pledge of Allegiance.

(Pledge of Allegiance.)

COMMISSIONER SASSO: And now I'd like to ask the Corporate Secretary to call the roll.

MS. McNICHOL: Commissioner Sasso?

COMMISSIONER SASSO: Here.

MS. McNICHOL: Vice Chairman Nash?

Commissioner Bell?

COMMISSIONER BELL: Here.

MS. McNICHOL: Commissioner Dougherty?

COMMISSIONER DOUGHERTY: Present.

MS. McNICHOL: Commissioner D'Alessio?

COMMISSIONER D'ALESSIO: On the phone.

Here.
MS. McNICHOL: Commissioner DiAntonio?

COMMISSIONER DIANTONIO: Here.

MS. McNICHOL: Commissioner Lisko?

COMMISSIONER LISKO: On the phone.

MS. McNICHOL: Commissioner Kichline?

COMMISSIONER KICHLINE: Here.

MS. McNICHOL: Commissioner Fentress?

COMMISSIONER FENTRESS: Here.

MS. McNICHOL: Commissioner Mason?

COMMISSIONER MASON: Here.

MS. McNICHOL: Commissioner Jones?

COMMISSIONER JONES: Here.

MS. McNICHOL: Is Governor Cawley on the phone?

CHAIRMAN DEPASQUALE: Danielle this is Eugene. I'm here. We lost you for a second. Actually, I moved the phone and it hung --

MS. McNICHOL: Thank you, sir.

Governor Cawley?

CHAIRMAN CAWLEY: I'm here on the phone.

MS. McNICHOL: Thank you, sir.

Vice Chairman Nash?
COMMISSIONER SASSO: Well, see if Jeff joins us.

Do we need Vice Chairman Nash for a quorum or do we have a quorum?

MS. McNICHOL: We need Vice Chairman Nash for a quorum, sir.

COMMISSIONER SASSO: And he was on the phone?

MS. McNICHOL: He was briefly on the phone, sir, and I --

COMMISSIONER SASSO: Maybe somebody could call him and see what the --

MS. McNICHOL: Yes, we'll try to reach him.

COMMISSIONER SASSO: -- problem right there.

MR. HANSON: I was just talking to him and he said he was calling. He was calling in right now, so --

COMMISSIONER BELL: I don't know what happened, right.

MR. HANSON: I mean, I literally just came in from a conversation that I had with him. So I
think he's --

MS. McNICHOL: Vice Chairman Nash?

COMMISSIONER SASSO: Procedurally, can we begin with the reports and then wait until we have a quorum?

MS. McNICHOL: Hi. I'm sorry. Did someone join, please?

VICE CHAIRMAN NASH: Hi. I'm sorry, Jeff Nash.

MS. McNICHOL: Thank you, Vice Chair. You can proceed. We have a quorum, sir.

COMMISSIONER SASSO: Good.

Vice Chairman Nash, I indicated that our Chairman is on his way here fighting the traffic. He is participating by phone. With your permission, he has asked me to chair the proceedings with your permission as Vice Chair given the fact that you are also on the phone, I will do so.

VICE CHAIRMAN NASH: I'm having a very hard time hearing you.

COMMISSIONER SASSO: Do you have any problem
if I chair the meeting in your absence and the Chairman's absence?

VICE CHAIRMAN NASH: No, that's fine, of course.

COMMISSIONER SASSO: Okay.

VICE CHAIRMAN NASH: Thank you, Commissioner.

COMMISSIONER SASSO: Thank you.

The first item on the agenda is the report of the CEO, John Hanson.

John, you've given us an excellent written report. Do you have anything you'd like to add to it?

MR. HANSON: I do have a couple of comments that I'd like to add, Commissioner.

First, I'd like to -- I would like to let you know that in less than two months, PATCO has received three compliments about train operator Jim Franks. On June 26th, a customer recognized Jim's professionalism and courtesy during a delay, describing Jim as a model to emulate. Quote, "PATCO employees like Jim make the ride through the track
rehab a little more enjoyable," end quote.

On July 29th, another customer dubbed this train operator as "awesome" for the way he responded to the challenge of a disabled train on the bridge. After making announcements over the loudspeaker about what was going on, the operator quickly started to work to resolve the problem. His actions and manner were reassuring to the customers on the train.

And on August 14th during a morning peak service, a young man dropped his cell phone battery into the track at the Woodcrest area. To the dismay of onlookers, the distraught juvenile was about to jump onto the tracks to retrieve the battery. Jim Franks delayed movement of the train to the station, communicating with the control center and they were able to prevent an accident.

Staff recently identified a need to enhance information available to employees about safety products in DRPA central, in DRPA's central storeroom. A cross-functional team lead by CAO Toni Brown and Project Analyst Ann DuVall, included Risk Management
and Safety Director Marianne Staszewski, HRS Director
Kelly Forbes, Safety Specialist Mark Armbruster,
Khalil Christian, Procurement Manager Susan Squillace,
Central Storeroom Supervisor Gail Polk. They created
a comprehensive user-friendly Internet catalog with
safety items that now enables employees to locate
quickly and easily through pictures of the items to
maximize workplace safety and access to safety tools.

Also on August 9th at 8 p.m., Sergeant Andre
Brown came to the aid of a customer in need, who
responded via email with the following thank you.

"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. I
pulled off to the other side before the toll booths
when an officer saw I was in need of assistance. Not
once, but twice, did he drive back to the station to
get tools that were needed to fix my flat tire and
even helped me change the tire. Reassured me that not
all police officers are out to punish, but they are
truly there to help civilians in need."
Finally, tomorrow, the PATCO Track Rehab
Project moves from the south side to the north side.
We'll be running on the new tracks on the south side,
and we've got a significant change to the continuous
track outage schedule and that schedule has been
dramatically improved.

During the morning rush going westbound,
we've reduced the number of gaps from four to three.
So there's one less gap. We've also shortened gap
time by 40 minutes during the morning rush.

In the afternoon, during the afternoon rush,
we've taken the number of gaps from two to four.
There are 2 less gaps going eastbound, and reduced the
number of gaps by 62 minutes. The gap time in the
afternoon rush is one-third of what it was during the
last track outage.

In addition, we've improved weekend train
headways and also been able to improve for the reverse
commuters during the morning.

That concludes my comments.

COMMISSIONER SASSO: Are any of those
employees here today, John?

MR. HANSON: No.

COMMISSIONER SASSO: Please convey our
thanks as Commissioners.

We're not really the face of the DRPA and
PATCO. It's really the employees who are on the front
line day-by-day, the working men that make an
impression on the general public and enhance our
reputation. So please thank them on behalf of all --
the entire Board of Commissioners.

MR. HANSON: And I said no, but, of course,
Toni Brown is here, who led the cross-functional
safety team and --

MS. BROWN: Sue Squillace, Sue Squillace is
here.

MR. HANSON: I'm sorry -- and Sue Squillace.

COMMISSIONER SASSO: Well, thanks to both of
you.

Okay. The report of the Chief Financial
Officer.

Anything -- oh, we have to have a motion
accepting the CEO's report.

Can I have such a motion and a second?

MS. JONES: Second.

MS. MASON: Second.

COMMISSIONER SASSO: Been moved and

seconded.

Any further discussion or comments?

All those in favor?

COMMISSIONER FENTRESS: Aye.

COMMISSIONER KICHLINE: Aye.

COMMISSIONER JONES: Aye.

COMMISSIONER SASSO: Opposed?

It's carried.

COMMISSIONER SASSO: We now have a report of

our Chief Financial Officer.

Jim, do you have anything you want to add to

your report?

MR. WHITE: Just a couple of summary items

that I'll just mention, okay?

Mr. Chair and Mr. Vice Chair, good morning,

and Commissioners, good morning.
My brief remarks will essentially echo the comments made in the Finance Committee meeting notes, which are in your packet. I just wanted to bring to your attention that June was a very, very good month with regard to DRPA traffic and revenues. We expect these trends to continue as it seems as the unaudited traffic and revenues for July, we expect to also exceed July 2013. So we're on a good path particularly related to traffic and revenues.

Even though we are still under the 2013 numbers and, again, we've emphasized that's because of bad weather in January and February -- there was a $1.2 million improvement over 2013 for the month of June. So that gap, which is $1.2 million -- and I'm sorry, I should have referred to the fact I'm using the unaudited financial summary, which is in your packet.

The numbers for 2014 are still $1.2 million below last year's numbers, but we have finally reached a position because of a healthy June, where our numbers versus budget are over a half a million
dollars better than budget. So June was a very, very
good month as it relates to traffic and revenue.

As it relates to PATCO, revenues and
ridership are still under budget and still lagging
versus 2013, but that is expected obviously because of
the Ben Franklin PATCO Track Rehabilitation Project.

One thing I will note related to PATCO,
related to its operating expenses, in the month of
June there's been a fairly significant swing. So now
the PATCO operating budget or actuals are under
budget, which is a healthy sign and shows some good
cross control as far as that's concerned.

I'll turn your attention, if you will
briefly to the DRPA Dashboard, which is in your
packet. And, again, the Dashboard gives you
historical trends by month over a 12-month period.

As mentioned, related to bridge traffic and
if you look at the DRPA Dashboard, you'll see
particularly for the months of March, April, and June,
that the bridge traffic is over budget. So, again,
we're seeing that healthy sign, which is basically
eliminating some of the deficits that we had in January and February related to traffic.

As it relates to revenue, again, if you look at the DRPA bridge revenue columns, you'll see that we are over -- the actuals are over budget for the last four months. So that's an excellent positive trend.

If you look at the DRPA operating budget, it still is significantly under budget, roughly $2.5 million at this point. And a lot of that relates to the fact that our payroll expenses in terms of the actuals are less than budgeted.

Capital budget expenditures, you'll see are healthy actuals during the month of June. That's largely related to the Ben Franklin PATCO Track Rehabilitation Project where we've -- I think payments roughly $16 million during the month of June. So that project is causing our capital expenditures to increase relative to budget.

If you look at PATCO ridership, you will see the trend generally has been under budget, but for the month of June 2014, it was a lot closer to 100
percent. So, again, the impact of the rehab project on the tracks is largely impacting those ridership numbers.

As it relates to PATCO revenue, we also see a lag, which you would expect, because of the ridership numbers.

In terms of PATCO operating budget, as I mentioned, during the month of June, we finally saw that the numbers came year-to-date under -- the actual numbers came under budget. So, again, that's a positive sign. Both DRPA and PATCO operating budgets reflect actuals under budget year-to-date through June.

And PATCO's on-time performance, you can see the trend the last three months where it has improved to the point where it's above 96 percent. Now, that's still under the goal of 98 percent. But that improvement is a very positive sign, particularly the last three months.

And the final comments I wanted to make were related to the open positions. Open positions at this
point are around 67 positions when you combine DRPA and PATCO and that is one of the reasons why our actuals are below budget for both PATCO and DRPA.

    Thank you.

    COMMISSIONER SASSO: Thank you, Jim. Any comments or questions?
    If not, I'll accept a motion approving the report of the Chief Financial Officer.

    COMMISSIONER FENTRESS: Move the motion.

    COMMISSIONER SASSO: May I have a second?

    MS. JONES: Second.

    COMMISSIONER SASSO: Moved and seconded.

    Any further discussion?

    All in favor?

    COMMISSIONER D'ALESSIO: Aye.

    COMMISSIONER MASON: Aye.

    COMMISSIONER JONES: Aye.

    COMMISSIONER SASSO: Opposed?

    It is carried.

    Next, is the Approval of the July 16, 2014 DRPA Board Minutes. They have been previously
provided to all the Commissioners.

Are there any additions, corrections?

Commissioner Dougherty?

COMMISSIONER DOUGHERTY: Just between pages 26 and 43, there's a series of questions where I questioned legal bills; the process in which we assigned attorneys; tools to the attorneys on behalf of the DRPA; and a detailed explanation of Executive Sessions as we move forward. It's in the document. I don't want it to seem that I was answered, and there were questions that are still open-ended, and I'll hope to get some resolved today.

COMMISSIONER SASSO: Okay. Thank you, Commissioner.

Any other comments or questions?

If not, I'll accept a motion approving them as submitted.

COMMISSIONER BELL: So moved.

COMMISSIONER KICHLINe: Second.

COMMISSIONER SASSO: And seconded.

Any further discussion?
All in favor?

COMMISSIONER BELL: Aye.

COMMISSIONER MASON: Aye.

COMMISSIONER JONES: Aye.

COMMISSIONER SASSO: Opposed?

It's carried.

Next, is the monthly list of payments and the monthly list of purchase orders and contracts covering the month of July 2014.

I will accept a motion to receive and file the monthly list of payments and the monthly list of purchase orders and contracts for the month of July absent any comments or questions.

Anyone have any comments or questions?

If not, can I have a motion and a second?

COMMISSIONER BELL: Move the motion.

COMMISSIONER SASSO: It's been moved.

COMMISSIONER DEPASQUALE: Second.

COMMISSIONER SASSO: And seconded.

Any further discussion?

All in favor?
COMMISSIONER FENTRESS: Aye.

COMMISSIONER MASON: Aye.

COMMISSIONER JONES: Aye.

COMMISSIONER D'ALESSIO: Aye.

COMMISSIONER DEPASQUALE: Aye.

COMMISSIONER SASSO: Opposed?

It is carried.

Next, is the approval of the Audit Committee Minutes of July 30, 2014.

Again, they were previously provided to all Commissioners. Absent any comments, changes, additions, corrections, I'll accept a motion to approve the minutes as submitted.

COMMISSIONER KICHLINE: So moved.

COMMISSIONER FENTRESS: Second.

COMMISSIONER SASSO: It's been moved and seconded.

COMMISSIONER SASSO: Moved and seconded.

Comments, questions?

All in favor?

COMMISSIONER D'ALESSIO: Aye.
COMMISSIONER FENTRESS: Aye.
COMMISSIONER MASON: Aye.
COMMISSIONER BELL: Aye.
COMMISSIONER DEPASQUALE: Aye.
COMMISSIONER DOUGHERTY: On pages 22 to 27, there was a discussion about the ethics policy, which and again, that's something that we submitted quite a few years ago and I think that's something that needs to be fast-forwarded on the agenda.
COMMISSIONER SASSO: Okay. Good point.
Thank you, Commissioner.
It's been moved and seconded.
Any further comments or questions?
If not, all in favor?
COMMISSIONER DEPASQUALE: Aye.
COMMISSIONER MASON: Aye.
COMMISSIONER SASSO: Opposed?
It is carried.
COMMISSIONER SASSO: Next, we have the adoption of a resolution approved by the Audit Committee, the selection of an independent firm to
conduct the Yellow Book Management Audit.

I'll accept a motion to adopt DRPA-14-097.

Can I have a motion approving that?

COMMISSIONER KICHLINE: So moved.

COMMISSIONER SASSO: It's been moved and a second.

We did get a second?

COMMISSIONER JONES: Second.

COMMISSIONER SASSO: I'm sorry. I -- when we have a motion on the phone, do people recognize the person doing it?

Do you recognize them, Sheila, so we don't have to ask them to identify themselves?

MS. MILNER: Yes.

Okay. It's been moved and seconded.

All in favor?

COMMISSIONER FENTRESS: Aye.

COMMISSIONER DEPASQUALE: Aye.

COMMISSIONER SASSO: Opposed?

It's carried.

Next, we have the approval of the Operations
and Maintenance Committee Meeting Minutes of August 6, 2014.

Again, they have been previously provided to all Commissioners. Absent any comment or questions, I'll accept a motion to accept --

COMMISSIONER DEPASQUALE: Move it.

COMMISSIONER SASSO: -- the minutes.

Did I hear a motion?

COMMISSIONER FENTRESS: Move the motion.

COMMISSIONER JONES: Second.

COMMISSIONER SASSO: It's been moved and seconded.

Any further comments or questions?

All in favor?

COMMISSIONER FENTRESS: Aye.

COMMISSIONER MASON: Aye.

COMMISSIONER D'ALESSIO: Aye.

COMMISSIONER DEPASQUALE: Aye.

COMMISSIONER SASSO: It's carried.

Next, we have the adoption of resolutions approved by the Operations and Maintenance Committee
at their meeting of August 6, 2014.

The first is Contract Number BR-15-2012, the Betsy Ross Bridge Resurfacing and Approach Roadway Rehabilitation.

I will accept a motion and a second.

COMMISSIONER FENTRESS: Move the motion.

COMMISSIONER JONES: Second.

COMMISSIONER SASSO: It's been moved and seconded.

Any comments, questions?

Mr. Venuto is available to answer any questions, if anyone has any.

If not, all in favor?

COMMISSIONER MASON: Aye.

COMMISSIONER DIANTONIO: Aye.

COMMISSIONER FENTRESS: Aye.

COMMISSIONER SASSO: Opposed?

It's carried.

Next, is Contract DRPA-14-099, Construction Monitoring Services for the Betsy Ross Bridge Resurfacing -- oh, this is the Construction Monitoring
Services for the Betsy Ross Bridge Resurfacing and Approach Roadway Rehabilitation.

Again, any questions may be directed to Mr. Venuto, if you have any. If not, I'll accept a motion approving the contract.

COMMISSIONER DEPASQUALE: Moved.

COMMISSIONER SASSO: It's been moved. Do I have a second?

COMMISSIONER FENTRESS: Second.

COMMISSIONER SASSO: Moved and seconded.

All in favor?

COMMISSIONER FENTRESS: Aye.

COMMISSIONER D'ALESSIO: Aye.

COMMISSIONER DEPASQUALE: Aye.

COMMISSIONER SASSO: Opposed?

It is carried.

COMMISSIONER SASSO: Why don't we give the Chairman a minute.

CHAIRMAN CAWLEY: I'm not entirely sure, Commissioner Sasso, that I should take over as you have so expertly handled this morning's business.
COMMISSIONER SASSO: How about if I finish up O&M and give you a chance to --

CHAIRMAN CAWLEY: Go right ahead, please, if you would.

COMMISSIONER SASSO: And then I will gladly pass the mantle, Commissioner --

CHAIRMAN CAWLEY: Thank you.

COMMISSIONER SASSO: Next, is DRPA-14-100, Capital Project Contract Modifications. Again, questions may be directed to Mr. Venuto.

Any comments or questions? If not, I'll accept a motion approving the contract as submitted.

COMMISSIONER FENTRESS: Move the motion.

COMMISSIONER SASSO: It's been moved, and do I have a second?

MS. JONES: Second.

COMMISSIONER SASSO: It's been moved and seconded.

All in favor?

COMMISSIONER JONES: Aye.

COMMISSIONER MASON: Aye.
COMMISSIONER D'ALESSIO: Aye.

COMMISSIONER SASSO: Opposed?

It's carried.

Next, is DRPA-14-101, Regional Public Service Awareness -- Public Service Announcement Project, Phase IV.

Any questions may be directed to Mr. Shanahan. Comments, questions? If not, I'll accept a motion approving this resolution.

COMMISSIONER FENTRESS: Move the motion.

COMMISSIONER MASON: Second.

COMMISSIONER SASSO: Seconded.

All in favor?

COMMISSIONER JONES: Aye.

COMMISSIONER MASON: Aye.

COMMISSIONER D'ALESSIO: Aye

COMMISSIONER SASSO: Opposed?

It's carried.

Next, is the Approval of Finance Committee Minutes of August 6, 2014. They have been previously provided to all the Commissioners.
May I have a motion to approve the Finance Committee minutes?

COMMISSIONER MASON: So moved.

COMMISSIONER SASSO: It's been moved. Do I have a second?

COMMISSIONER FENTRESS: Second.

COMMISSIONER SASSO: Moved and seconded.

Comments, questions?

All in favor?

COMMISSIONER MASON: Aye.

COMMISSIONER JONES: Aye.

COMMISSIONER D’ALESSIO: Aye.

COMMISSIONER SASSO: Opposed?

It's carried.

Mr. Chairman --

CHAIRMAN CAWLEY: Thank you. Thank you, Commissioner. I appreciate that.

And while it is not within the purview of this Authority, I think we should all turn our attention toward trying to alleviate traffic on the Schuylkill Expressway as soon as possible.
We'll now move to Item No. 11, which is the adoption of the resolutions that were approved by the Finance Committee on August 6, 2014. There are, in fact, four such resolutions ranging from DRPA-14-102 through to 105.

Are there any questions, concerns, observations regarding those resolutions?

Seeing none, I'll entertain a motion to approve those resolutions.

COMMISSIONER FENTRESS: Move the motion.

COMMISSIONER SASSO. Second.

CHAIRMAN CAWLEY: It's been moved and seconded.

Discussion on the motion?

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

COMMISSIONER JONES: Aye.

COMMISSIONER MASON: Aye.

COMMISSIONER FENTRESS: Aye.

CHAIRMAN CAWLEY: Those opposed, nay.

The opinion of the Chair, the ayes have it,
and those resolutions have been adopted.

We'll now move to any Unfinished Business.

Does any Commissioner have any Unfinished Business that they wish to bring up to the Board at this time?

Seeing none, we'll move to New Business.

COMMISSIONER DOUGHERTY: Excuse me.

CHAIRMAN CAWLEY: Oh, excuse me. I'm sorry, Commissioner.

COMMISSIONER DOUGHERTY: Mr. Chairman, we had some questions earlier in the approval of the minutes in which I said there were some open-ended legal issues that were, you know, even though it read as if I just asked questions, you know, so I don't know at what point, you know, I heard that we might have an Executive Session today.

CHAIRMAN CAWLEY: That is, in fact, the plan to have Executive Session. That is correct.

COMMISSIONER DOUGHERTY: Okay, and I'm hoping that --

CHAIRMAN CAWLEY: To discuss legal issues.
COMMISSIONER DOUGHERTY: I'm hoping that we have a discussion based on the meeting that we had --

CHAIRMAN CAWLEY: Oh, most certainly.

COMMISSIONER DOUGHERTY: -- okay, versus where we are going with answering, not only the questions for myself and the other Commissioners, but in a more public forum.

CHAIRMAN CAWLEY: Absolutely. Thank you, Commissioner.

We'll move to now New Business. There were originally four items for consideration under new business.

Now, do we need a motion to table 108 and 109? Are they just on the table?

MS. McNICHOL: Just on the table.

CHAIRMAN CAWLEY: They're automatically on the table.

So the only two resolutions to be considered today are DRPA-14-106 and 107.

Is there any discussion, concerns, observations regarding those two resolutions?
If not, I’ll entertain a motion to approve those resolutions?

COMMISSIONER SASSO: So moved.

COMMISSIONER FENTRESS: Second.

CHAIRMAN CAWLEY: It’s been moved.

Is there a second?

COMMISSIONER FENTRESS: Second.

CHAIRMAN CAWLEY: It’s been moved and seconded.

Discussion on the motion?

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

COMMISSIONER SASSO: Aye.

COMMISSIONER MASON: Aye

COMMISSIONER BELL: Aye.

COMMISSIONER JONES: 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.
MR. BOYLE: Thank you, Commissioner.

So for the month of August, the Citizens Advisory Committee did not meet, but I do have a couple of items that I wanted to bring up.

The first one was the -- we would like to here at some point, maybe it's a written response, maybe it's a response later, of what the status of Gateway Park is.

I noticed that the park is still technically closed, although anybody can access the park, ride their bike and get through. But we've heard reports that the park was going to reopen in short order, but we really haven't heard anything since.

CHAIRMAN CAWLEY: Okay, let's get an answer on that.

Mike Conallen, can you give us an update on the Gateway Park?

MR. CONALLEN: Yes, sir. As we speak the prospective counsels for both CCMUA have agreed to take ownership of those parcels and our outside counsel have been negotiating the last points,
remaining points, of contention. We've completed the
title work on the transfer of the properties, and we
have -- but some of the properties won't be
immediately transferred. They're going through the
final environmental remediation efforts.

But based on our conversations with outside
counsel and with CCMUA's leadership, I believe we're
close to finalizing the legal documents that would
effectuate the transfer.

CHAIRMAN CAWLEY: How long, Mike? Do we
know how long? Because, you know, like I -- it was
either my second or my third meeting I said get the
park open. People cheered. It was a grand thing.
Everyone was happy. And I believed it was done. And
here we are learning that it is not done. How long
until the park is open?

MR. CONALLEN: Yes, sir. We -- in my last
conversations with Andy Kricun from the CCMUA we were
trying to get it on his Board's approval for Monday
when they met. Sir, I'm going to tell you within two
weeks, we're going to get it back open.
CHAIRMAN CAWLEY: That's what I like to hear. Thank you.

MR. BOYLE: The second issue was something we did discuss in our July CAC meeting and it involves the future of the ferry across the river.

We have -- we support more and increased frequent ferry service in 2015. Whether this is performed by the DRPA or the Delaware River Waterfront Corporation as a water taxi service is irrelevant to us. But this came from my observations during the PATCO outage and the Ben Franklin Bridge walkway detour to the north walkway.

I bicycle to work every day. I take the River Line, and I either bike over the bridge or I take PATCO depending how late I am for work. So with the bike restrictions on the PATCO trains, I had to look for alternatives. Most days I did take the walkway, but I did find that taking the ferry was a very pleasant alternative to not only get to work, but in the evening to connect with the River Line Train at the Aquarium Station. It's about a 6-minute walk from
the ferry terminal.

We don't discuss ferry service too much as part of DRPA's mission. But to be honest with you, getting from the eastern part of Center City Philadelphia to the Camden Waterfront is very difficult, and it shouldn't be so difficult. You have to, for example, if you take PATCO you either have to walk 6 or 7 blocks, or you wait every half-hour for the River Line, or somehow you miraculously know when the New Jersey Transit Bus is going to pick you up.

So one of the issues that we've sort of have -- we've heard in the past is that people from Pennsylvania would like to work at the DRPA, but transportation seems to be one of the barriers that prevents people from accepting jobs. So I think that the ferry would be a great asset to not only the DRPA and the offices on the Waterfront, but also to the Coopers Grant neighborhood, and also help increase the synergy between the two sides of the Waterfront.

Thank you.

CHAIRMAN CAWLEY: Thank you.
Any questions for the Citizens Advisory Committee?

Seeing none, we'll now move to public comment. I believe there are three individuals who have already asked to be recognized for the public comment.

The first being Lesley Kirsch --

MS. KIRSCH: Good morning. I spoke recently at the meeting in Camden. I also had a great meeting with Freeholder Nash and others from Cooper River, Friends of Cooper River Park West. And I greatly appreciate all the administrative work that the DRPA has done.

I'm just sort of new to this whole process, and I realize that with the financial reports and all the efforts that we make on both sides of the river, you are trying to create more economic revenue. But that economic revenue really trickles up not down. And the Friends of Cooper River Park need to see a visual that the people in Camden and the people surrounding Camden, where I live in Audubon, where I
work in Haddonfield, that we have this synergy that
this gentleman spoke of where people can get to and
from jobs without a car; that people can walk and bike
and jog and take their families no matter their
economic background within these parks, within the
county park system, and be able to really use them
because they're free, and it helps make people feel
that they're actually moving up.

So my focus here listening to these meetings
and getting educated by all your efforts is that most
of the things that you're doing here at this level if
they're not trickling down properly, if we're not
giving jobs to people in Camden and the old minimum
wage, all of that ends up having a negative impact on
companies making money. And you guys are here to make
money. And if you pay attention to people in the
economic infrastructure of Camden County along the
Delaware River, I think you'll increase revenue.

Thank you.

CHAIRMAN CAWLEY: Thank you, ma'am.

Next, is Kevin Barfield.
MR. BARFIELD: Good morning. Again, I'm a resident of Camden, New Jersey.

One of my questions would have been asking what was the update on the transfer of the property on Gateway.

And it just so happened that a gentleman had already asked the question. So with that being said, you know, glad to hear that, you know, the situation should be resolved in two weeks so we can move forward with that as a concerned citizen and a resident.

Again, my dual purpose is to constantly be on and attend these meetings to make sure that this doesn't fall, you know, behind any further and that we move forward. So, again, as Ms. Kirsch said that it could be a trickle up effect on the region.

So thank you for the time to speak.

CHAIRMAN CAWLEY: Thank you.

And we have Tom -- forgive me, Tom. I'm undoubtedly going to butcher your name.

MR. KNOCHE: Knoche, sir.

CHAIRMAN CAWLEY: What is it?
MR. KNOCHE: Knoche.

CHAIRMAN CAWLEY: Knoche. Thank you.

MR. KNOCHE: Thank you for your efforts to nail down the timing on -- I'm also with Friends of Cooper River Park West.

But I have some specific questions that cause us some concerns. There's some confusion about the timing. Freeholder Nash told us that the transfer, as you said, would happen probably in a couple of weeks. But then the New Jersey Conservation Foundation, which is one of the key players in this process, said the agreement between the DRPA, the CCMUA, and New Jersey Conservation may be done in two weeks, but his understanding is that there's still problems with the title work, and that that may not happen for several months and I want clarification on that.

CHAIRMAN CAWLEY: Those are the outstanding parcels, correct?

Is that what is being referenced there, Mike?
MR. CONALLEN: I am also asking our General
Counsel --

MR. KNOCHE: Can you speak up, please?

MR. CONALLEN: Sure. I'd also like our
General Counsel to confirm, but our outside counsels
completed their title work on the properties. Whether
CCMUA or the New Jersey Conservation Fund is going to
do their own title work, I have no -- I can't answer
that question.

Our outside counsel has completed the title
work on the properties that we currently own and we're
going to share that information with the other
parties. Whether CCMUA or New Jersey Conservation
Fund plan on doing their own independent title work,
I'm sorry, sir, I can't answer that question.

CHAIRMAN CAWLEY: Dani?

MS. McNICHOL: Mr. Knoche, to answer the
question further, our understanding from the meeting
with our outside counsel yesterday was that CCMUA had
an additional list of questions and information that
they were requiring; and there's a plan for all the
counsels, CCMUA and New Jersey Conservation, to get
together so we understand what the requirements are
and what the needs are of CCMUA at this time so we can
try to effectively make the transfer work.

But at this time they have -- they, CCMUA,
have all of the documentation that we have. We've
provided everything to them and we're waiting for
CCMUA's response, sir.

MR. KNOCHE: Yeah, my understanding was that
New Jersey Conservation and CCMUA looked at all this
title stuff back a ways and had submitted all their
questions, and that that was all being resolved. Not
the case?

MS. McNICHOL: I can't speak to that, sir.
I really don't know what CCMUA and New Jersey
Conversation are doing at this time.

CHAIRMAN CAWLEY: Let me understand
something. Because initially when we talked about
this park and said just open the park, there were
still parcels that title was unclear. As I recall --
and I'm using round numbers admittedly -- but there
were something like 18 or 20 parcels involved and 15 or 14 of them we had clear title to. There were four remaining. We said just put a fence around those until we figure out what we can do with them. But open the rest of it.

Is that what we're talking about here?

One of you answer, please.

MS. McNICHOL: Go ahead, Mike.

MR. CONALLEN: Sir, so originally there are 19 parcels that are in question. They are the Gateway Park Parcels.

CHAIRMAN CAWLEY: Right.

MR. CONALLEN: 16 of those parcels from the DRPA's perspective do not require any additional environmental remediation. They go back to environmental reports that we had conducted in '99, 2000, and 2001.

There are an additional three properties that do require additional environmental remediation.

CHAIRMAN CAWLEY: Okay.

MR. CONALLEN: We went through an RFP
process. We selected a licensed site remediation professional. That LSRP will continue to do his work.

The agreement in principle that we reached with CCMUA and the New Jersey Conservation Fund was that we would transfer those properties that don't require any additional environmental remediation, and once we completed the environmental remediation, those other properties would also be transferred.

So in that process we agreed to that agreement in principle. Now, we've gone through the process of documenting that agreement. CCMUA, they're -- in doing their due diligence says we need documentation that establishes those 16 parcels that you say are clean are actually clean. We forwarded them our environmental report. Their experts are reviewing -- reviewed their environmental reports. They've come back with additional questions.

There were provisions in that agreement that the DRPA wanted to make sure that once we did transfer these parcels, that there wouldn't be additional questions or additional questions that could be -- or
concerns that could be raised by other parties that
the transfer wasn't effective.

The title work that we've done, that our
outside counsel has done, has been completed on all
the parcels that we own, and we shared that
information with CCMUA. Now, if CCMUA in their effort
to accept the parcels wants to do their own
independent title research, I can't answer that
question. But it's not part and parcel of the
agreement.

We are in the process now, sir, of just
determining the exact language of the agreement that
says these 16 parcels, -- everybody agrees they are
clean and are going to be transferred. And that once
we clean the additional three, they'll take those as
well. That's the last piece that we're negotiating
with CCMUA.

CHAIRMAN CAWLEY: Got it.

MR. CONALLEN: Once that is absolutely
completed -- and I've stated here, hopefully, that I'm
going to get that done hopefully within the next two
weeks. Once those provisions are agreed upon, we're ready to go.

Now, that does -- that means there's three parcels that still --

CHAIRMAN CAWLEY: Understood.

MR. CONALLEN: -- require remediation.

CHAIRMAN CAWLEY: Understood.

MR. CONALLEN: Will not be transferred or open to the public until --

CHAIRMAN CAWLEY: That's why I wanted to be clear. I knew there was something, it's the environmental remediation, not title. We've got title on everything now.

MR. CONALLEN: I know it's the title -- the title from the DRPA's standpoint is clear.

CHAIRMAN CAWLEY: And satisfied.

MR. CONALLEN: -- and ready to go.

CHAIRMAN CAWLEY: Got it.

MR. CONALLEN: And what we originally agreed, we didn't talk about even a quit claim. That CCMUA and New Jersey were going to take these
parcels --

CHAIRMAN CAWLEY: Right.

MR. CONALLEN: -- subject to their own title search later.

CHAIRMAN CAWLEY: Right.

MR. CONALLEN: And that hasn't changed. So it really isn't a title issue. It's really the issue of --

CHAIRMAN CAWLEY: Remediation.

MR. CONALLEN: -- agreeing upon what environmental work has been done, completed, and is acceptable to CCMUA and New Jersey Conversation Fund and how we deal with those parcels that still require additional remediation.

CHAIRMAN CAWLEY: Very good.

MR. KNOCHE: So let me just be clear. So the agreement negotiations are still underway and that's what you expect to be completed in a couple of weeks?

MR. CONALLEN: Yes, sir.

MR. KNOCHE: And then we may still have some
issues regarding the transfer of title.

MR. CONALLEN: No. That agreement will transfer the title.

MR. KNOCHE: That agreement, okay.

MR. CONALLEN: At the time that agreement is finalized, CCMUA and New Jersey Conversation Fund will own those properties.

COMMISSIONER SASSO: If I understand you, Mike, the transfer of title is separate from who is responsible for the remediation if it has to be done.

MR. CONALLEN: Correct, sir.

COMMISSIONER SASSO: So then technically if CCMUA wanted to accept title subject to our responsibility to make sure it's clean, they could do that.

MR. CONALLEN: And that is what we're contemplating, sir.

COMMISSIONER SASSO: And they have to make that determination.

MR. CONALLEN: Yes, sir.

COMMISSIONER SASSO: So I would suggest,
sir, that you might want to talk to CCMUA. I think our -- I mean, we live up to our obligations here at the DRPA. And if we're saying we're going to make it right, I -- if I was on CCMUA and I wanted to open up this park, I would accept the title subject to that obligation.

So you might want to pay a visit to them just to find out what their position is.

MR. KNOCHE: I hear you loud and clear.

Just one other thing. On September 20th, there's a planned art festival that the Girl Scouts have planned in the park. We requested that the park be open for that day. It should be a fairly major event with a lot of participants. We hope that you will cooperate and/or the CCMUA, depending on where this all stands at that time.

Thank you.

COMMISSIONER SASSO: Thank you, sir.

CHAIRMAN CAWLEY: Thank you, sir.

Are there any additional members of the public that wishes to address the Board? Any other
additional members of the public? Third and final call.

Seeing none, at this point I believe it would be appropriate for us to recess into Executive Session.

I'll need a motion for that purpose. Is there such a motion?

COMMISSIONER SASSO: Move the motion.

COMMISSIONER FENTRESS: Second.

CHAIRMAN CAWLEY: Been moved and seconded. Discussion on the motion?

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

COMMISSIONER FENTRESS: Aye.

COMMISSIONER MASON: Aye.

COMMISSIONER JONES: Aye.

COMMISSIONER KICHLIN: Aye.

CHAIRMAN CAWLEY: Those opposed nay?

The opinion of the Chair, the ayes have it.

We are now recessed into Executive Session.

CHAIRMAN CAWLEY: We are now back in Open
Session. I will ask for a motion to adjourn the DRPA meeting.

COMMISSIONER FENTRESS: Move to motion.

COMMISSIONER SASSO: Second.

CHAIRMAN CAWLEY: Been moved and seconded.

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

Opinion of the Chair the ayes have it, and the DRPA has been adjourned.

(Whereupon, the meeting ended on August 20, 2014 at 11:00 a.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 Delaware River Port Authority, Board Meeting, on August 20, 2014, were held as herein appears, and that this is the original transcript thereof for the file of the Agency.

Timothy J. Atkinson, Jr.
Official Reporter
MONTHLY LIST OF PAYMENTS
## Monthly List of Payments 08/01/14 Thru 08/31/14
### Delaware River Port Authority
#### Meeting Date 09/17/2014

**Vendor Name** | **Item Description** | **Resolution #/Authorization** | **Amount**
--- | --- | --- | ---
Jacobs Engineering Group Inc | 800 Mhz Replacement | 11-094 | $4,653.19 **
Standard Insurance Company | A/P Group Life & Accident | 13-104 | $35,034.93 **
Country Gas Services Inc | Alternate Fuel | 2SKTHRES | $179.00 **
Lindsay Transportation Solutions | Attenuator Repairs/Replacement | 14-073 | $25,920.00 **
Brown & Connery, LLP | Audit, Legal, Consultant & Other | 13-032 | $13,652.57
Deasey Mahoney Valentini & North, Ltd. | Audit, Legal, Consultant & Other | 13-032 | $12,325.73
Dilworth Paxson LLP | Audit, Legal, Consultant & Other | 13-032 | $1,991.25
Duan Morris, LLP | Audit, Legal, Consultant & Other | 13-032 | $106,207.71
Lamb McErlane, P.C. | Audit, Legal, Consultant & Other | 13-032 | $8,492.50
Parker McCay P.A. | Audit, Legal, Consultant & Other | 13-032 | $607.50
Stevens & Lee | Audit, Legal, Consultant & Other | 13-032 | $6,652.70
Accountants for You, Inc | Audit, Legal, Consultant & Other | 13-066 | $9,596.75
AJilon Professional Staffing | Audit, Legal, Consultant & Other | 13-066 | $2,673.86
Perry Resources | Audit, Legal, Consultant & Other | 13-066 | $3,622.15
Ts Staffing Services, Inc. | Audit, Legal, Consultant & Other | 13-066 | $2,758.40
Pepper Hamilton LLP | Audit, Legal, Consultant & Other | 14-024 | $75.00
Moody’s Investors Services | Audit, Legal, Consultant & Other | 2SKTHRES | $14,000.00 **
Uniselect USA, Inc | Batteries | 14-037 | $100.25
Remington & Vernick Engineers, Inc | BFB Adm Annex Chiller Replace | 11-094 | $178.70 **
Hntb Corporation | BFB PATCO Track Rehabilitation | 12-080 | $376,224.54 **
Railroad/Iron Bridge - A Joint Venture | BFB PATCO Track Rehabilitation | 13-079 | $5,647,486.77 **
Urban Engineers Inc | BFB Pavement Repairs | 11-094 | $5,106.97 **
Remington & Vernick Engineers, Inc | BFB Standpipe Repairs | 11-094 | $799.41
Wm. Hargrove Marina | Boat Fuel | 2SKTHRES | $407.35
Bank of New York - Mellon | Bond Service | 09-052 | $482,000.00
TDBank North | Bond Service Total | 98-032 | $7,532,007.64
Hntb Corporation | BRR Biennial Inspection | 14-012 | $156,783.88
The Louis Berger Group, Inc. | BRR Biennial Inspection Total | 11-094 | $156,783.88
Ammann & Whitney Consulting Engineers, Pc | BRR Replace Bearing NJ A Ramp | 11-094 | $3,901.90 **
Paulus, Sokolowski & Sartor, LLC | Buildings Total | 10-076 | $14,845.13 **
Remington & Vernick Engineers, Inc | CBB Adm Complex Switchgear Replace | 11-094 | $7,773.21 **
Aecom Technical Services, Inc | CBB Biennial Inspection | 14-013 | $87,541.70
Burns Engineering Inc | CBB Biennial Inspection Total | 11-094 | $87,541.70
Jacobs Engineering Group Inc | CBB Roof Replacement | 11-094 | $2,909.66 **
Peter A. Daniels | CDL License | 2SKTHRES | $44.00
William J Stricker | CDL License | 2SKTHRES | $44.00
Aramark/SFS | Commissioner Meeting Expense | 2SKTHRES | $732.00
Graybar Electric Company Inc | Computer Equipment | 14-073 | $62,673.08 **
Court Liaison Services, LLC | Contractual Services | 11-059 | $2,500.00
Tactical Public Safety | Contractual Services | 11-112 | $4,840.20
Iron Mountain Incorporated | Contractual Services | 12-044 | $8,631.87

** Capital Expenditure
<table>
<thead>
<tr>
<th>VENDOR NAME</th>
<th>ITEM DESCRIPTION</th>
<th>RESOLUTION #/ AUTHORIZATION</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>NORTHEAST WORKS &amp; SAFETY BOATS, LLC</td>
<td>Contractual Services</td>
<td>13-117</td>
<td>$578.28</td>
</tr>
<tr>
<td>MISTRAS GROUP INC.</td>
<td>Contractual Services</td>
<td>25KTHRES</td>
<td>$1,246.87</td>
</tr>
<tr>
<td></td>
<td>Contractual Services Total</td>
<td></td>
<td>$17,797.22</td>
</tr>
<tr>
<td>CANON FINANCIAL SERVICES INC</td>
<td>Copier Lease</td>
<td>11-027</td>
<td>$7,598.82</td>
</tr>
<tr>
<td></td>
<td>Copier Lease Total</td>
<td></td>
<td>$7,598.82</td>
</tr>
<tr>
<td>AMERICAN EXPRESS</td>
<td>Credit Card Fees</td>
<td>04-031</td>
<td>$6.58</td>
</tr>
<tr>
<td>PAYMENTECH</td>
<td>Credit Card Fees</td>
<td>04-031</td>
<td>$30.21</td>
</tr>
<tr>
<td></td>
<td>Credit Card Fees Total</td>
<td></td>
<td>$336.79</td>
</tr>
<tr>
<td>BERKSHIRE ASSOCIATES INC</td>
<td>Data Processing</td>
<td>25KTHRES</td>
<td>$2,250.00</td>
</tr>
<tr>
<td></td>
<td>Data Processing Total</td>
<td></td>
<td>$2,250.00</td>
</tr>
<tr>
<td>RIGGINS</td>
<td>Diesel Fuel</td>
<td>14-073</td>
<td>$25,846.25</td>
</tr>
<tr>
<td></td>
<td>Diesel Fuel Total</td>
<td></td>
<td>$25,846.25</td>
</tr>
<tr>
<td>CLEAN VENTURE INC</td>
<td>Disposal Fees</td>
<td>13-076</td>
<td>$1,267.00</td>
</tr>
<tr>
<td>SAFETY-KLEEN SYSTEMS, INC.</td>
<td>Disposal Fees</td>
<td>25KTHRES</td>
<td>$545.80</td>
</tr>
<tr>
<td></td>
<td>Disposal Fees Total</td>
<td></td>
<td>$1,812.80</td>
</tr>
<tr>
<td>ATLANTIC CITY ELECTRIC</td>
<td>Electricity</td>
<td></td>
<td>$18,688.66</td>
</tr>
<tr>
<td>DIRECT ENERGY BUSINESS</td>
<td>Electricity</td>
<td></td>
<td>$45,199.61</td>
</tr>
<tr>
<td>P S E &amp; G</td>
<td>Electricity</td>
<td></td>
<td>$20,219.51</td>
</tr>
<tr>
<td>PECO ENERGY</td>
<td>Electricity</td>
<td></td>
<td>$33,565.53</td>
</tr>
<tr>
<td></td>
<td>Electricity Total</td>
<td></td>
<td>$117,673.31</td>
</tr>
<tr>
<td>DANIELLE L. MCNICHOL</td>
<td>Employee Mileage</td>
<td>25KTHRES</td>
<td>$46.44</td>
</tr>
<tr>
<td>JOHN STEPHENSON</td>
<td>Employee Mileage</td>
<td>25KTHRES</td>
<td>$24.64</td>
</tr>
<tr>
<td>JOHN T HANSON</td>
<td>Employee Mileage</td>
<td>25KTHRES</td>
<td>$96.32</td>
</tr>
<tr>
<td>JOSEPH DESIMONE</td>
<td>Employee Mileage</td>
<td>25KTHRES</td>
<td>$3.36</td>
</tr>
<tr>
<td>JOSEPH SMITH</td>
<td>Employee Mileage</td>
<td>25KTHRES</td>
<td>$5.04</td>
</tr>
<tr>
<td>KEVAN RAHAMAN</td>
<td>Employee Mileage</td>
<td>25KTHRES</td>
<td>$6.16</td>
</tr>
<tr>
<td>KEVIN LA MARCA</td>
<td>Employee Mileage</td>
<td>25KTHRES</td>
<td>$93.12</td>
</tr>
<tr>
<td>KRISTEN KLEPACKI</td>
<td>Employee Mileage</td>
<td>25KTHRES</td>
<td>$25.82</td>
</tr>
<tr>
<td>MIKE CONALLEN</td>
<td>Employee Mileage</td>
<td>25KTHRES</td>
<td>$36.85</td>
</tr>
<tr>
<td>PATRICIA GRIFFEY</td>
<td>Employee Mileage</td>
<td>25KTHRES</td>
<td>$146.14</td>
</tr>
<tr>
<td>ROBERT SHEERAN</td>
<td>Employee Mileage</td>
<td>25KTHRES</td>
<td>$6.16</td>
</tr>
<tr>
<td>SURYAKANT T PATEL</td>
<td>Employee Mileage</td>
<td>25KTHRES</td>
<td>$11.20</td>
</tr>
<tr>
<td>TONI CORSEY</td>
<td>Employee Mileage</td>
<td>25KTHRES</td>
<td>$15.82</td>
</tr>
<tr>
<td></td>
<td>Employee Mileage Total</td>
<td></td>
<td>$517.07</td>
</tr>
<tr>
<td>BARCODES INC</td>
<td>Equipment</td>
<td>25KTHRES</td>
<td>$458.00</td>
</tr>
<tr>
<td>DELL MARKETING L.P.</td>
<td>Equipment</td>
<td>25KTHRES</td>
<td>$48.03</td>
</tr>
<tr>
<td>EPLUS TECHNOLOGY INC</td>
<td>Equipment</td>
<td>25KTHRES</td>
<td>$865.73</td>
</tr>
<tr>
<td>LAWMEN SUPPLY CO OF NEW JERSEY, INC.</td>
<td>Equipment</td>
<td>25KTHRES</td>
<td>$360.00</td>
</tr>
<tr>
<td>THOMSON INFORMATION SERVICES</td>
<td>Equipment</td>
<td>25KTHRES</td>
<td>$1,073.98</td>
</tr>
<tr>
<td>THOMSON WEST</td>
<td>Equipment</td>
<td>25KTHRES</td>
<td>$515.00</td>
</tr>
<tr>
<td>SCHNEIDER ELECTRIC</td>
<td>Equipment</td>
<td>13-089</td>
<td>$33,520.00 **</td>
</tr>
<tr>
<td>CHAMMINGS ELECTRIC, INC</td>
<td>Equipment</td>
<td>13-119</td>
<td>$65,941.24 **</td>
</tr>
<tr>
<td>STANLEY VIDMAR</td>
<td>Equipment</td>
<td>25KTHRES</td>
<td>$15,687.21 **</td>
</tr>
<tr>
<td></td>
<td>Equipment Total</td>
<td></td>
<td>$118,469.19 **</td>
</tr>
<tr>
<td>XEROX STATE &amp; LOCAL SOLUTIONS, INC.</td>
<td>E-ZPass Clearing Account</td>
<td>04-031</td>
<td>$70,927.45 **</td>
</tr>
<tr>
<td></td>
<td>E-ZPass Clearing Account Total</td>
<td></td>
<td>$70,927.45 **</td>
</tr>
<tr>
<td>XEROX STATE &amp; LOCAL SOLUTIONS, INC.</td>
<td>E-ZPass Fixed Monthly Operations Fee</td>
<td>04-031</td>
<td>$55,141.69 **</td>
</tr>
<tr>
<td></td>
<td>E-ZPass Fixed Monthly Operations Fee Total</td>
<td></td>
<td>$55,141.69 **</td>
</tr>
<tr>
<td>XEROX STATE &amp; LOCAL SOLUTIONS, INC.</td>
<td>E-ZPass VPC</td>
<td>04-031</td>
<td>$38,513.64 **</td>
</tr>
<tr>
<td></td>
<td>E-ZPass VPC Total</td>
<td></td>
<td>$38,513.64 **</td>
</tr>
<tr>
<td>XEROX STATE &amp; LOCAL SOLUTIONS, INC.</td>
<td>E-ZPass Walk In CSC</td>
<td>04-031</td>
<td>$88,449.49 **</td>
</tr>
<tr>
<td></td>
<td>E-ZPass Walk In CSC Total</td>
<td></td>
<td>$88,449.49 **</td>
</tr>
<tr>
<td>BANK OF AMERICA</td>
<td>Facility Fee</td>
<td>12-021</td>
<td>$10,283.53 **</td>
</tr>
<tr>
<td></td>
<td>Facility Fee Total</td>
<td></td>
<td>$10,283.53 **</td>
</tr>
<tr>
<td>INTERNAL REVENUE SERVICE-CHICAGO</td>
<td>Federal/FICA Payroll Taxes</td>
<td></td>
<td>$980,149.98 **</td>
</tr>
<tr>
<td></td>
<td>Federal/FICA Payroll Taxes Total</td>
<td></td>
<td>$980,149.98 **</td>
</tr>
<tr>
<td>RANSOME ENGINE</td>
<td>Ferry Operations</td>
<td>14-088</td>
<td>$37,722.62 **</td>
</tr>
<tr>
<td></td>
<td>Ferry Operations Total</td>
<td></td>
<td>$37,722.62 **</td>
</tr>
<tr>
<td>ACACIA FINANCIAL GROUP INC</td>
<td>Financial Advisory Services</td>
<td>11-080</td>
<td>$1,150.00 **</td>
</tr>
<tr>
<td></td>
<td>Financial Advisory Services Total</td>
<td></td>
<td>$1,150.00 **</td>
</tr>
<tr>
<td>KASER MECHANICAL, LLC</td>
<td>Furniture &amp; Fixtures</td>
<td>14-031</td>
<td>$82,997.82 **</td>
</tr>
<tr>
<td></td>
<td>Furniture &amp; Fixtures Total</td>
<td></td>
<td>$82,997.82 **</td>
</tr>
<tr>
<td>RIGGINS</td>
<td>Gasoline - Unleaded</td>
<td>13-077</td>
<td>$29,855.13</td>
</tr>
<tr>
<td></td>
<td>Gasoline - Unleaded Total</td>
<td></td>
<td>$29,855.13</td>
</tr>
</tbody>
</table>

** Capital Expenditure
<table>
<thead>
<tr>
<th>VENDOR NAME</th>
<th>ITEM DESCRIPTION</th>
<th>RESOLUTION #/ AUTHORIZATION</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>P S E &amp; G</td>
<td>Heat</td>
<td></td>
<td>$ 476.50</td>
</tr>
<tr>
<td>PHILADELPHIA GAS WORKS</td>
<td>Heat</td>
<td></td>
<td>$ 900.40</td>
</tr>
<tr>
<td>SOUTH JERSEY GAS COMPANY</td>
<td>Heat</td>
<td></td>
<td>$ 65.31</td>
</tr>
<tr>
<td>TSIB (TURNER SURETY &amp; INS BROKERAGE)</td>
<td>Heat Total</td>
<td></td>
<td>$ 1,442.21</td>
</tr>
<tr>
<td>AON RISK SERVICES CENTRAL, INC.</td>
<td>Insurance</td>
<td>14-052</td>
<td>$ 22,050.00</td>
</tr>
<tr>
<td></td>
<td>Insurance Total</td>
<td></td>
<td>$ 335,953.31</td>
</tr>
<tr>
<td>AON RISK SERVICES CENTRAL, INC.</td>
<td>Insurance - Vehicles</td>
<td>14-085</td>
<td>$ 544.25</td>
</tr>
<tr>
<td>PORT AUTHORITY TRANSIT</td>
<td>Intercompany Transfers</td>
<td></td>
<td>$ 2,050,000.00</td>
</tr>
<tr>
<td>UBS GLOBAL ASSET MANAGEMENT AMERICAS, INC.</td>
<td>Investment Management Fees</td>
<td>PRE 8-18</td>
<td>$ 12,894.61</td>
</tr>
<tr>
<td>O'NEILL CONSULTING CORP</td>
<td>IUOE Health &amp; Welfare</td>
<td>09-097</td>
<td>$ 3,591.38</td>
</tr>
<tr>
<td>IUOE 542 BENEFIT FUNDS</td>
<td>IUOE Medical Insurance</td>
<td>14-047</td>
<td>$ 2,992.25</td>
</tr>
<tr>
<td>GLOBAL RECOVERY SERVICES</td>
<td>Legal Settlement</td>
<td>25KTHRES</td>
<td>$ 333.70</td>
</tr>
<tr>
<td>DELL MARKETING L.P.</td>
<td>Licensing Fees - Software</td>
<td>12-041</td>
<td>$ 119,243.36</td>
</tr>
<tr>
<td>SIMPLEXGRINNELL, LP</td>
<td>Licensing Fees - Software</td>
<td>14-088</td>
<td>$ 34,150.00</td>
</tr>
<tr>
<td>PORTER LEE CORPORATION</td>
<td>Limited Mobility Parking</td>
<td>25KTHRES</td>
<td>$ 2,464.00</td>
</tr>
<tr>
<td>SUNGARD AVAILABILITY SERVICES LP</td>
<td>Limited Mobility Parking</td>
<td>25KTHRES</td>
<td>$ 8,498.00</td>
</tr>
<tr>
<td>CAMDEN PARKING AUTHORITY</td>
<td>Maint. Fee - Toll Collection Equip</td>
<td>13-010</td>
<td>$ 53,775.00</td>
</tr>
<tr>
<td>INTERSTATE MOBILE CARE, INC.</td>
<td>Medical Testing</td>
<td>11-096</td>
<td>$ 21,788.00</td>
</tr>
<tr>
<td>TACTICAL PUBLIC SAFETY</td>
<td>Mobile Equipment</td>
<td>25KTHRES</td>
<td>$ 32,873.32</td>
</tr>
<tr>
<td>TD BANK NORTH</td>
<td>Net Payroll</td>
<td></td>
<td>$ 100,901.77</td>
</tr>
<tr>
<td>WELL S FARGO BANK, NA</td>
<td>Net Payroll</td>
<td></td>
<td>$ 2,261,428.90</td>
</tr>
<tr>
<td>N.J. STATE - GIT</td>
<td>NJ Payroll Taxes</td>
<td></td>
<td>$ 70,735.38</td>
</tr>
<tr>
<td>NATIONAL UNION FIRE INSUR.CO. OF PITTSBURG, PA</td>
<td>OCIP Accrual</td>
<td>14-052</td>
<td>$ 187,736.77</td>
</tr>
<tr>
<td>W.B. MASON CO. INC.</td>
<td>Office Equipment</td>
<td>13-135</td>
<td>$ 187.70</td>
</tr>
<tr>
<td>CANON SOLUTIONS AMERICA, INC.</td>
<td>Office Supplies</td>
<td>11-027</td>
<td>$ 3,889.73</td>
</tr>
<tr>
<td>W.B. MASON CO. INC.</td>
<td>Office Supplies</td>
<td>13-135</td>
<td>$ 1,592.33</td>
</tr>
<tr>
<td>PAPER MART, INC.</td>
<td>Office Supplies</td>
<td>13-152</td>
<td>$ 899.25</td>
</tr>
<tr>
<td>PITNEY BOWES</td>
<td>Office Supplies</td>
<td>25KTHRES</td>
<td>$ 66.28</td>
</tr>
<tr>
<td>REMINGTON &amp; VERNICK ENGINEERS, INC</td>
<td>OPC Backup Generator 6th Floor Data Center</td>
<td>11-094</td>
<td>$ 609.45 **</td>
</tr>
<tr>
<td>FALASCA MECHANICAL, INC.</td>
<td>OPC Condenser Water Heater</td>
<td>13-120</td>
<td>$ 11,772.24</td>
</tr>
<tr>
<td>REMINGTON &amp; VERNICK ENGINEERS, INC</td>
<td>OPC Condenser Water Heater</td>
<td>11-094</td>
<td>$ 270.96</td>
</tr>
<tr>
<td>PA DEPT OF REVENUE</td>
<td>PA Payroll Taxes</td>
<td></td>
<td>$ 23,830.64</td>
</tr>
<tr>
<td>PA STATE EMP RETIREMENT SYS</td>
<td>PA Pension Employee Share</td>
<td></td>
<td>$ 181,410.94</td>
</tr>
<tr>
<td>AE STONE INC</td>
<td>Paper</td>
<td>13-152</td>
<td>$ 396.92</td>
</tr>
<tr>
<td>XEROX STATE &amp; LOCAL SOLUTIONS, INC.</td>
<td>Parking Lots</td>
<td>13-112</td>
<td>$ 609,930.92 **</td>
</tr>
<tr>
<td>LAZ PARKING MID ATLANTIC LLC</td>
<td>Parking TXN Fees</td>
<td>04-031</td>
<td>$ 1,002.30</td>
</tr>
<tr>
<td>A.P. CONSTRUCTION INC</td>
<td>PATCO Accessibility Improvements</td>
<td>11-086</td>
<td>$ 44,666.70</td>
</tr>
<tr>
<td>VENDOR NAME</td>
<td>ITEM DESCRIPTION</td>
<td>RESOLUTION #:/ AUTHORIZATION</td>
<td>AMOUNT</td>
</tr>
<tr>
<td>-------------</td>
<td>-----------------</td>
<td>-----------------------------</td>
<td>--------</td>
</tr>
<tr>
<td>AON RISK SERVICES CENTRAL, INC.</td>
<td>PATCO Accessibility Improvements Total</td>
<td>14-087</td>
<td>$44,666.70</td>
</tr>
<tr>
<td></td>
<td>PATCO Commercial Non-Property Insurance</td>
<td>14-087</td>
<td>$167,827.16</td>
</tr>
<tr>
<td></td>
<td>PATCO Commercial Non-Property Insurance Total</td>
<td>14-087</td>
<td>$167,827.16</td>
</tr>
<tr>
<td>CANON SOLUTIONS AMERICA, INC.</td>
<td>PATCO Copier Expense</td>
<td>11-027</td>
<td>$471.89</td>
</tr>
<tr>
<td></td>
<td>PATCO Copier Expense Total</td>
<td>11-027</td>
<td>$471.89</td>
</tr>
<tr>
<td>EHS CAREERS</td>
<td>PATCO Job Posting Safety Specialist</td>
<td>13-081</td>
<td>$250.00</td>
</tr>
<tr>
<td></td>
<td>PATCO Job Posting Safety Specialist Total</td>
<td>13-081</td>
<td>$250.00</td>
</tr>
<tr>
<td>PENNONI ASSOCIATES INC</td>
<td>PATCO Outbound Survey</td>
<td>13-081</td>
<td>$140,516.55 **</td>
</tr>
<tr>
<td></td>
<td>PATCO Outbound Survey Total</td>
<td>13-081</td>
<td>$140,516.55 ***</td>
</tr>
<tr>
<td>UNITED PARCEL SERVICE (UPS)</td>
<td>PATCO Postage</td>
<td>25KTHRES</td>
<td>$44.44</td>
</tr>
<tr>
<td></td>
<td>PATCO Postage Total</td>
<td>25KTHRES</td>
<td>$44.44</td>
</tr>
<tr>
<td>BURNS ENGINEERING INC</td>
<td>PATCO Power Pole Line Replacement</td>
<td>09-098</td>
<td>$185,362.39</td>
</tr>
<tr>
<td></td>
<td>PATCO Power Pole Line Replacement Total</td>
<td>09-098</td>
<td>$185,362.39</td>
</tr>
<tr>
<td>AON RISK SERVICES CENTRAL, INC.</td>
<td>PATCO Public Official Insurance</td>
<td>14-086</td>
<td>$42,385.25</td>
</tr>
<tr>
<td></td>
<td>PATCO Public Official Insurance Total</td>
<td>14-086</td>
<td>$42,385.25</td>
</tr>
<tr>
<td>IRON MOUNTAIN INCORPORATED</td>
<td>PATCO Record Storage</td>
<td>12-044</td>
<td>$430.48</td>
</tr>
<tr>
<td></td>
<td>PATCO Record Storage Total</td>
<td>12-044</td>
<td>$430.48</td>
</tr>
<tr>
<td>SPRINT</td>
<td>PATCO Telephone</td>
<td>25KTHRES</td>
<td>$2,137.41</td>
</tr>
<tr>
<td></td>
<td>PATCO Telephone UTILITY</td>
<td>25KTHRES</td>
<td>$8,006.64</td>
</tr>
<tr>
<td>VERIZON</td>
<td>PATCO Telephone Total</td>
<td>25KTHRES</td>
<td>$10,144.05</td>
</tr>
<tr>
<td>QUAL-LYNX</td>
<td>PATCO Third Party Claim</td>
<td>12-006</td>
<td>$1,997.37</td>
</tr>
<tr>
<td></td>
<td>PATCO Third Party Claim Total</td>
<td>12-006</td>
<td>$1,997.37</td>
</tr>
<tr>
<td>JACOBS ENGINEERING GROUP INC</td>
<td>PATCO Upgrade 800 MHz Radio</td>
<td>11-094</td>
<td>$1,024.12 **</td>
</tr>
<tr>
<td></td>
<td>PATCO Upgrade 800 MHz Radio Total</td>
<td>11-094</td>
<td>$1,024.12 ***</td>
</tr>
<tr>
<td>STV, INC</td>
<td>PATCO Upgrade Center Tower SCADA Total</td>
<td>11-094</td>
<td>$960.85 **</td>
</tr>
<tr>
<td></td>
<td>PATCO Upgrade Center Tower SCADA Total</td>
<td>11-094</td>
<td>$960.85 ***</td>
</tr>
<tr>
<td>BURNS ENGINEERING INC</td>
<td>PATCO Wayside Improvements Total</td>
<td>11-094</td>
<td>$19,672.04 **</td>
</tr>
<tr>
<td></td>
<td>PATCO Wayside Improvements Total</td>
<td>11-094</td>
<td>$19,672.04 ***</td>
</tr>
<tr>
<td>PNC DRPA P-Card Wire Payment</td>
<td>P-Card Uniform, Maint &amp; Hardware Purchases</td>
<td>09-075</td>
<td>$108,802.19</td>
</tr>
<tr>
<td></td>
<td>P-Card Uniform, Maint &amp; Hardware Purchases Total</td>
<td>09-075</td>
<td>$108,802.19</td>
</tr>
<tr>
<td>REMINGTON &amp; VERNICK ENGINEERS, INC</td>
<td>Penn Landing Water Shuttle Ramp Project</td>
<td>11-094</td>
<td>$17,552.63</td>
</tr>
<tr>
<td></td>
<td>Penn Landing Water Shuttle Ramp Project Total</td>
<td>11-094</td>
<td>$17,552.63</td>
</tr>
<tr>
<td>N.J. PUBLIC EMPLOYEES RETIREMENT SYSTEM</td>
<td>Pension &amp; Benefits</td>
<td></td>
<td>$3,302.00</td>
</tr>
<tr>
<td></td>
<td>Pension &amp; Benefits Total</td>
<td></td>
<td>$3,302.00</td>
</tr>
<tr>
<td>CITY OF PHILADELPHIA</td>
<td>Phila Employee W/H Taxes</td>
<td></td>
<td>$16,415.40</td>
</tr>
<tr>
<td></td>
<td>Phila Employee W/H Taxes Total</td>
<td></td>
<td>$16,415.40</td>
</tr>
<tr>
<td>AMERICAN EXPEDITING COMPANY</td>
<td>Postage</td>
<td>25KTHRES</td>
<td>$75.15</td>
</tr>
<tr>
<td></td>
<td>Postage Total</td>
<td>25KTHRES</td>
<td>$274.92</td>
</tr>
<tr>
<td></td>
<td>Postage Total</td>
<td>25KTHRES</td>
<td>$350.07</td>
</tr>
<tr>
<td>INFO TECH, INC.</td>
<td>Printing</td>
<td>11-050</td>
<td>$5,000.00</td>
</tr>
<tr>
<td>ALLEN REPRODUCTION CO</td>
<td>Printing</td>
<td>25KTHRES</td>
<td>$1,404.40</td>
</tr>
<tr>
<td></td>
<td>Printing Total</td>
<td>25KTHRES</td>
<td>$6,404.40</td>
</tr>
<tr>
<td>QUAL-LYNX</td>
<td>Professional Services</td>
<td>12-006</td>
<td>$4,890.13</td>
</tr>
<tr>
<td></td>
<td>Professional Services Total</td>
<td>12-006</td>
<td>$4,890.13</td>
</tr>
<tr>
<td>MARCO POLO DESIGN</td>
<td>Professional Services</td>
<td>13-108</td>
<td>$412.47</td>
</tr>
<tr>
<td></td>
<td>Professional Services Total</td>
<td>13-108</td>
<td>$412.47</td>
</tr>
<tr>
<td>ACCUSCREEN</td>
<td>Professional Services</td>
<td>25KTHRES</td>
<td>$23.65</td>
</tr>
<tr>
<td></td>
<td>Professional Services Total</td>
<td>25KTHRES</td>
<td>$23.65</td>
</tr>
<tr>
<td>EXAMWORKS, INC.</td>
<td>Professional Services</td>
<td>25KTHRES</td>
<td>$1,500.00</td>
</tr>
<tr>
<td></td>
<td>Professional Services Total</td>
<td>25KTHRES</td>
<td>$1,500.00</td>
</tr>
<tr>
<td>FIRST ADVANTAGE LNS SCREENING SOLUTIONS INC.</td>
<td>Professional Services</td>
<td>25KTHRES</td>
<td>$225.00</td>
</tr>
<tr>
<td></td>
<td>Professional Services Total</td>
<td>25KTHRES</td>
<td>$225.00</td>
</tr>
<tr>
<td>HEALTHMARK INC</td>
<td>Professional Services</td>
<td>25KTHRES</td>
<td>$25.00</td>
</tr>
<tr>
<td></td>
<td>Professional Services Total</td>
<td>25KTHRES</td>
<td>$25.00</td>
</tr>
<tr>
<td>WORKNET OCCUPATIONAL MEDICINE</td>
<td>Professional Services</td>
<td>25KTHRES</td>
<td>$15.75</td>
</tr>
<tr>
<td></td>
<td>Professional Services Total</td>
<td>25KTHRES</td>
<td>$15.75</td>
</tr>
<tr>
<td>AECOM TECHNICAL SERVICES, INC</td>
<td>Program Management</td>
<td>09-081</td>
<td>$13,442.65 **</td>
</tr>
<tr>
<td></td>
<td>Program Management Total</td>
<td>09-081</td>
<td>$13,442.65 **</td>
</tr>
<tr>
<td>ALLIED ELECTRONICS</td>
<td>Repair/Replacement Toll Equip</td>
<td>25KTHRES</td>
<td>$619.99</td>
</tr>
<tr>
<td></td>
<td>Repair/Replacement Toll Equip Total</td>
<td>25KTHRES</td>
<td>$619.99</td>
</tr>
<tr>
<td>THYSSENKRUPP ELEVATOR CORPORATION</td>
<td>Repairs - Bridges</td>
<td>12-003</td>
<td>$6,830.33</td>
</tr>
<tr>
<td></td>
<td>Repairs - Bridges Total</td>
<td>12-003</td>
<td>$6,830.33</td>
</tr>
<tr>
<td>PERMADUR INDUSTRIES, INC.</td>
<td>Repairs - Bridges</td>
<td>12-022</td>
<td>$24,652.50</td>
</tr>
<tr>
<td></td>
<td>Repairs - Bridges Total</td>
<td>12-022</td>
<td>$24,652.50</td>
</tr>
<tr>
<td>TRI-M GROUP LLC</td>
<td>Repairs - Bridges</td>
<td>13-113</td>
<td>$3,747.50</td>
</tr>
<tr>
<td></td>
<td>Repairs - Bridges Total</td>
<td>13-113</td>
<td>$3,747.50</td>
</tr>
<tr>
<td>CORRPRO COMPANIES, INC.</td>
<td>Repairs - Bridges</td>
<td>25KTHRES</td>
<td>$6,510.00</td>
</tr>
<tr>
<td></td>
<td>Repairs - Bridges Total</td>
<td>25KTHRES</td>
<td>$6,510.00</td>
</tr>
<tr>
<td>AMERICAN BRIDGE CO</td>
<td>Repairs - Bridges</td>
<td>12-113</td>
<td>$273,554.44 **</td>
</tr>
<tr>
<td></td>
<td>Repairs - Bridges Total</td>
<td>12-113</td>
<td>$273,554.44 **</td>
</tr>
<tr>
<td>AMMANN &amp; WHITNEY CONSULTING ENGINEERS, PC</td>
<td>Repairs - Bridges</td>
<td>13-042</td>
<td>$26,148.29 **</td>
</tr>
<tr>
<td></td>
<td>Repairs - Bridges Total</td>
<td>13-042</td>
<td>$26,148.29 **</td>
</tr>
<tr>
<td>UNI-SELECT USA, INC</td>
<td>Repairs - Buildings</td>
<td>14-037</td>
<td>$516.39</td>
</tr>
<tr>
<td></td>
<td>Repairs - Buildings Total</td>
<td>14-037</td>
<td>$516.39</td>
</tr>
<tr>
<td>TRI-COUNTY TERMITE &amp; PEST CONTROL INC.</td>
<td>Repairs - Buildings</td>
<td>25KTHRES</td>
<td>$130.00</td>
</tr>
<tr>
<td></td>
<td>Repairs - Buildings Total</td>
<td>25KTHRES</td>
<td>$130.00</td>
</tr>
<tr>
<td></td>
<td>Repairs - Buildings Total</td>
<td>25KTHRES</td>
<td>$646.39</td>
</tr>
<tr>
<td>VENDOR NAME</td>
<td>ITEM DESCRIPTION</td>
<td>RESOLUTION #/AUTHORIZATION</td>
<td>AMOUNT</td>
</tr>
<tr>
<td>-------------------------------------------------</td>
<td>-----------------------------------</td>
<td>----------------------------</td>
<td>--------------</td>
</tr>
<tr>
<td>TRIM GROUP LLC</td>
<td>Repairs - Heating/AC System</td>
<td>13-113</td>
<td>$ 10,115.00</td>
</tr>
<tr>
<td></td>
<td>Repairs - Heating/AC System Total</td>
<td></td>
<td>$ 10,115.00</td>
</tr>
<tr>
<td>THYSSENKRUPP ELEVATOR CORPORATION</td>
<td>Repairs - Other Equipment</td>
<td>12-003</td>
<td>$ 456.25</td>
</tr>
<tr>
<td>TRIM GROUP LLC</td>
<td>Repairs - Other Equipment</td>
<td>13-113</td>
<td>$ 11,677.50</td>
</tr>
<tr>
<td>MBI GROUP, INC.</td>
<td>Repairs - Other Equipment</td>
<td>25KTHRES</td>
<td>$ 4,211.00</td>
</tr>
<tr>
<td>R &amp; R RADAR INC.</td>
<td>Repairs - Other Equipment</td>
<td>25KTHRES</td>
<td>$ 630.00</td>
</tr>
<tr>
<td>TRAFCON INDUSTRIAL INC</td>
<td>Repairs - Other Equipment</td>
<td>25KTHRES</td>
<td>$ 5,968.00</td>
</tr>
<tr>
<td>ONE CALL CONCEPTS</td>
<td>Repairs - Signs</td>
<td>25KTHRES</td>
<td>$ 22,942.75</td>
</tr>
<tr>
<td>REMINGTON &amp; VERNICK ENGINEERS, INC</td>
<td>Repairs Roadway</td>
<td>13-058</td>
<td>$ 2,249.63 **</td>
</tr>
<tr>
<td>NATIONAL PAVING CO, INC</td>
<td>Replacement of Roadway</td>
<td>25KTHRES</td>
<td>$ 1,362.23</td>
</tr>
<tr>
<td>STANDARD INSURANCE COMPANY</td>
<td>Retiree Life Insurance</td>
<td>13-104</td>
<td>$ 26,012.64</td>
</tr>
<tr>
<td>AMERIEALTH INSURANCE CO OF NEW JERSEY</td>
<td>Retiree Medical Insurance</td>
<td>13-114</td>
<td>$ 188,429.14</td>
</tr>
<tr>
<td>HORIZON BLUE CROSS BLUE SHIELD OF NEW JERSEY</td>
<td>Retiree Medical Insurance</td>
<td>13-114</td>
<td>$ 50,893.34</td>
</tr>
<tr>
<td>UNITED HEALTHCARE/AARP-GROUP RETIREE SER</td>
<td>Replacement of Roadway</td>
<td>25KTHRES</td>
<td>$ 1,362.23</td>
</tr>
<tr>
<td>THE ESTATE OF JOSEPH VENA SR.</td>
<td>Retiree Medical Insurance</td>
<td>13-115</td>
<td>$ 117,498.61</td>
</tr>
<tr>
<td>THE ESTATE OF MARY DOWGHERTY</td>
<td>Retiree Medical Insurance</td>
<td>13-115</td>
<td>$ 117,498.61</td>
</tr>
<tr>
<td>THE ESTATE OF ROBERT C. GIBBS</td>
<td>Retiree Medical Insurance</td>
<td>13-115</td>
<td>$ 117,498.61</td>
</tr>
<tr>
<td>THE ESTATE OF WARREN T. SMITH</td>
<td>Retiree Medical Insurance</td>
<td>13-115</td>
<td>$ 117,498.61</td>
</tr>
<tr>
<td>STV, INC</td>
<td>Signing Improvement Study</td>
<td>11-094</td>
<td>$ 5,228.96 **</td>
</tr>
<tr>
<td>SUNGARD AVAILABILITY SERVICES LP</td>
<td>Soft/Hardware Service Contracts</td>
<td>10-135</td>
<td>$ 3,831.00</td>
</tr>
<tr>
<td>EPLUS TECHNOLOGY INC</td>
<td>Soft/Hardware Service Contracts</td>
<td>14-055</td>
<td>$ 196,559.96</td>
</tr>
<tr>
<td>SOWINSKI SULLIAN ARCHITECTS, PC</td>
<td>Station Improvements</td>
<td>13-080</td>
<td>$ 43,242.33 **</td>
</tr>
<tr>
<td>503 CORP</td>
<td>Stores Inventory</td>
<td>25KTHRES</td>
<td>$ 43,242.33</td>
</tr>
<tr>
<td>A&amp;A GLOVE &amp; SAFETY CO.</td>
<td>Stores Inventory</td>
<td>25KTHRES</td>
<td>$ 43,242.33</td>
</tr>
<tr>
<td>AIRGAS SAFETY</td>
<td>Stores Inventory</td>
<td>25KTHRES</td>
<td>$ 43,242.33</td>
</tr>
<tr>
<td>ATLAS FLASHER AND SUPPLY CO INC</td>
<td>Stores Inventory</td>
<td>25KTHRES</td>
<td>$ 43,242.33</td>
</tr>
<tr>
<td>BILLOWS ELECTRIC SUPPLY</td>
<td>Stores Inventory</td>
<td>25KTHRES</td>
<td>$ 43,242.33</td>
</tr>
<tr>
<td>CHEMSEARCH</td>
<td>Stores Inventory</td>
<td>25KTHRES</td>
<td>$ 43,242.33</td>
</tr>
<tr>
<td>CL PRESSER COMPANY</td>
<td>Stores Inventory</td>
<td>25KTHRES</td>
<td>$ 43,242.33</td>
</tr>
<tr>
<td>COONEY BROTHERS INC</td>
<td>Stores Inventory</td>
<td>25KTHRES</td>
<td>$ 43,242.33</td>
</tr>
<tr>
<td>LANIGAN ASSOCIATES INC</td>
<td>Stores Inventory</td>
<td>25KTHRES</td>
<td>$ 43,242.33</td>
</tr>
<tr>
<td>MULTIFACET, INC.</td>
<td>Stores Inventory</td>
<td>25KTHRES</td>
<td>$ 43,242.33</td>
</tr>
<tr>
<td>NEW PIG CORPORATION</td>
<td>Stores Inventory</td>
<td>25KTHRES</td>
<td>$ 43,242.33</td>
</tr>
<tr>
<td>ROBERTS OXYGEN</td>
<td>Stores Inventory</td>
<td>25KTHRES</td>
<td>$ 43,242.33</td>
</tr>
<tr>
<td>SALERNO TIRE CORPORATION</td>
<td>Stores Inventory</td>
<td>25KTHRES</td>
<td>$ 43,242.33</td>
</tr>
<tr>
<td>W.B. MASON CO, INC.</td>
<td>Stores Inventory</td>
<td>25KTHRES</td>
<td>$ 43,242.33</td>
</tr>
<tr>
<td>DIRECTV</td>
<td>Stores Inventory Total</td>
<td></td>
<td>$ 10,909.65</td>
</tr>
<tr>
<td>THOMSON REUTERS (TAX &amp; ACCTG) INC. - R&amp;G</td>
<td>Subscriptions</td>
<td>25KTHRES</td>
<td>$ 84.00</td>
</tr>
<tr>
<td>THOMSON REUTERS- WEST</td>
<td>Subscriptions</td>
<td>25KTHRES</td>
<td>$ 1,245.00</td>
</tr>
<tr>
<td>CARR &amp; DUFF INC</td>
<td>Subscriptions</td>
<td>25KTHRES</td>
<td>$ 381.00</td>
</tr>
<tr>
<td>NJ STATE OFFICE OF WEIGHTS AND MEASURES</td>
<td>Substation Rehabilitation</td>
<td>14-001</td>
<td>$ 1,710.00</td>
</tr>
<tr>
<td>RINEHART’S SANITATION SERVICES, INC.</td>
<td>Substation Rehabilitation Total</td>
<td></td>
<td>$ 12,700.00</td>
</tr>
<tr>
<td>SOUTH JERSEY WELDING</td>
<td>Supplies</td>
<td>25KTHRES</td>
<td>$ 60.00</td>
</tr>
<tr>
<td>TRI-COUNTY TERMITE &amp; PEST CONTROL INC.</td>
<td>Supplies</td>
<td>25KTHRES</td>
<td>$ 168.00</td>
</tr>
<tr>
<td>READING EQUIPMENT</td>
<td>Supplies</td>
<td>25KTHRES</td>
<td>$ 437.25</td>
</tr>
<tr>
<td>UBS GLOBAL ASSET MANAGEMENT</td>
<td>Supplies</td>
<td>25KTHRES</td>
<td>$ 165.00</td>
</tr>
<tr>
<td>SPRINT</td>
<td>Supplies</td>
<td>25KTHRES</td>
<td>$ 11,490.00 **</td>
</tr>
<tr>
<td>THE CONFERENCE GROUP, LLC</td>
<td>Swap Interest Payments</td>
<td>01-019</td>
<td>$ 2,865,931.60</td>
</tr>
<tr>
<td>VERIZON</td>
<td>Swap Interest Payments Total</td>
<td></td>
<td>$ 2,865,931.60</td>
</tr>
<tr>
<td>VERIZON BUSINESS</td>
<td>Telephone</td>
<td></td>
<td>$ 4,218.06</td>
</tr>
<tr>
<td></td>
<td>Telephone</td>
<td></td>
<td>$ 307.26</td>
</tr>
<tr>
<td></td>
<td>Telephone</td>
<td></td>
<td>$ 34,163.14</td>
</tr>
<tr>
<td></td>
<td>Telephone</td>
<td></td>
<td>$ 1,702.86</td>
</tr>
</tbody>
</table>

** Capital Expenditure
** Capital Expenditure

<table>
<thead>
<tr>
<th>VENDOR NAME</th>
<th>ITEM DESCRIPTION</th>
<th>RESOLUTION #:</th>
<th>AUTHORIZATION</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>VERIZON WIRELESS</td>
<td>Telephone</td>
<td></td>
<td>UTILITY</td>
<td>$ 5,305.88</td>
</tr>
<tr>
<td></td>
<td>Telephone Total</td>
<td></td>
<td></td>
<td>$ 45,697.20</td>
</tr>
<tr>
<td>JAY’S TIRE SERVICE</td>
<td>Tires and Tubes</td>
<td>25KTHRES</td>
<td></td>
<td>$ 2,800.00</td>
</tr>
<tr>
<td></td>
<td>Tires and Tubes Total</td>
<td>25KTHRES</td>
<td></td>
<td>$ 2,800.00</td>
</tr>
<tr>
<td>DUNBAR ARMORED</td>
<td>Toll Deposit Processing Fee</td>
<td>09-055</td>
<td></td>
<td>$ 20,559.29</td>
</tr>
<tr>
<td></td>
<td>Toll Deposit Processing Fee Total</td>
<td></td>
<td></td>
<td>$ 20,559.29</td>
</tr>
<tr>
<td>ALANA FERTEL</td>
<td>Toll Refunds</td>
<td>25KTHRES</td>
<td></td>
<td>$ 5.00</td>
</tr>
<tr>
<td>BBU BAKERIES</td>
<td>Toll Refunds</td>
<td>25KTHRES</td>
<td></td>
<td>$ 540.00</td>
</tr>
<tr>
<td>JEANETTE IVINS</td>
<td>Toll Refunds</td>
<td>25KTHRES</td>
<td></td>
<td>$ 5.00</td>
</tr>
<tr>
<td>SUSAN ZELLER</td>
<td>Toll Refunds</td>
<td>25KTHRES</td>
<td></td>
<td>$ 5.00</td>
</tr>
<tr>
<td>VALERIE K. DOBSON</td>
<td>Toll Refunds</td>
<td>25KTHRES</td>
<td></td>
<td>$ 5.00</td>
</tr>
<tr>
<td>VIANNA TOLIVER</td>
<td>Toll Refunds</td>
<td>25KTHRES</td>
<td></td>
<td>$ 5.00</td>
</tr>
<tr>
<td>JULIA DUCUPE</td>
<td>Toll Refunds</td>
<td>25KTHRES</td>
<td></td>
<td>$ 10.00</td>
</tr>
<tr>
<td>STEVE NATALE</td>
<td>Toll Refunds</td>
<td>25KTHRES</td>
<td></td>
<td>$ 5.00</td>
</tr>
<tr>
<td></td>
<td>Toll Refunds Total</td>
<td></td>
<td></td>
<td>$ 580.00</td>
</tr>
<tr>
<td>AMERICAN INSTITUTE OF CPA’S (AICPA)</td>
<td>Training - Registration</td>
<td>25KTHRES</td>
<td></td>
<td>$ 355.00</td>
</tr>
<tr>
<td>GRAPHIC GLOBAL, INC</td>
<td>Training - Registration</td>
<td>25KTHRES</td>
<td></td>
<td>$ 1,113.75</td>
</tr>
<tr>
<td>GREATER PHILADELPHA CHAMBER OF COMM(GPCC)</td>
<td>Training - Registration</td>
<td>25KTHRES</td>
<td></td>
<td>$ 5,260.00</td>
</tr>
<tr>
<td>JOHN E REID &amp; ASSOCIATES INC</td>
<td>Training - Registration</td>
<td>25KTHRES</td>
<td></td>
<td>$ 770.00</td>
</tr>
<tr>
<td>NATIONAL SEMINARS TRAINING</td>
<td>Training - Registration</td>
<td>25KTHRES</td>
<td></td>
<td>$ 398.00</td>
</tr>
<tr>
<td>NJSCPA</td>
<td>Training - Registration</td>
<td>25KTHRES</td>
<td></td>
<td>$ 315.00</td>
</tr>
<tr>
<td>ROSA CHERRY</td>
<td>Training - Registration</td>
<td>25KTHRES</td>
<td></td>
<td>$ 600.00</td>
</tr>
<tr>
<td>UNIVERSITY OF WISCONSIN MADISON - EXTENSION</td>
<td>Training - Registration</td>
<td>25KTHRES</td>
<td></td>
<td>$ 1,195.00</td>
</tr>
<tr>
<td>VAN METER &amp; ASSOCIATES INC</td>
<td>Training - Registration</td>
<td>25KTHRES</td>
<td></td>
<td>$ 140.00</td>
</tr>
<tr>
<td></td>
<td>Training - Registration Total</td>
<td></td>
<td></td>
<td>$ 10,126.75</td>
</tr>
<tr>
<td>JOHANNE CORKER</td>
<td>Training, Travel and Subsistence</td>
<td>25KTHRES</td>
<td></td>
<td>$ 5.35</td>
</tr>
<tr>
<td>ROSA CHERRY</td>
<td>Training, Travel and Subsistence</td>
<td>25KTHRES</td>
<td></td>
<td>$ 83.28</td>
</tr>
<tr>
<td></td>
<td>Training, Travel and Subsistence Total</td>
<td></td>
<td></td>
<td>$ 88.63</td>
</tr>
<tr>
<td>XEROX STATE &amp; LOCAL SOLUTIONS, INC.</td>
<td>Transaction Fees</td>
<td>04-031</td>
<td></td>
<td>$ 411,096.37</td>
</tr>
<tr>
<td></td>
<td>Transaction Fees Total</td>
<td></td>
<td></td>
<td>$ 411,096.37</td>
</tr>
<tr>
<td>ALSTOM TRANSPORTATION INCORPORATED</td>
<td>Transit Car Overhaul</td>
<td>10-154</td>
<td></td>
<td>$ 3,033,892.29 **</td>
</tr>
<tr>
<td>WASTE MANAGEMENT OF NEW JERSEY, INC</td>
<td>Trash Removal</td>
<td>13-071</td>
<td></td>
<td>$ 1,020.10</td>
</tr>
<tr>
<td>WASTE MANAGEMENT OF PA INC</td>
<td>Trash Removal Total</td>
<td>13-071</td>
<td></td>
<td>$ 1,734.90</td>
</tr>
<tr>
<td></td>
<td>Trash Removal Total</td>
<td></td>
<td></td>
<td>$ 2,755.00</td>
</tr>
<tr>
<td>RICHARD T. ZAPPLE</td>
<td>Tuition Reimbursement</td>
<td>25KTHRES</td>
<td></td>
<td>$ 1,350.00</td>
</tr>
<tr>
<td></td>
<td>Tuition Reimbursement Total</td>
<td></td>
<td></td>
<td>$ 1,350.00</td>
</tr>
<tr>
<td>ACME UNIFORM FOR INDUSTRY</td>
<td>Uniforms</td>
<td>25KTHRES</td>
<td></td>
<td>$ 497.14</td>
</tr>
<tr>
<td>KEYPORT ARMY &amp; NAVY</td>
<td>Uniforms</td>
<td>25KTHRES</td>
<td></td>
<td>$ 7,271.60</td>
</tr>
<tr>
<td>PUBLIC SAFETY UNLIMITED</td>
<td>Uniforms</td>
<td>25KTHRES</td>
<td></td>
<td>$ 1,264.00</td>
</tr>
<tr>
<td>SAMZIE’S UNIFORMS</td>
<td>Uniforms</td>
<td>25KTHRES</td>
<td></td>
<td>$ 332.80</td>
</tr>
<tr>
<td></td>
<td>Uniforms Total</td>
<td></td>
<td></td>
<td>$ 9,365.54</td>
</tr>
<tr>
<td>EMPLOYEE PASS THROUGH PAYMENTS</td>
<td>Union Dues, Employee Contributions, Etc.</td>
<td></td>
<td></td>
<td>$ 643,342.08</td>
</tr>
<tr>
<td></td>
<td>Union Dues, Employee Contributions, Etc. Total</td>
<td></td>
<td></td>
<td>$ 643,342.08</td>
</tr>
<tr>
<td>UNI-SELECT USA, INC</td>
<td>Vehicle Repairs - Inside</td>
<td>14-037</td>
<td></td>
<td>$ 730.49</td>
</tr>
<tr>
<td></td>
<td>Vehicle Repairs - Outside Total</td>
<td>25KTHRES</td>
<td></td>
<td>$ 640.00</td>
</tr>
<tr>
<td></td>
<td>Vehicle Repairs - Outside Total</td>
<td>25KTHRES</td>
<td></td>
<td>$ 640.00</td>
</tr>
<tr>
<td>UNI-SELECT USA, INC</td>
<td>Vehicle Supplies</td>
<td>14-037</td>
<td></td>
<td>$ 843.10</td>
</tr>
<tr>
<td></td>
<td>Vehicle Supplies Total</td>
<td></td>
<td></td>
<td>$ 843.10</td>
</tr>
<tr>
<td>WINNER FORD, INC.</td>
<td>Vehicles</td>
<td>14-019</td>
<td></td>
<td>$ 204,972.00 **</td>
</tr>
<tr>
<td></td>
<td>Vehicles Total</td>
<td></td>
<td></td>
<td>$ 204,972.00 **</td>
</tr>
<tr>
<td>NESTLE WATERS NORTH AMERICA</td>
<td>Water and Sewer</td>
<td>13-051</td>
<td></td>
<td>$ 766.65</td>
</tr>
<tr>
<td>NEW JERSEY AMERICAN WATER</td>
<td>Water and Sewer</td>
<td>UTILITY</td>
<td></td>
<td>$ 1,005.10</td>
</tr>
<tr>
<td>WATER REVENUE BUREAU</td>
<td>Water and Sewer</td>
<td>UTILITY</td>
<td></td>
<td>$ 8,380.62</td>
</tr>
<tr>
<td></td>
<td>Water and Sewer Total</td>
<td></td>
<td></td>
<td>$ 10,152.37</td>
</tr>
<tr>
<td>A.P. CONSTRUCTION INC</td>
<td>Woodcrest Escalator Replacement</td>
<td>12-010</td>
<td></td>
<td>$ 190,430.00 **</td>
</tr>
<tr>
<td>QUAL-LYNX</td>
<td>Woodcrest Escalator Replacement Total</td>
<td></td>
<td></td>
<td>$ 190,430.00 **</td>
</tr>
<tr>
<td>REMINGTON &amp; VERNICK ENGINEERS, INC</td>
<td>WWB Dehumidify Anchorages</td>
<td>11-094</td>
<td></td>
<td>$ 592.20     **</td>
</tr>
<tr>
<td></td>
<td>WWB Dehumidify Anchorages Total</td>
<td></td>
<td></td>
<td>$ 592.20     **</td>
</tr>
<tr>
<td>AECOM TECHNICAL SERVICES, INC</td>
<td>WWB Floor Beam Gusset Repair</td>
<td>11-094</td>
<td></td>
<td>$ 16,725.59  **</td>
</tr>
<tr>
<td></td>
<td>WWB Floor Beam Gusset Repair Total</td>
<td></td>
<td></td>
<td>$ 16,725.59  **</td>
</tr>
</tbody>
</table>

** Capital Expenditure
<table>
<thead>
<tr>
<th>VENDOR NAME</th>
<th>ITEM DESCRIPTION</th>
<th>RESOLUTION #/</th>
<th>AUTHORIZATION</th>
<th>AMOUNT</th>
</tr>
</thead>
<tbody>
<tr>
<td>REMINGTON &amp; VERNICK ENGINEERS, INC</td>
<td>WWB Replace Boilers</td>
<td>11-094</td>
<td></td>
<td>$1,010.88</td>
</tr>
<tr>
<td>WWB Replace Boilers Total</td>
<td></td>
<td></td>
<td></td>
<td>$1,010.88</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>$31,950,927.49</td>
</tr>
</tbody>
</table>
PURCHASE ORDERS & CONTRACTS
<table>
<thead>
<tr>
<th>VENDOR NAME</th>
<th>ITEM DESCRIPTION</th>
<th>PO NUMBER</th>
<th>AMOUNT</th>
<th>RESOLUTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>503 CORP</td>
<td>Stores Inventory Account</td>
<td>P14P0251</td>
<td>$130.56</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>A&amp;A GLOVE &amp; SAFETY CO.</td>
<td>Forfeiture Fund - NJ</td>
<td>P14P0271</td>
<td>$13,442.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>A&amp;A GLOVE &amp; SAFETY CO.</td>
<td>Stores Inventory Account</td>
<td>P14P0255</td>
<td>$1,309.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>A&amp;A GLOVE &amp; SAFETY CO.</td>
<td>Stores Inventory Account</td>
<td>P14P0274</td>
<td>$2,549.28</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>A&amp;M INDUSTRIAL</td>
<td>Stores Inventory Account</td>
<td>P14P0254</td>
<td>$490.90</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>AMERICAN CRANE &amp; EQUIPMENT CO.</td>
<td>Bridge Platform Maint/Service</td>
<td>P14C0047</td>
<td>$30,474.00</td>
<td>DRPA 14-088</td>
</tr>
<tr>
<td>ANIXTER INC.</td>
<td>Miscellaneous Equipment</td>
<td>P14P0263</td>
<td>$8,184.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>ATLAS FLASHER AND SUPPLY CO INC</td>
<td>Stores Inventory Account</td>
<td>P14P0259</td>
<td>$14,470.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>CL PRESSER COMPANY</td>
<td>Other Equipment</td>
<td>P14P0266</td>
<td>$4,047.40</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>COMMONWEALTH METAL CO.</td>
<td>Miscellaneous Supplies</td>
<td>P14P0265</td>
<td>$6,522.40</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>COONEY BROTHERS INC</td>
<td>Stores Inventory Account</td>
<td>P14P0274</td>
<td>$2,549.28</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>CYBERTECH</td>
<td>Repair/Replacement Toll Equip</td>
<td>P14P0272</td>
<td>$3,730.32</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>DEPTCOR</td>
<td>Furniture and Fixtures</td>
<td>P14P0262</td>
<td>$421.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>EPLUS TECHNOLOGY INC</td>
<td>Computer Equipment</td>
<td>P14S0098</td>
<td>$15,947.30</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>FABCORP INC.</td>
<td>Miscellaneous Equipment</td>
<td>P14P0269</td>
<td>$2,762.50</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>FAIRLITE ELECTRIC SUPPLY CO INC</td>
<td>Stores Inventory Account</td>
<td>P14P0243</td>
<td>$494.25</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>FAIRLITE ELECTRIC SUPPLY CO INC</td>
<td>Stores Inventory Account</td>
<td>P14P0260</td>
<td>$1,136.64</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>FRANKLIN ELECTRIC CO</td>
<td>Repairs Bridge</td>
<td>P14E0052</td>
<td>$1,830.05</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>G.A. BLANCO &amp; SONS</td>
<td>Office Equipment</td>
<td>P14P0270</td>
<td>$2,436.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>GARDEN STATE HIGHWAY PRODUCTS, INC.</td>
<td>Miscellaneous Supplies</td>
<td>P14P0253</td>
<td>$14,883.62</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>GILES &amp; RANSOME INC</td>
<td>Repairs - Bridges</td>
<td>P14C0043</td>
<td>$4,450.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>GILES &amp; RANSOME INC</td>
<td>Repairs - Bridges</td>
<td>P14C0044</td>
<td>$8,390.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>INTERSTATE AERIALS, LLC</td>
<td>Repair Facilities - Equip Rental</td>
<td>P14P0258</td>
<td>$4,055.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>JAY'S TIRE SERVICE</td>
<td>Tires and Tubes</td>
<td>P14E0025</td>
<td>$2,800.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>LANIGAN ASSOCIATES INC</td>
<td>Stores Inventory Account</td>
<td>P14P0246</td>
<td>$170.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>LAWMEN SUPPLY CO OF NEW JERSEY, INC.</td>
<td>Uniforms</td>
<td>P14P0268</td>
<td>$780.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>LAWMEN SUPPLY CO OF NEW JERSEY, INC.</td>
<td>Uniforms</td>
<td>P14P0273</td>
<td>$3,857.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>LIBERTY DOOR SYSTEMS, LLC</td>
<td>Repairs to Buildings</td>
<td>P14C0041</td>
<td>$22,320.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>LINDSAY TRANSPORTATION SOLUTIONS</td>
<td>Stores Inventory Account</td>
<td>P14P0242</td>
<td>$210.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>MAGAGNA &amp; CO.</td>
<td>Printing Services</td>
<td>P14B0048</td>
<td>$5,000.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>MULTIFACET, INC.</td>
<td>Stores Inventory Account</td>
<td>P14P0249</td>
<td>$243.54</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>MULTIFACET, INC.</td>
<td>Stores Inventory Account</td>
<td>P14P0264</td>
<td>$2,415.60</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>NEW PIG CORPORATION</td>
<td>Stores Inventory Account</td>
<td>P14P0245</td>
<td>$522.50</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>NEXT GENERATION INC. DBA NEXGEN</td>
<td>Stores Inventory Account</td>
<td>P14P0247</td>
<td>$300.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>NORTHERN SAFETY COMPANY, INC.</td>
<td>Repairs - Bridges</td>
<td>P14P0261</td>
<td>$3,336.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>PENDERGAST SAFETY EQUIP</td>
<td>Stores Inventory Account</td>
<td>P14P0248</td>
<td>$657.90</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>PIROLLI PRINTING CO.</td>
<td>Printing Services</td>
<td>P14B0049</td>
<td>$5,000.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>PTV AMERICA, INC.</td>
<td>Licensing Fees - Software</td>
<td>P14M0015</td>
<td>$1,402.50</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>SALERNO TIRE CORPORATION</td>
<td>Stores Inventory Account</td>
<td>P14P0257</td>
<td>$5,590.16</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>SHERWIN WILLIAMS</td>
<td>Stores Inventory Account</td>
<td>P14P0252</td>
<td>$568.08</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>SICK, INC.</td>
<td>Computer Equipment</td>
<td>P14P0241</td>
<td>$2,475.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>SOFTWARE HOUSE INTERNATIONAL</td>
<td>Licensing Fees - Software</td>
<td>P14S0095</td>
<td>$1,131.60</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>SOFTWARE HOUSE INTERNATIONAL</td>
<td>Licensing Fees - Software</td>
<td>P14S0096</td>
<td>$46,552.48</td>
<td>DRPA 14-095</td>
</tr>
<tr>
<td>SOFTWARE HOUSE INTERNATIONAL</td>
<td>Licensing Fees - Software</td>
<td>P14S0097</td>
<td>$28,540.88</td>
<td>DRPA 14-095</td>
</tr>
<tr>
<td>TOZOUR ENERGY SYSTEMS, INC.</td>
<td>Repairs - Heating/AC System</td>
<td>P14P0275</td>
<td>$3,149.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>W W GRAINGER INC.</td>
<td>Stores Inventory Account</td>
<td>P14P0267</td>
<td>$156.60</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>W.B. MASON CO. INC.</td>
<td>Stores Inventory Account</td>
<td>P14P0250</td>
<td>$378.40</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Y-PERS</td>
<td>Stores Inventory Account</td>
<td>P14P0256</td>
<td>$1,422.00</td>
<td>25KTHRES</td>
</tr>
</tbody>
</table>
AUDIT
DELAWARE RIVER PORT AUTHORITY

Audit Committee Meeting

One Port Center
2 Riverside Drive
Camden, New Jersey

Wednesday, September 3, 2014

Committee Members:
Eugene DePasquale, Chairman (via telephone)
Rick Taylor, Vice Chairman (via telephone)
Denise Mason
Charles Fentress
William Sasso, Esquire, (joined via telephone at 11:30 a.m.)

Also Present:
Christine Wechsler Rayer, Esquire, Deputy General Counsel, PA Governor's Office (via telephone)
Peter Simon, Esquire, Assistant Counsel, NJ Gov. Authorities Unit
Britte Earp, Assistant to Auditor General
Eugene DePasquale
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
Toni Brown, Chief Administrative Officer
James White, Acting Chief Financial Officer
Thomas Raftery, Inspector General
John Rink, General Manager, PATCO (via telephone)
Fran O’Brien, Manager, Customer & Com. Relations
Sheila Milner, Administrative Coordinator
Elizabeth McGee, Administrative Coordinator
<table>
<thead>
<tr>
<th>I N D E X</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>Roll Call</td>
<td>3</td>
</tr>
<tr>
<td>Right to Know Policy and Summary Statement and Resolution</td>
<td>4</td>
</tr>
<tr>
<td>Questions</td>
<td>7</td>
</tr>
<tr>
<td>RFP for an Outside Financial Auditor</td>
<td>12</td>
</tr>
<tr>
<td>Adjourn</td>
<td>13</td>
</tr>
</tbody>
</table>
PROCEEDINGS

(11:07 a.m.)

COMMISSIONER DePASQUALE: Danielle, if you could take the roll, please?

MS. McNICHOL: Certainly.

General DePasquale?

CHAIRMAN DePASQUALE: Here.

MS. McNICHOL: Vice Chairman Taylor?

COMMISSIONER TAYLOR: Here.

MS. McNICHOL: Commissioner Mason?

COMMISSIONER MASON: Here.

MS. McNICHOL: Commissioner Fentress?

COMMISSIONER FENTRESS: Here.

MS. McNICHOL: You have a quorum, sir.

CHAIRMAN DePASQUALE: Great, thank you very much.

We have one item that is scheduled for Open Session and then we have two items that we'll move into Executive Session or closed session, whatever we technically want to call it.

The one only item for Open Session, and this is admittedly my proposal so I will concede that I am
biased about this. We right now have a policy at the
DRPA and this is part of the reform efforts in 2010,
'11, and '12, where various reforms were enacted. One
of the ones that was enacted was that all campaign
donations by firms trying to do business with the
Authority had to be disclosed. And I think that was
certainly a good thing.

The problem with that proposal is I don’t
think it went far enough in that it said they had to
be disclosed, but then the Authority didn't have to
then review that when the press or anyone else had to
ask. So it essentially became an internal document
that they couldn't release. So the vendors had to
disclose it to the Authority, but then the Authority
in a sense was barred from disclosing it to the
public.

My proposal is basically removing that
barrier and making it a public document. I think it's
just commonsense. For me, as an elected official, I
think the public has the right to know who is donating
to me and if any of them are vendors with the DRPA, it
really only applies in this sense to the people that
are elected officially. You have myself; the
Lieutenant Governor; Vice Chairman Nash, who is an
elected official in New Jersey; and certainly
Treasurer McCord.

But to me it's just, in today's day and age,
I think the idea of not letting this stuff become
public is silly. And so that is my proposal.

Danielle, is there anything about the
proposal that you think I am not talking about that
should be out there before I ask for a motion to
consider it and then we could have any questions?

MS. McNICHOL: Sure. Just two things. I
would just add that there are some additional
Commissioners that are elected officials, I believe
Commissioner Frattali and Commissioner Taylor.

CHAIRMAN DePASQUALE: Okay, yeah. I'm sorry
about that.

MS. McNICHOL: And there may be some others,
but I just wanted to mention that.

My only other comment or caveat, General,
would be the application of this policy would be
prospective, correct?
CHAIRMAN DePASQUALE: Right, correct. This is not, in a sense, we're not trying to right past wrongs or anything like that, but just trying to move it forward. I think it's much more practical doing it that way as opposed to going back to what happened in 2004, '05, or '06, just because I view that as it -- perhaps I know you could argue both ways, but I think it makes much more sense. Let's stick to this thing moving forward.

MS. McNICHOL: Okay. So the application of the change to the policy for purposes of right to know requests, that would come in would be from the date that if the Board would choose to pass this, moving forward, that these requests would be responded to on the issue of the political disclosures but not retroactive.

CHAIRMAN DePASQUALE: That's correct. My main reason for that is similar to when we passed the Pennsylvania open records law when I was in the legislature. It's very hard to go back in time with records.

If something, whether it is right or
wrong -- and we all have points of view on this -- but whether something is right or wrong, or regardless of your point of view, but to go back in time and expect something to then be a public document when you have no expectation of it at that time, even if I think it should have been, our staff is not -- these documents were not prepared. So let's just from the day it becomes an actual rule of the Authority moving forward is when I think it's the most practical to enforce it.

MS. McNICHOL: Okay, thank you, sir. That was my only question or clarification.

CHAIRMAN DePASQUALE: I'll accept a motion to bring it up and then we could have any questions from Committee members.

COMMISSIONER TAYLOR: So moved.

CHAIRMAN DePASQUALE: Thank you.

Is there a second to consider it?

COMMISSIONER FENTRESS: Second.

CHAIRMAN DePASQUALE: Second.

Any questions for Danielle or myself on the proposal?

COMMISSIONER MASON: This is Commissioner
Mason. I have a question.

So would the public disclosure, the political contributions forms, when would the public get that? It would be after some organization or someone was awarded a contract and then they would get it, or would it be for all of the ones that we get, which would mean if somebody was bidding, a company was bidding on a contract, then as part of that bid process they would have to provide the public disclosure or political disclosure form, and then at that point that's when?

CHAIRMAN DePASQUALE: Danielle, tell me if I'm wrong, but the burden would not be on the vendor. The vendor, anytime they're trying to get a bid with the DRPA, they have to supply this information already.

COMMISSIONER MASON: Right.

CHAIRMAN DePASQUALE: So the burden is not on the vendor in a sense once they supply that information, they're out of the loop entirely. And what happens from time-to-time is whether it's the media or various citizens, they ask for various
information from the DRPA from time-to-time about a
whole host of things. This would be another item that
would be, in a sense, added to the list that the
public would have the right to see.

COMMISSIONER MASON: Okay. So it's not
something that the DRPA is going to just put out
there.

CHAIRMAN DePASQUALE: Correct.

COMMISSIONER MASON: This just allows if
someone asks a question then --

CHAIRMAN DePASQUALE: Right.

COMMISSIONER MASON: Okay.

CHAIRMAN DePASQUALE: So Mary Sue in
Wildwood, New Jersey, submits a right to know request
for the political donations with XYZ firm, then the
DRPA would supply it. It wouldn't just be putting it
out there as a mill.

COMMISSIONER MASON: Okay. So then back to
my original question.

Would it be for any organization that is
bidding on a contract, because we would have a
political contribution form, or would it only be for
those organizations that were actually awarded?

CHAIRMAN DePASQUALE: Danielle, how does that work? Who supplies that information, the ones that get it or everyone that seeks it?

MS. McNICHOL: Everyone that's seeking a contract with the DRPA must provide the form to be considered. So we would provide, anytime that anybody asks us for unsuccessful bidders or anything else, this would be included in that packet now moving forward.

COMMISSIONER MASON: Okay.

CHAIRMAN DePASQUALE: Yeah. So basically what would then become public would be the form that we already have.

COMMISSIONER MASON: Right, okay. Thank you.

CHAIRMAN DePASQUALE: You're welcome. Thanks for the questions. Any other questions?

MR. RAFTERY: Just to clarify, Auditor General, there's actually two forms.

CHAIRMAN DePASQUALE: What's the second
form?

MR. RAFTERY: It's the certification. The first form --

CHAIRMAN DePASQUALE: Oh, yes. Yes.

MR. RAFTERY: The first form lists the contributions. The second form certifies.

CHAIRMAN DePASQUALE: Yeah, correct. Thank you, Tom.

Any other questions or clarifications? If not, can we go straight to a roll call.

Danielle?

MS. McNICHOL: You can go to roll call, sir. You just do a straight motion.

CHAIRMAN DePASQUALE: Motion to accept the resolution, to move it to the Board for full consideration.

COMMISSIONER TAYLOR: So moved.

CHAIRMAN DePASQUALE: Second? Was there a second?

COMMISSIONER FENTRESS: Second.

CHAIRMAN DePASQUALE: Any negative votes?

(No response.)
CHAIRMAN DePASQUALE: No negative votes.
Thank you very much. It then goes to the Board for
our full consideration.

MS. McNICHOL: Correct, sir.

CHAIRMAN DePASQUALE: Now, we're going to
accept a motion to move into Executive Session.

MR. RAFTERY: Auditor General, real quick
before we go into Executive Session, I just wanted to
mention that OIG and Finance have drafted an RFP for
an outside financial auditor starting next year. We
are working through the process. It is almost
completed and we'll be going out with it.

CHAIRMAN DePASQUALE: Oh, great. Thank you
very much, Tom.

Any questions for Tom on that before we move
into Executive Session?

Great, okay. Thank you.

Thank you, Tom.

I'll accept a motion to move into Executive
Session.

COMMISSIONER TAYLOR: So moved.

CHAIRMAN DePASQUALE: Second?
COMMISSIONER FENTRESS: Second.

CHAIRMAN DePASQUALE: Any negative votes?

Considering there are no negative votes, we're now in Executive Session. Danielle, let me know when the room is cleared.

MS. McNICHOL: Yes.

CHAIRMAN DePASQUALE: We are not back in Open Session. Motion to adjourn?

COMMISSIONER TAYLOR: So moved.

COMMISSIONER MASON: Second.

CHAIRMAN DePASQUALE: Moved and seconded.

Any further discussion?

All in favor?

COMMISSIONERS FENTRESS, MASON and TAYLOR:

Aye.

CHAIRMAN DePASQUALE: It's carried.

(Whereupon, the meeting ended on September 3, 2014, at 11:35 a.m.)
CERTIFICATE

This is to certify that the attached proceedings before the Delaware River Port Authority Operation & Maintenance Committee on September 3, 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]
Timothy J. Atkinson, Jr.
Official Reporter
SUMMARY STATEMENT

ITEM NO.: DRPA-14-108
SUBJECT: Amendment to the Authority’s Right To Know Policy to allow for the Political Contribution Disclosure Forms to be Available to the Public Consistent with the Authority’s Stated Goal of Restoring Openness and Transparency in its Transactions

COMMITTEE: Audit

COMMITTEE MEETING DATE: September 3, 2014
BOARD ACTION DATE: September 18, 2014

PROPOSAL: That the Board amend the Authority’s Right To Know Policy to allow for the Political Contribution Disclosure Forms to be available to the public consistent with the Authority’s stated goal of restoring openness and transparency in its transactions. The Authority’s Right To Know Policy is a hybrid of the Pennsylvania Right to Know Law and the New Jersey Open Public Records Act.

PURPOSE: To amend the Authority’s Right To Know Policy to allow for the Political Contribution Disclosure Forms to be available to the public consistent with the Authority’s stated goal of restoring openness and transparency in its transactions. The Authority’s Right To Know Policy is a hybrid of the Pennsylvania Right to Know Law and the New Jersey Open Public Records Act.

BACKGROUND: The Authority regularly conducts meetings of the Authority Board, and in order to promote transparency in the affairs of the Authority, the Authority desires to adopt a requirement that Board meetings be open to the public except for certain limited circumstances as set forth in the By-law of the Authority. For the same reasons, the Authority desires that it should function as if it were subject to the Pennsylvania Right to Know Law until such time as the staff shall recommend a policy which is a hybrid of the Pennsylvania Right to Know Law and the New Jersey Open Public Records Act.
The Board has reviewed the attached Open Public Meetings Requirements, the Pennsylvania Right to Know Law, and the New Jersey Open Public Records Act and has considered the advice and analysis of its staff and certain of its consultants with regard to the requirements and the law, and has determined that the adoption of this Resolution is in the best interests of the Authority and the public it serves.
RESOLUTION

RESOLVED: That the Board amend the Authority’s Right To Know Policy to allow for the Political Contribution Disclosure Forms to be available to the public consistent with the Authority’s stated goal of restoring openness and transparency in its transactions. The Authority’s Right To Know Policy is a hybrid of the Pennsylvania Right to Know Law and the New Jersey Open Public Records Act.

SUMMARY:

<table>
<thead>
<tr>
<th>Category</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Source of Funds</td>
<td>N/A</td>
</tr>
<tr>
<td>Capital Project #</td>
<td>N/A</td>
</tr>
<tr>
<td>Operating Budget</td>
<td>N/A</td>
</tr>
<tr>
<td>Master Plan Status</td>
<td>N/A</td>
</tr>
<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>N/A</td>
</tr>
</tbody>
</table>
OPERATIONS & MAINTENANCE
DELAWARE RIVER PORT AUTHORITY

Operations and Maintenance Committee Meeting

One Port Center
2 Riverside Drive
Camden, New Jersey

Wednesday, September 3, 2014

Committee Members:

William Sasso, Esquire, Chairman
Al Frattali, Vice Chairman
Charles Fentress
Richard Sweeney
Michelle Kichline, Esquire
E. Frank DiAntonio

Also Present:

Peter Simon, Assistant Counsel, New Jersey Governor's Authorities Unit

Others Present:

Joe Quigley, Alstom
Steve Charles, Alstom
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
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
Kathleen Imperatore, Director, Fare Collection
Fran O'Brien, Manager, Customer & Community Relations
Sheila Milner, Administrative Coordinator
Elizabeth McGee, Administrative Coordinator
Robert Traver, Technical Supervisor/Equipment
<table>
<thead>
<tr>
<th>Roll Call</th>
<th>5</th>
</tr>
</thead>
<tbody>
<tr>
<td>Capital Project Contract Modifications</td>
<td>7</td>
</tr>
<tr>
<td>Woodcrest Station Shredding Event 2014</td>
<td>11</td>
</tr>
<tr>
<td>PATCO Upgrade to Automated Fare Collection</td>
<td>12</td>
</tr>
<tr>
<td>Central Computer Systems</td>
<td></td>
</tr>
<tr>
<td>Hardwiring Security Cameras, Emergency Call Boxes and Parking Lot Fare Gates at Haddonfield Station</td>
<td>16</td>
</tr>
<tr>
<td>PATCO/SEPTA Vertical Transportation Equipment Support Project, Settlement Agreement</td>
<td>19</td>
</tr>
<tr>
<td>Right of Entry and Related Agreements with the Environmental Protection Agency</td>
<td>21</td>
</tr>
<tr>
<td>PARTSWG Regional Public Security Awareness Project, Phase V</td>
<td>23</td>
</tr>
<tr>
<td>PARTSWG Transit Contract Intelligence Analyst, Phase III</td>
<td>25</td>
</tr>
<tr>
<td>Philadelphia Port Major River Crossing Impact Study</td>
<td>29</td>
</tr>
<tr>
<td>PARTSWG Contract Intelligence Analyst, Phase II, Settlement and Release Agreement</td>
<td>34</td>
</tr>
<tr>
<td>General Discussion:</td>
<td></td>
</tr>
<tr>
<td>General Engineering Consultant Services</td>
<td>39</td>
</tr>
<tr>
<td>12th/13th &amp; Locust Station Proposed Elevator</td>
<td>43</td>
</tr>
<tr>
<td>General discussion: (cont'd)</td>
<td>Page</td>
</tr>
<tr>
<td>----------------------------</td>
<td>------</td>
</tr>
<tr>
<td>Spending Tracking</td>
<td>47</td>
</tr>
<tr>
<td>Walt Whitman Bridge</td>
<td>47</td>
</tr>
<tr>
<td>Adjournment</td>
<td>59</td>
</tr>
</tbody>
</table>
PROCEDINGS

(8:00 a.m.)

CHAIRMAN SASSO: I'd like to call the meeting of the Operation & Maintenance Committee of the Delaware River Port Authority and ask the Corporate Secretary to call the roll.

MS. McNICHOL: Chairman Sasso?

CHAIRMAN SASSO: Here.

MS. McNICHOL: Vice Chairman Frattali?

COMMISSIONER FRATTALI: Here.

MS. McNICHOL: Commissioner Sweeney?

COMMISSIONER SWEENEY: Here.

MS. McNICHOL: Commissioner DiAntonio?

COMMISSIONER DiANTONIO: Here.

MS. McNICHOL: Commissioner Fentress?

COMMISSIONER FENTRESS: Here.

MS. McNICHOL: Commissioner Bell?

(No response.)

MS. McNICHOL: Commissioner Kichline?

COMMISSIONER KICHLINE: Here.

MS. McNICHOL: Commissioner Reilly?

(No response.)
MS. McNICHOL: You have a quorum, sir.

CHAIRMAN SASSO: Thank you.

I'd now like to call for a motion to go into Executive Session. The decisions that we will make in Executive Session will be made public when the issues are resolved.

Can I have a motion?

COMMISSIONER FRATTALI: Move the motion.

COMMISSIONER FENTRESS: Seconded.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion? All in favor?

COMMISSIONERS FRATTALI, FENTRESS, SWEENEY, DiANTONIO, AND KICHLINE: Aye.

CHAIRMAN SASSO: Opposed?

CHAIRMAN SASSO: It's carried.

CHAIRMAN SASSO: Can I have a motion to open the Open Session.

COMMISSIONER FRATTILI: Move the motion.

COMMISSIONER FENTRESS: Seconded.

CHAIRMAN SASSO: Moved and seconded. Any further discussion? All in favor?
COMMISSIONERS FRATTALI, FENTRESS and SWEENEY:

Aye.

CHAIRMAN SASSO: Why don't we start? The first item is the Capital Project Contract Modifications.

Mr. Venuto?

MR. VENUTO: Yes, sir. Good morning and thank you.

Staff is seeking authorization for an increase in engineering services scope of work for the PATCO car overhaul project, for LTK Consultants, in the amount of $500,000. The additional work is necessary for LTK Engineering Services to continue with the current phase of the project, fleet rebuilding, support and cover extenuating circumstances during the first phase of the project, the specification development, and the car rebuilder selection.

I am requesting, Chairman, that at this point the Summary Statement of Resolution requests $1 million of the supplement. And what I'd like to do, at this time, is amend it, vote as amended on the floor, to the half a million so the current contract
amount is approximately $8.3 million, and we would
like to supplement in the amount of $500,000.
CHAIRMAN SASSO: And the purpose of that is we
can continue to monitor it on a monthly basis?
MR. VENUTO: Yes, sir. LTK is monitoring the
car overhaul program.
CHAIRMAN SASSO: And we'll be monitoring their
progress and the car rehab progress?
MR. VENUTO: Yes, sir.
CHAIRMAN SASSO: Okay. Do you need a motion
to that effect?
MS. McNICHOL: Yes, sir.
COMMISSIONER FRATTALI: I'll make that motion.
CHAIRMAN SASSO: It's been moved.
And seconded?
COMMISSIONER SWEENEY: Second.
CHAIRMAN SASSO: Any further discussion?
Do you have a problem?
COMMISSIONER FRATTALI: Do you need two
motions? One to amend it and then one to approve it.
MS. McNICHOL: I need two, motion to amend is
the first one, sir, and then the second is the motion
to approve.

    CHAIRMAN SASSO: We can't roll it into one?

    MS. McNICHOL: You can do amend and approve, sir.

    CHAIRMAN SASSO: Amend and approve?

    COMMISSIONER FRATTALI: So moved.

    CHAIRMAN SASSO: Which is what I know Commissioner Frattali intended.

    COMMISSIONER FENTRESS: Second.

    CHAIRMAN SASSO: So it has been moved and seconded.

    Any further discussion?

    All in favor?

    COMMISSIONERS DiANTONIO, SWEENEY AND FRATALI: Aye.

    CHAIRMAN SASSO: Opposed? It's carried.

    Do you want to provide any additional information on the car rehab?

    MR. VENUTO: I can do it right now, if you want.

    CHAIRMAN SASSO: Yeah.

    MR. VENUTO: If I can just take a minute and
you asked about the car overhaul update. I'll give the
general update on where we are with the cars.

We are complete -- we have the 8 prototype or
pilot cars at the Lindenwold shop and we are
continuing to do the testing of those cars to get them
ready for revenue service. We are approximately 90
percent complete with the testing and preparing for a
500-mile test, which consists of a 6-car train running
500 continuous miles along our system without any kind
of mechanical failures. If there is a mechanical
failure, basically, we start Mile Zero over and we
continue to work on that test.

It's hard to determine at this point how long
that 500-mile test is going to take. We don't know
what issues we are going to uncover as we run the
trains along our systems. Following the 500-mile
test, which we expect to start later in September,
we'll do the final clean up, and then final acceptance
test by PATCO and DRPA.

Right now, we're focusing on the integration
of the cars into our PATCO system and our wayside
communications. We are also focusing on the
communications within the car systems.

Following our acceptance of these initial cars, we do have, or Alstom does have, six more cars, another three more married pair, approximately 90 to 95 percent complete in their Hornell shop that will be ready to be shipped as the first set of cars are accepted.

CHAIRMAN SASSO: And as I understand it, Mike, the 500-mile test is an actual running the cars for 500 miles loaded with passenger weight so as to simulate as closely as possible the actual operation. And the outcome and what problems develop as a result of that 500-mile test will determine in large part delivery dates and when we can put the cars in revenue service.

MR. VENUTO: Yes, sir, that's accurate.

CHAIRMAN SASSO: Okay. Questions or comments? Hearing none, the Woodcrest Station Shredding Event. Something we're all invited to, I understand.

MR. RINK: Thank you, Chairman, Commissioners.

We are seeking Board permission to permit Camden County to hold its annual shredding event at
the Woodcrest Station parking lot on November 1st.
All DRPA and PATCO expenses incurred to provide
support service are reimbursed by Camden County.

This is a typical event they hold each and
every year and we're seeking Board's approval to let
Camden County hold the shredding event at Woodcrest.

CHAIRMAN SASSO: We need resolutions for all
these items, correct?

MS. McNICHOL: Yes, sir.

CHAIRMAN SASSO: Okay.

Any questions or comments?

If not, I'll accept a motion recommending this
to the Board for adoption.

COMMISSIONER FENTRESS: Move the motion.

COMMISSIONER SWEENEY: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion?

All in favor?

COMMISSIONERS SWEENEY, DIANTONIO, & FENTRESS:

Aye.

CHAIRMAN SASSO: Opposed? It's carried.

PATCO Upgrade to the Automatic Fare Collection
Central Computer Systems.

John?

MR. RINK: Thank you, Mr. Chairman.

We are seeking that the Board authorize staff negotiate a contract with Cubic to upgrade our automated fare collection system, updating the Nextfare central system and the Cubic team and application software, including new device monitoring of recording software.

This would be a sole source contract with an amount of $2,199,828. I have Kathy Imperatore here and she'll give you a quick brief of what's involved with this work.

MS. IMPERATORE: We are required by our credit card processor to meet certain security requirements. And as part of that, we have to upgrade all our software to meet the security requirements.

Cubic was the original integrator of our system. This is the first full major overhaul of Nextfare, our automated system, since 2008. We are required to meet the security requirements or we'll be fined daily. And --
CHAIRMAN SASSO: Fined by who?

MS. IMPERATORE: Fined by our processor. So currently we are meeting the requirements. But to meet the new requirements that came out about a year ago that are going to be implemented, we are going to have to do this update.

CHAIRMAN SASSO: And whose requirements are they?

MS. IMPERATORE: These are payment card industry data security requirements. All the payment brands have come up with these requirements to secure credit card data.

MR. RINK: We saw recently there is another, you know, Home Depot. But this -- in order for us to accept debit and credit, we have to meet these PCI requirements. Kathy's group works with IS and we have to make sure we process these updates and make changes to our equipment, to make sure we're in full compliance with that.

MS. IMPERATORE: To do that we have to change all our software right now to meet all these requirements.
MR. HANSON: There are industry standards that if you take credit card information and hold that information, which we do, you need to meet. That's essentially it.

CHAIRMAN SASSO: So it's actually standards applied by the industry as opposed to some governmental agency?

MR. HANSON: They're industry standards, correct. They are industry standards, but all of the payment handling properties require you to adhere to them. So it's in the contract, but it would be in the contract with anybody that we would have, anybody would require it.

CHAIRMAN SASSO: Got it.

MR. RINK: We've also had to make changes to our Freedom Card. The chips we presented before?

CHAIRMAN SASSO: Right.

MR. RINK: But purchasing our new Freedom Cards, we have to upgrade our chips in regards to that. One thing is Cubic, we had presented before back in September, the political certification forms were delivered to the OIG's office this morning and
they are currently under review.

CHAIRMAN SASSO: Okay.

Any comments or questions? If not, I'll accept a motion approving this for recommendation to the Board.

COMMISSIONER DIANTONIO: So moved.

COMMISSIONER FRATTALI: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion?

All in favor?

COMMISSIONERS SWEENEY, FRATTALI, & FENTRESS: Aye.

CHAIRMAN SASSO: Opposed? It's carried.

Hardwiring Security Cameras, Emergency Call Boxes, and Parking Lot Fare Gates at the Haddonfield Station.

John?

MR. RINK: Thank you, Chairman, Commissioners.

We are seeking authorization to negotiate a contract with SimplexGrinnell to hardwire our security cameras, boxes, and parking gates at Haddonfield Station. It would be a contract up to $337,000. This
work would be under PA State Contract 4400010438.

Currently, our security cameras, emergency boxes, and our parking lots at Haddonfield communicate via Wi-Fi to our network. What we're doing is we are going to hardwire all the equipment. We've been having issues with the Wi-Fi system at Haddonfield.

In addition, the call boxes are powered by rechargeable batteries, the battery box in each call box. And at night, when the parking lot lights come on, they recharge the batteries. Each year, we have to replace the batteries in the system; the batteries only last one year. So what we want to do with this contract is hardwire the call boxes to power and also back to our LAN system, so we basically have to run whole new communication cable and power cable out to each camera and the call box.

We have conduit in the parking lots. When we repaved the parking lots, we put provisions in place for conduit we can use. We do have to trench across the two access roads, so there is cost in there to open up the roadway to do that.

In addition, we have one last coin operated
parking lot on our system. When we converted to the Freedom Card, all of our lots, but one at Haddonfield, were converted over. At this time, the coin operated lots are at the end of their useful life. We can't get parts. And we will now upgrade that since we have had a very high penetration with our Freedom Card. We would take the coin operated lot and convert it over to a Freedom Card, where you could use your Freedom Card.

So we're seeking authorization to use PA state contract pricing to award a contract to Simplex to complete these improvements.

CHAIRMAN SASSO: Do we have hardwiring -- do we have security cameras and call boxes at all our stations?

MR. RINK: Yes. This will be the first phase. With our budget coming up, we're looking to do successive stations working with the IS Department in the future, so we would be back to do similar type projects in the future.

CHAIRMAN SASSO: For every station.

MR. RINK: Correct.
CHAIRMAN SASSO: Okay. Whatever implements the maximum safety for our ridership. I mean I wouldn't hold up on that. I think we ought to give it a high priority.

Any other comments or questions? If not, I'll accept a motion approving this for recommendation to the Board.

COMMISSIONER DIANTONIO: So moved.

COMMISSIONER SWEENEY: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion?

All in favor?

COMMISSIONERS FRATTALI, DIANTONIO, & SWEENEY: Aye.

CHAIRMAN SASSO: Opposed? It's carried.

The PATCO/SEPTA Vertical Transportation Equipment Support Project, Settlement Agreement.

John?

MR. RINK: Thank you, Mr. Chair and Commissioners.

As you know, we've been before the Board.

SEPTA has been performing our escalator and elevator
maintenance. Back in April of this year, we approved a five-year contract which was executed at the end of June. I can tell you and I report each month that SEPTA has been doing an outstanding service in regards to our maintenance and service.

If you'll recall, back in December, we had emergency CEO Powers to authorize up to spending $100,000 for SEPTA to do those repairs. It was approved by the Board verbally. But our new procedures require us to come back to the Board and provide a summary statement of resolution. We did not do that the month after that. And in the interim, between the time we approved the five-year contract and it was executed, SEPTA continued to provide these services.

What I have prepared is a settlement agreement. It summarizes all the work that SEPTA has performed for us, including additional costs that went over the $100,000, that they provided up until we executed the five-year contract.

So what we're seeking is a settlement and release agreement with SEPTA to cover all these costs.
associated with that prior to the execution of the five-year contract in a total amount not to exceed $282,935.94. That's approximately $37,000 a month for that time.

So this would wrap up everything and we would have a settlement agreement with SEPTA to cover all the costs they provided since December of last year.

CHAIRMAN SASSO: Any comments or questions? I'll accept a motion approving this for recommendation to the Board.

COMMISSIONER FRATTALI: So moved.

COMMISSIONER DiANTONIO: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion?

All in favor?

COMMISSIONERS SWEENEY, FENTRESS, & FRATTALI: Aye.

CHAIRMAN SASSO: Opposed? It's carried.

Right of Entry and Related Agreements with the EPA.

Tim Pulte?

MR. PULTE: Thank you, Chairman.
First of all, I'd like to thank our legal department and Gerry Faber for his previous work on these entry agreements and his current work on this one. Staff is asking the Board's authorization to enter into a four-year agreement with the EPA. We would like to negotiate a four-year contract with the EPA to allow them to enter into a property located by the Walt Whitman Bridge on the New Jersey side.

The EPA has located property and has determined in the Superfund site that they would like to enter into through 2018. The current contract has expired in 2010. They will be conducting surface exposure rate scans to identify areas that may be of concern. They will be also conducting downhole gamma logging to identify subsurface soils that have elevated radiological measurements. We have all the insurance and indemnifications and everything else that will be required.

So we're asking for the approval. And we have done this in the past, sir.

CHAIRMAN SASSO: Can they issue indemnifications to us as a federal agency when they
enter, if there is a problem?

MS. McNICHOL: The only -- the answer to that, sir, about what they do agree to do is they do agree to provide remunerations to us specifically if there are any issues or problems. So they cannot technically indemnify, but they do agree that they will notify us.

CHAIRMAN SASSO: Okay. Any comments or questions?

If not, I'll accept a motion recommending this to the Board for approval.

COMMISSIONER FENTRESS: So moved.

COMMISSIONER KICHLINE: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion?

All in favor?

COMMISSIONER DiANTONIO, COMMISSIONER FRATTALI: Aye.

CHAIRMAN SASSO: Opposed? It's carried.

Regional Public Security Awareness Project.

Mr. Shanahan?

MR. SHANAHAN: Good morning, Mr. Chairman,
Members of the Committee.

This is another follow-on grant from the Transit Security Grant Program. You'll remember last month's presentation for Phase IV. Sometimes they stack up these grants when they are released and this is the next one going into the future. This one goes into 2016. It's more of the same.

You remember the posters and all the media --

CHAIRMAN SASSO: Right.

MR. SHANAHAN: This will continue that process. The media buys in, all the polling and benchmarking of success and progress.

CHAIRMAN SASSO: And this pays for what percentage of the cost?

MR. SHANAHAN: I'm sorry. One hundred percent grant funded and it's the Transit Security Grant Program.

CHAIRMAN SASSO: Comments? Questions?

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

COMMISSIONER FRATTAI: So moved.

CHAIRMAN SASSO: Been moved.
Do I have a second?

COMMISSIONER DiANTONIO: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion? All in favor?

COMMISSIONER KICHLINE, COMMISSIONER FRATTALI:

Aye.

CHAIRMAN SASSO: Opposed? It's carried.

Transit Contract Intelligence Analyst, Phase III.

MR. SHANAHAN: Yes, sir. This is again part of the circle we have where we have this -- where we have the previous project where we actually asked people to turn in tips and other items that they see on the transit system in the Philadelphia Region. The receptors of those tips are the trained intelligence contracted grant analysts and also this continues that project.

Our vendor is a GSA vendor. It is 100 percent grant funded from the Transit Security Grant Program.

CHAIRMAN SASSO: I'm sorry. Where do the tips go?

MR. SHANAHAN: They go to the DVIC and the
grant and the trained Intel analysts are housed at the DVIC.

CHAIRMAN SASSO: Are they analyst people?

MR. SHANAHAN: Yeah.

CHAIRMAN SASSO: And what's a DVIC?

MR. SHANAHAN: The DVIC is the Delaware Valley Intelligence Center. It's in --

CHAIRMAN SASSO: Oh, okay. So it's a place.

MR. SHANAHAN: Exactly.

CHAIRMAN SASSO: Where the analysts are.

MR. SHANAHAN: The analysts are there. But, you know, what else is important, Mr. Chairman, is that the Philadelphia Police Department solely runs this. This is their center. We participate by putting grants into that center. And the Real-Time Crimes Unit is there, too. So even though the media --

CHAIRMAN SASSO: That's like calling 911.

MR. SHANAHAN: Even though the media says if it's a pressing emergency, please call 911. We get a lot of tips that are transmitted over the #-1776. It probably should go to 911. Well, they're right there
and the RealTimes Crime Center can pull the cameras
and send it right off to dispatch there. It's 24
hours manned. So this is probably the best case
scenario we could get.

The DVIC, also, they man a desk that is the
only one in the country. There is no other transit
security desk in any intelligence center yet.

CHAIRMAN SASSO: Really?

MR. SHANAHAN: Yeah. TSA is pushing this.

They feel it's a model for success throughout the rest
of the country. We've been getting calls from San
Francisco and New York, and other places to kind of
set up the model for them.

CHAIRMAN SASSO: And where is the DVIC?

MR. SHANAHAN: The DVIC is at the old defense
industrial site down in South Philadelphia.

CHAIRMAN SASSO: Okay.

MR. SHANAHAN: It is a state of the art. And
I'm on the Board of the Executive Committee and
anybody is invited. I can take you down any time if
you want to coordinate --

CHAIRMAN SASSO: Visit the DVIC.
MR. SHANAHAN: You really have to. You have
to see it. It's state of the art. It's something out
of -- it almost looks like something out of a movie.
It's that high speed and high tech.

CHAIRMAN SASSO: I might take you up on that
one. On my way down to the shore, we'll stop in.

MR. SHANAHAN: Yeah. And they would be glad
to see you, because the DRPA, through the Board, has
been very cooperative and supportive of the DVIC, and
we've done a lot of projects. We feel strongly that a
regional project is actually the best project to do
because it would strengthen incorporating our transit
and now our police partners, Philadelphia Police
Department.

CHAIRMAN SASSO: Okay, thank you.

I'll accept a motion approving this for
recommendation to the Board.

COMMISSIONER FRATTALI: So moved.

COMMISSIONER KICHLINE: Second.

CHAIRMAN SASSO: It's been moved and seconded.

Any further discussion?

All in favor?
COMMISSIONERS DiANTONIO AND FENTRESS: Aye.

CHAIRMAN SASSO: Opposed? It's carried.

Philadelphia Port Major River Crossing Impact Study.

MR. SHANAHAN: Yes, sir. This is a study for the bridges. We just completed -- recently completed a study, an impact study, on the transit system, our PATCO transit system.

I've been trying to do this for a number of years, because when I sit and write investment justification to get a grant, one of the things that I don't have are hard facts and numbers, especially with the impact, not just the immediate impact, but the secondary and tertiary at best.

As I sit and look out my office window, I can look at the Walt Whitman Bridge. I can count trucks going by and keep going by. What is that impact on the economy of this Region?

This study will help us understand it. It is probably not an all-inclusive one, but it is going to get us in the ballgame, understanding what our economic impact is to this Region. And we'll go
through a number of scenarios, one where multiple bridges being compromised and what will happen there, what will happen to the port community.

This is a Port Security Grant Program grant. It is 75 percent funded, as all Port Security Grant Program grants are. And we're writing the 25 percent match. But I feel strongly that this will give us the ammunition to write better investment justifications and understand what our impact is to this Region.

CHAIRMAN SASSO: Twenty five percent of what?

MR. SHANAHAN: Of the overall grant. It's a $315,000 grant.

CHAIRMAN SASSO: $315?

MR. SHANAHAN: Yes.

CHAIRMAN SASSO: And who is performing this?

MR. SHANAHAN: Oh, a portion of my presentation I just kind of glossed over. Very sorry about that, sir.

The DVRPC is our metropolitan planning organization. It is the premier -- it is the planning organization, the designated MPO for this region.

DVRPC has the -- and I'll read it so I don't
mess it up -- has the travel improvement model version 2.2. It is theirs. It is their proprietary model. Any other vendor would have to come and ask them to use that or get a license from them. And that would take off valuable resources. This is not a gigantic grant, so that would take off valuable dollars from the grant and then what the performance in the scope of work could be done.

DVRPC already has that model that counts cars, and traffic and all the other associated items. It also has the expertise and credentialed analysts and project managers that can handle this. That's why we put in a "sole source" ask for this project. DVRPC, probably hands-down, they're the most appropriate vendor for this.

CHAIRMAN SASSO: Okay.

MR. RINK: Just to add some, DVRPC is doing a similar thing for PATCO and that was 100 percent funded to the DVRPC through one of their programs.

MR. SHANAHAN: It was FTA through the --

MR. RINK: They're doing the same, yes, so they're doing a similar one for PATCO.
MR. SHANAHAN: And how is your understanding of the -- what was your --

MR. RINK: They submitted the final report. We've been going through their draft report for competency.

MR. SHANAHAN: Were you pleased with it?

MR. RINK: It's basically an impact study of PATCO. They did an analysis similar to that if PATCO didn't exist; what would that do to the Region; how many cars would it put on the highways, on the bridges; can the roads accommodate them. No, we would have to add highway lanes, things of that nature. They used the same model to predict that for PATCO.

MR. SHANAHAN: Right. They even did real estate values and everything. It was just all encompassing. It was one of those just outstanding projects.

CHAIRMAN SASSO: Was that PATCO funded by a grant?

MR. SHANAHAN: Yes.

CHAIRMAN SASSO: Or did we only pay a portion of it?
MR. RINK: Yes, 100 percent through. DVRPC has a work program and they pick various projects, and we were selected.

MR. SHANAHAN: And this all instrumental in getting that and also some other additional funds from DVRPC.

But, John, I would ask you, are you pleased with the product so far?

MR. RINK: Yes.

MR. SHANAHAN: Some of the things I saw in the Executive Summary were things that nobody would have thought of to do on the study of this and that's the level of expertise they have. Again, it would be sole source. And CEO has --

CHAIRMAN SASSO: Why don't you send the Executive Summary to the Committee?

MR. SHANAHAN: Sure.

CHAIRMAN SASSO: It would be nice to see how they analyze it. I'd like to see it. And if the Committee is agreeable, we'll send it to everyone.

Okay. Any other questions or comments? If not, I'll accept a motion approving this for
recommendation to the Board.

COMMISSIONER DIANTONIO: So moved.

COMMISSIONER FRATTALI: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion?

All in favor?

COMMISSIONERS SWEENEY AND FRATTALI: Aye.

CHAIRMAN SASSO: Opposed? It's carried.

And one more time, the Contract Intelligence Analyst, Phase II.

MR. SHANAHAN: Yes, sir. This was a grant, an approved grant, a voted on grant that was in the works.

And one thing that I think our legal department astutely picked up was that Philadelphia has really become a partner of ours in this homeland security effort.

One thing we did was to go out and get a cooperative agreement with the City of Philadelphia. As I said before, most of the regional projects we were pushing down to the City or over to the City, let's put it that way. They are the, again, center of
gravity of this region. The City of Philadelphia is a competent project manager in all respects. They provide a level of expertise and also a level of facility, you know, they handle the facilities. They handle the management, project management.

So it made perfect sense to get a project, a cooperative agreement with the City of Philadelphia. However, this was an approved grant that fell in between those two times while we were waiting for review and for the City of the grant under the agreement and, administratively, we could not -- past performance does not a contract make.

So we are asking for a settlement and accord. They kept working; CRA kept working and doing the job that we hired them to do. The grant was approved. It is 100 percent grant funded. This allows us to execute and finalize the grant. It is $322,372.03, and 100 percent grant funded, and all out of TSGP proceeds.

CHAIRMAN SASSO: Comments? Questions?

If not, I'll accept a motion approving this for recommendations to the Board.
COMMISSIONER DiANTONIO: So moved.

CHAIRMAN SASSO: It's been moved.

COMMISSIONER FRATTALI: Second.

CHAIRMAN SASSO: And seconded.

All in favor?

COMMISSIONERS SWEENEY AND FRATTALI: Aye.

CHAIRMAN SASSO: Opposed? It's carried.

Thank you, sir.

MR. SHANAHAN: Thank you.

CHAIRMAN SASSO: General discussion. Change order/supplemental update.

MR. VENUTO: Yes, sir. We have three.

If I could, I'd like to present all three of them at one time. We have three supplement or three change orders that we would like to get approval for, non-voting ones because we're not going to be using any additional funding.

The first is PATCO-51, the radio system upgrade to 800 MHz. The original contract amount is approximately $3.1 million, of which $200,000 is allocated for project contingencies. The change order allocates $26,270 from the project contingencies, with
the addition of one contract item. The additional contract item will provide and install two bi-directional amplifiers at Westmont and Lindenwold stations to improve some poor indoor radio coverage.

The second project is Ben Franklin 39, the 4th Street garage lead abatement and stabilization. The original contract amount was approximately $277,000, of which $15,000 is allocated for site coordination and conditions. This is the final change order reducing the project amount. We're taking a deduct of the entire $15,000, as we did not need it in the completion of the contract.

CHAIRMAN SASSO: So we're under budget on that.

MR. VENUTO: Under budget, yes, sir.

Third is Contract G-27, One Port Center, 6th Floor, data center emergency power. The original contract amount is approximately $284,000, of which $30,000 is allocated for unforeseen site conditions.

We had previously allocated about $18,000 of that $30,000. This change order allocates another $7,600 for the addition of one new contract item. The
additional contract item represents additional work by
the contract to replace a missing lightening
protection component on the 2nd floor of the roof.
This existing lightening protection cable and clips
were removed prior to award. When we installed the
new equipment, we realized that the lightening
protection is not there and we need to add it.
Somebody stole it.

COMMISSIONER FRATTALI: Could have used it
last night.

MR. VENUTO: Yeah. So that is the three
recommendations.

CHAIRMAN SASSO: I'll accept a motion
approving all three recommendations.

COMMISSIONER SWEENEY: Move the motion.

COMMISSIONER FRATTALI: Second.

CHAIRMAN SASSO: It's been moved and seconded.

Any further discussion?

All in favor?

ALL: Aye.

CHAIRMAN SASSO: Opposed? It's carried.

MR. VENUTO: Just for a point, these are not
changing contract values, so we didn't need a motion. These are just still under the cap and the credits.

CHAIRMAN SASSO: Oh, okay. Never mind.

MS. McNICHOL: I think the remaining is just general discussion. Correct?

MR. VENUTO: Everything is just general, yes.

MS. McNICHOL: There are no more voting items.

CHAIRMAN SASSO: Okay. We were on a roll.

MR. VENUTO: Yes, sir.

CHAIRMAN SASSO: General engineering consultant services.

MR. VENUTO: Last month, I introduced the possibility of changing -- we have a limit that we typically stick to, about $100,000, for these general engineering, on-call engineering contracts. And the level has been increased over the years from $50,000, in the early 2000s, to $100,000 currently.

Based on what other agencies do, the limits that other agencies do are much higher than what we do and the $100,000 isn't getting us much anymore for contracts. And we're doing -- sorry -- we're doing some part-time --
CHAIRMAN SASSO: These are contracts that the engineering department can enter into with an approved list of consultants on a day-by-day basis without having to come to the Board, correct?

MR. VENUTO: Yes, sir. They are competitively procured for a 3-year period, for a total of $1.5 million per discipline. There are 5 different engineering disciplines for a total of $7.5 million for a 3-year contract.

The current contract that we're under, we've only used about $1.9 million because it's hard -- it's difficult to find, because the projects are so much bigger and our process takes those projects a bit longer to do.

So what I'd like to do, I'd like to recommend that we use a $250,000 limit, which is the lowest limit of the agencies that we have looked at, the New Jersey Turnpike, SEPTA, New Jersey Transit, and NJDOT. The Turnpike uses $250,000, New Jersey Turnpike.

And what I'd like to suggest is a couple of changes. One, that we increase the limit. Two, that we change -- typically, what we do is we select two
firms per discipline, for five disciplines, but that
only allows the big firms really to participate
because, for instance, on the construction monitoring,
we don't know if we're going to need construction
monitoring on PATCO, on a bridge, those types of
things, so they have to have a real broad base. And
in consultation with General Counsel, how they do the
legal team is that they just have every firm that's
recommended that can do work is on one list.

So, for instance, we had 65 submissions last
time and we wound up picking 10 firms. This would
open up the opportunity for some of those smaller
firms to have an opportunity here and we'll just have
a recommended list for each discipline, so it gives
some more people an opportunity to get experience here
and then proposed more competition on our future jobs.

Lastly, what I'd like to suggest two things.
Lastly, what I'd suggest is rather than it just being
at the current time it's myself that signs off, or
Deputy CEO Conallen and CEO John Hanson.

If the O&M Committee feels more comfortable,
maybe we can do it -- I'd like to suggest we do these
change order supplements where, on a monthly basis, I could just report in and say we issued these task orders this month, in this amount, to these firms. And this way we'll have a reporting mechanism into the O&M Committee basically not for approval, but we can tell you that we entered into it so we have a full disclosure that way.

CHAIRMAN SASSO: I think that's important if we're going to bump the limit that we continue to have oversight and be able to monitor it on a monthly basis.

MR. VENUTO: And the last thing I'll add that the General Counsel and I talked before the meeting here. This was a recommendation out of the Management Audit that we're not making effective use of our GECs and that one of the reasons is because of the low limits. So it does fall into what the Management Audit said.

However, it was discussed at some of the -- when we did the management audit, you know how we had those committees? So it was discussed in a few of those committees and we talked about discussing it
further, but it was never decided by those committees that we should move forward with this.

Last month, you had asked me to prepare a white paper and I did that. Maybe what we can do next month, if you're okay with it, is I'll prepare basically a Summary Statement and Resolution and get it approved to say that this will be the new process going forward. Because in Open Session, when I presented the GECs last time, I clearly stated that we're going to use $100,000 as a limit, so I think it would be fair to do it that way.

CHAIRMAN SASSO: Right, absolutely.
Comments? Questions?
I think you can --
MR. VENUTO: Proceed?
CHAIRMAN SASSO: Proceed.
MR. VENUTO: Thank you.
CHAIRMAN SASSO: 12th and 13th Locust Stations.
MR. RINK: Thank you, Mr. Chairman and Commissioners.
Working with DRPA engineering, we are in a
process of a final design to install elevators in the remaining stations. One of those happens to be the 12th and 13th Street station in Philadelphia.

In the past, when we first were required by ADA, back in 1998, we built 2 elevators, well, actually 5 elevators in the City, at 8th and Market and at 15th and 16th. At that time, we were not under the lease agreement with the city. We were not responsible for the level from concourse, in the middle, up to street level. In order to satisfy the ADA, DRPA and PATCO built the elevators and then turned them over to the City for operation and maintenance. And they have done that since then.

Unfortunately, the maintenance side from the City has been very lacking over the years. They've been down numerous times to the point that SEPTA has recently taken over. The elevator goes to street level at 8th and Market station.

Recently, we completed the 9th and 10th Street elevators, and DRPA and PATCO are responsible for both levels, from the platform to concourse, and concourse to street, because under the lease agreement, we are
responsible for all the stairways and the concourse all the way up to street level. At our 8th, 9th, and 10th -- sorry -- 12th, 13th, 15th, and 16th, we're only responsible for areas inside the paid area, not for the street.

So what we wanted to bring to O&M and get consensus on is as if we move forward in the past with the lease agreement, we would build the one elevator from platform to concourse, and PATCO and DRPA would be responsible; then from concourse to street, we would design, build, and turn it over to the City.

I think the processes have changed and our experience over those years that I would recommend that we look to amend the agreement with the City and actually take responsibility for both elevators because of the past history, what the City has done. We would be responsible for that elevator that goes from platform to concourse and then concourse to street, similar to what we have currently at 9th and 10th. There should be no more maintenance concerns or security concerns other than what we're providing now. We would just need to move forward to have the
agreement amended to include that as part of our
property sale.

CHAIRMAN SASSO: Who provides the security
now?

MR. RINK: Our transit, the police department.
The reason why we ask now, because we would have to --
we're at the point of the design where we have to make
a decision whether or not we go the direction the City
takes it, because we have had to follow certain
permitting processes that the City would undertake,
because we would have to follow their standards, have
it inspected by their team, and do it at a different
process, and break it out of our bid package. Or we
can include it in our packages; we move forward and
design it according to our standards.

So I wanted to bring it to O&M as a discussion
item to get their opinion and if you concur with our
recommendation so we can move forward.

CHAIRMAN SASSO: Comments? Questions?
I think that's a good recommendation.

MR. RINK: Will we need a Summary Statement
and Resolution?
MS. McNICHOL: Yes, sir, please wait. I'll actually have to approach the City to get them to agree to amend the lease. There are some significant issues that will have to be -- but I'll need approval from the Board to do that, please.

MR. RINK: So I'll prepare that for next month and I'll work with General Counsel.

CHAIRMAN SASSO: Any comments on spending, tracking?

Mike?

MR. VENUTO: At this point, we had projected to spend about $79 million. We're at $59 million. Some of that has to do with the projects that have been -- the bigger projects that have been delayed. And I'm hoping that some of the changes we made today are going to alleviate some of that.

In the interest of time, Mr. Chairman, if you would like, I could postpone the construction contract general specifications till next month.

CHAIRMAN SASSO: Sure.

MR. VENUTO: And if I could add one more item, too, just to talk about the Walt Whitman Bridge.
I've talked about the gusset plates before to
the Committee and I just wanted to kind of give you a
quick update.

We'll be finishing the priority gusset plates
this week, so we have the temporary bracing will be
put in this week for the last few, and we think that
weather permitting we'll be done by the end of the
week replacing the Priority 1s. And the restrictions
right now for heavy loads expire on the 7th of
September, and we'll be in position to let those
expire and go back to receiving heavy loads starting
the 8th.

COMMISSIONER SWEENEY: Are there other gusset
plates that don't?

MR. VENUTO: There are. We had last month,
when we talked about the amount of gusset plates, we
had them rated as P-0, P-3, P-6, and P-12, meaning
Priority 0 would mean those are the ones that we hit
immediately. Priority 3 would be 3 months, and
Priority 6 would be 6 months.

Given our extended process to get the
competitive situation, that's where we kind of gave
the approval for American Bridge to do the P-0 through
P-6s. So those are the ones that will be all
completed by the end of this week.

We have a number of P-12s, ones that we
believe that need to be replaced within the next year
that we had intended to put out or intend to put out
with the painting contract as miscellaneous steel
repairs. So there are a number left to do.

COMMISSIONER SWEENEY: American Bridge,
they're on the job right now, right? Why wouldn't we
keep them there to finish what they're doing? I mean
they're set up. There are no learning curves for
another company to come in. They're doing, from what
I understand, a very good job, right?

MR. VENUTO: They are doing an excellent job.
We did the initial ones under a time and material
basis, which is where we're monitoring the time.
We're signing daily timesheets and we're monitoring.
We're paying for time and material on site. Many of
our contracts we do as a competitive bid, given the
situation we're in.

Now, we have had extreme, I'll say, success
with this contractor. And the productivity that we're getting out there has been very good and we have made very good progress. We're actually ahead of the schedule that we predicted. The initial estimates we had were over $1 million for this work and we're going to come in significantly under that for this time and material.

We have reports, as you heard last month, the Bridge Director from the Walt Whitman Bridge even commented that he hadn't seen T&M work like this at that sort of productivity rate. So they are doing a very good job.

We had, in fact -- I mean obviously we can continue. Their learning curve is done. I mean it's a learning curve to do this type of work. It is difficult work and they have exceeded the learning curve. We have temporary bracing and we have platforms that are American Bridge’s that we would get because we paid for the material, but we need to sign releases for them because if we're going to let another contractor use them afterwards, they would have to sign a release up to us.
So the plan initially was to do a competitive selection for the 12 month ones to make sure that we're following our competitive selection rules. But if the Committee wanted to continue on this path or give a sole source to American Bridge, certainly it can be -- we can do that work. They're geared up to do it. The teams that are out there would continue to do it and certainly would expedite. To bid it, we're going to spend six months in our bidding process, and certainly they'd be able to complete the work in that time frame and we'd be done ahead of time, so we certainly would see a time savings in doing it that way.

MR. SWEENEY: They were supposed to get 1 every 12 days or getting between 4 and 6 gusset plates every 12 days. It doesn't make a lot of sense for it to go back out to bid. Everything is there, platforms, the tie lines and all.

CHAIRMAN SASSO: So we have a time savings and a money savings?

MR. SWEENEY: Yeah. If someone else bids on this, it's going to cost the Authority more money.
COMMISSIONER FRATTALI: Who did the emergency P-1s, P-2s, or 3s?
MR. VENUTO: Up to the P-6s.
COMMISSIONER FRATTALI: Up to the P-6. Then after that we're supposed to contract the bid out?
MR. VENUTO: After that, we anticipated it, rather than asking for one large sole source. We had made the cut off of the P-6 as a recommendation. But, again, we certainly can move to do the P-12 and we would save time to do it that way. And we believe based on our experience, we have an engineering firm looking it over. We have our own people out there and we are monitoring the productivity. And we are seeing some very good progress, so we just don't have the competitive advantage.

One of the things we could ask them to do is give us a not to exceed price. That's one contracting mechanism that we don't use here all that often. But we could say give us -- see, before, we couldn't really get a competitive situation because no one knew what it was going to take to do it, because we were still in the process of doing it. We hadn't taken a
full gusset plate out and things like that.

But now that we've done 15 of them, we have a pretty good idea of what it's going to take and what the risk factors are. So we could ask the contractor -- and, again, we'll give them the traffic control and we're giving them access, and we're working cooperatively to do that. We could try a different contracting mechanism and say give us a not to exceed price, so it's a time and material, not to exceed, or we can just say give us a sole source, give us a price competitive situation.

MS. McNICHOL: My only concern for an amendment to the existing contract, Commissioners, is that this project is considered under an Owner's Controlled Insurance Program.

CHAIRMAN SASSO: Considered what?

MS. McNICHOL: It's part of the Owner Controlled Insurance Program. And I would prefer, if possible, we've been winding that program down. And so that's one of the considerations that we would have that if we would amend to -- a strict amendment. The other option is if we could agree to carve that out,
but that is a liability concern that I would want to mention to the Commissioners.

MR. VENUTO: They would have to agree to be done by the end of the year because OCIP expires at the end of the year.

MS. McNICHOL: Right, yes, sir. And there would be significant ramifications to continue past that point.

CHAIRMAN SASSO: That makes sense.

John?

MR. HANSON: The other point of this is that this is -- this type of contract if not for the emergent situation would be competitively bid. So we made a decision to go under emergency powers. And I want to be clear. The emergency is not that the bridge would fall down. The emergency was --

CHAIRMAN SASSO: Glad you clarified that for us.

MR. HANSON: Right. If the gusset plates fell, the bridge would be further damaged, not in a way that would cause the bridge to fall down or anybody would be injured, but that would necessitate
significant additional repairs that would be more time consuming and it would require us to limit the lanes on the bridge. So that was the emergency, but a significant emergency.

So we made a decision to undertake the contract on an emergent basis up to the ones that needed to be repaired within six months' time according to the engineering estimate, because we believed that our normal contracting process would take longer than six months. And so without going, you know, the engineer said that we needed to repair them within six months or three months, and we may not be able to get there if we went through our normal competitive process. So that's why we didn't do it.

If not for the emergency such that it was, not again that it was risk of life, but there was risk to additional damage to the bridge, it would have been competitively bid.

CHAIRMAN SASSO: So what would we be doing from a procedural standpoint, making a recommendation at the Board meeting that we enter into a contract with American Bridge?
MR. HANSON: If that's what you determine to do, that's what we would do subject to Danielle's concerns about having the additional work excluded from the OCIP?

MS. McNICHOL: Yes.

CHAIRMAN SASSO: Which can be addressed contractually.

MS. McNICHOL: Correct. They would just have to agree to that, sir.

CHAIRMAN SASSO: Well, we all know how delays can add to cost, especially on bridge work. So I guess we'll move forward on that basis, unless I hear some objection.

We will recommend it at the next Board meeting?

MR. VENUTO: Yes. Can we get it onto the Board meeting?

MS. McNICHOL: We can as a New Business, just a Summary Statement and Resolution. But they'll have to agree to the --

MR. VENUTO: The OCIP?

MS. McNICHOL: The OCIP, right.
MR. VENUTO: And we'll continue on the time and material basis.

MS. McNICHOL: But excluding that.

CHAIRMAN SASSO: Have we ever come to a conclusion on why this wasn't brought to our attention at the recent biennial inspections?

MR. VENUTO: We have the report that I mentioned, that I actually can share. I brought a copy of it to share with you if after the meeting you want to take a look. And I have some comparative pictures from 2010 and 2012. And we have a summary of how we believe we got here. From what we have, we did see some significant deterioration in those two years, more than what we would typically expect.

CHAIRMAN SASSO: That doesn't seem to answer the question, though. Why wasn't it brought to our attention sooner, if we saw a significant deterioration between 2010 and 2012.

MR. VENUTO: I'm sorry, '12 and '14. It's '12 and '14. I do think they gave us a reasonable evaluation of the bridge and I don't think some of the gusset plates were in the condition where it would
have warranted the sort of emergent basis that it came
to now.

COMMISSIONER FRATTALI: We had a pretty harsh
winter.

MR. VENUTO: We had two difficult winters.

And I think that --

COMMISSIONER FRATTALI: It accelerated the
deterioration.

MR. VENUTO: And I think we have some photos
comparing '12 to '14, where in '12 the paint was still
on the gusset plates whereas now we found some now
that the paint chipped off, but that we saw some of
that significant deterioration.

MR. HANSON: Can we prepare for the Committee
sort of a where we were at the time of the biennial
inspection? Because we do have some pictures of those
gusset plates, right?

MR. VENUTO: Yes, sir.

CHAIRMAN SASSO: Why don't we have an
Executive Summary explaining it so we have something
to read and look at, because it still bothers me --

MR. HANSON: It shows where we were in 2012
and sort of where we got to in 2014.

CHAIRMAN SASSO: I mean we pay a lot of money for these inspections. I just continue to be surprised by it and disappointed.

MR. VENUTO: I will have that for the next -- I'll get it out to the O&M Committee.

CHAIRMAN SASSO: Okay. I will let the Board know we're on top of that.

Any other business to come before the Committee?

Thank you, everyone.

MS. McNICHOL: Can you do a motion to adjourn, sir?

CHAIRMAN SASSO: Motion to adjourn?

COMMISSIONER DiANTONIO: So moved.

COMMISSIONER FRATTALI: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion?

All in favor?

COMMISSIONERS DiANTONIO, FRATTALI, SWEENEY, AND FENTRESS: Aye.

CHAIRMAN SASSO: Opposed? It's carried.
(Whereupon, the meeting ended on September 3, 2014, at 9:51 a.m.)
SUMMARY STATEMENT

ITEM NO.: DRPA-14-109          SUBJECT: Capital Project Contract Modifications

COMMITTEE: Operations & Maintenance

COMMITTEE MEETING DATE: September 3, 2014

BOARD ACTION DATE: September 18, 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:

| 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 |
## 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>
</tr>
</thead>
<tbody>
<tr>
<td>PF0503</td>
<td>18-C</td>
<td>Professional Engineering Services for PATCO Car Overhaul Project</td>
<td>LTK Engineering Services, Inc.</td>
<td>$8,331,070.00</td>
<td>$500,000.00</td>
<td>$8,831,070.00</td>
<td>3 months</td>
<td>2013 Revenue Bonds</td>
</tr>
</tbody>
</table>
SUMMARY STATEMENT

ITEM NO.: DRPA-14-110
SUBJECT: Right of Entry and Related Agreements with the Environmental Protection Agency

COMMITTEE: Operations and Maintenance

COMMITTEE MEETING DATE: September 3, 2014

BOARD ACTION DATE: September 18, 2014

PROPOSAL: That the Board authorizes staff to negotiate a four (4) year contract with The United States Environmental Protection Agency (“EPA”) to enter DRPA property locations.

PURPOSE: To negotiate a four (4) year contract to have the Environmental Protection Agency and related Agencies and Contractors enter onto DRPA Property for the purpose of environmental testing and remediation activities.

BACKGROUND: There are four (4) DRPA Property locations in New Jersey (Block 2.01, Lot 4; Block 3, Lot 7; Block 209, Lot 1; and Block 212, Lot 2) that were previously identified as one of the EPA Superfund’s hazardous waste sites. The site is contaminated with Radium and Thorium from the Welsbach Gas Mantle Manufacturing plant. Contaminated soils were identified by the EPA in the early 1980s, and placed on the Superfund site list in 1996. Since the EPA Record of Decision was issued in June 1999, this agency and its related Federal Agency, the Army Corps of Engineers, along with EPA’s Consultants and Contractors, have conducted studies on DRPA property. For this phase of work, the EPA is requesting right of entry to these properties until the end of 2018. The previous agreement expired in 2010.

The EPA will conduct surface exposure rate scans to identify areas that may be of concern. The EPA will also conduct downhole gamma logging to identify if the subsurface soils have elevated radiological measurements.

This work includes, but is not limited to excavation of thorium-contaminated soil and its associated support work. EPA will restore these areas to the pre-existing conditions at the completion of the remedial action.
Federal Law prohibits EPA from entering into formal agreements concerning conditions which restrict or impede the manner or extent of an inspection or response action, impose indemnity or compensatory obligations on the EPA or operate as a release of liability. Notwithstanding the above, EPA has agreed to require its consultants/contractors to fully insure their operations, and has submitted Certificates of Insurance to DRPA. In addition EPA has in the past submitted and shall submit Safety and Security Policies, Confidentiality Policies, and other protections as required by DRPA.

It is recommended that a contract be negotiated to allow right of entry for the purpose of soil testing at four (4) locations by the EPA, the Army Corps of Engineers and EPA’s retained Consultants and Contractors for additional studies and excavation of radium and thorium-contaminated soil.

SUMMARY:

<table>
<thead>
<tr>
<th>Category</th>
<th>Details</th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td>N/A</td>
</tr>
<tr>
<td>Source of Funds</td>
<td>N/A</td>
</tr>
<tr>
<td>Capital Project #</td>
<td>N/A</td>
</tr>
<tr>
<td>Operating Budget</td>
<td>N/A</td>
</tr>
<tr>
<td>Master Plan Status</td>
<td>N/A</td>
</tr>
<tr>
<td>Other Fund Sources</td>
<td>N/A</td>
</tr>
<tr>
<td>Duration of Contract</td>
<td>December 31, 2018</td>
</tr>
<tr>
<td>Other Parties Involved</td>
<td>N/A</td>
</tr>
</tbody>
</table>
RESOLUTION

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority authorizes staff to negotiate an Agreement with EPA (individually and on behalf of its related Federal Agencies, Consultants and Contractors) to enter DRPA property for the purpose of conducting additional testing and remediation of contaminated soil; and be it further

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

SUMMARY:

<table>
<thead>
<tr>
<th>Amount:</th>
<th>N/A</th>
</tr>
</thead>
<tbody>
<tr>
<td>Source of Funds:</td>
<td>N/A</td>
</tr>
<tr>
<td>Capital Project #:</td>
<td>N/A</td>
</tr>
<tr>
<td>Operating Budget:</td>
<td>N/A</td>
</tr>
<tr>
<td>Master Plan Status:</td>
<td>N/A</td>
</tr>
<tr>
<td>Other Fund Sources:</td>
<td>N/A</td>
</tr>
<tr>
<td>Duration of Contract:</td>
<td>December 31, 2018</td>
</tr>
<tr>
<td>Other Parties Involved:</td>
<td>N/A</td>
</tr>
</tbody>
</table>
SUMMARY STATEMENT

ITEM NO.: DRPA-14-111  SUBJECT: PARTSWG Regional Public Security Awareness Project, Phase V

COMMITTEE: Operations & Maintenance

COMMITTEE MEETING DATE: September 3, 2014

BOARD ACTION DATE: September 18, 2014

PROPOSAL: That the DRPA Commission authorizes staff to enter into an agreement with the successful vendor for an amount not to exceed $532,500 to complete Phase V of the Regional Transit Public Security Awareness (PSA) project on behalf of the Philadelphia Area Regional Transit Security Working Group utilizing FY 2014 DHS Transit Security Grant Program funding.

PURPOSE: To enter into an agreement with the successful vendor using DRPA competitive bidding procedures in order to administer the Regional Public Security Awareness Project, Phase V, on behalf of the Philadelphia Area Regional Transit Security Working Group utilizing FY 2014 DHS Transit Security Grant Program funding.

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. 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 began with 2008 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.

SUMMARY:

<table>
<thead>
<tr>
<th>Amount</th>
<th>$532,500 (100% Grant Funded)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Source of Funds</td>
<td>FY 2014 TSGP Grant</td>
</tr>
<tr>
<td>Capital Project#</td>
<td>N/A</td>
</tr>
<tr>
<td>Master Plan Status</td>
<td>N/A</td>
</tr>
<tr>
<td>Other Fund Sources</td>
<td>N/A</td>
</tr>
<tr>
<td>Duration of Contract</td>
<td>8/31/2016</td>
</tr>
<tr>
<td>Other Parties Involved</td>
<td>DHS, FEMA, TSA, 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 V 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 2014.

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>$532,500 (100% Grant Funded)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Source of Funds:</td>
<td>FY 2014 TSGP Grant</td>
</tr>
<tr>
<td>Capital Project#:</td>
<td>N/A</td>
</tr>
<tr>
<td>Master Plan Status:</td>
<td>N/A</td>
</tr>
<tr>
<td>Other Fund Sources:</td>
<td>N/A</td>
</tr>
<tr>
<td>Duration of Contract:</td>
<td>8/31/2016</td>
</tr>
<tr>
<td>Other Parties Involved:</td>
<td>DHS, FEMA, TSA, PARTSWG</td>
</tr>
</tbody>
</table>
SUMMARY STATEMENT

ITEM NO. : DRPA-14-112

SUBJECT: PARTSWG Transit Contract Intelligence Analysts, Phase III

COMMITTEE: Operations & Maintenance

COMMITTEE MEETING DATE: September 3, 2014

BOARD ACTION DATE: September 18, 2014

PROPOSAL: That the DRPA Commission authorizes staff to enter into an agreement not to exceed $958,000 with CRA Inc., a GSA vendor, to provide contract, transit related, homeland security, intelligence analytical services on behalf of the Philadelphia Area Regional Transit Security Working Group agencies utilizing FY 2014 federal transit security grant funding.

PURPOSE: To enter into an agreement with CRA Inc. on behalf of the Philadelphia Area Regional Transit Security Working Group to provide real-time intelligence services with regard to transit tips, crime data, and homeland security incidents. FY 2014 DHS Transit Security Grant Program funding is providing the full amount of the contract cost.

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, DART, and NJT. The DRPA has been the chair of the working group since its inception in 2005 and has been applying for all regional projects. PARSTWG votes to share projects as a regional effort. This status as a regional project often allows 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.

This project sustains the “transit desk” or “transit bureau” at the Delaware Valley Intelligence Center “DVIC” by providing the necessary trained intelligence analysts as staff for transit related intelligence activities. The desk reports significant and relevant findings to the prescribed representatives from the signatories of the PARTSWG Regional Cooperative Agreement; to other “fusion centers” such as the Pennsylvania Criminal Intelligence Center (PaCIC), the New Jersey Regional Operations Intelligence Center (NJ ROIC); as well as the FBI’s Joint Terrorism Task Force (JTTF). The Transit Bureau creates a new sector specific capability in order to analyze data, review trends and incidents, and process and distribute this raw intelligence into usable, actionable, and legal reports used to detect, deter, and prevent homeland terrorist acts on the region’s transit rail lines, buses, and trolleys. The City of Philadelphia (Philadelphia Police Department) is the project manager for this project and will have routine and daily control of the contractor’s employees in support of their mission.

<table>
<thead>
<tr>
<th>SUMMARY:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount:</td>
</tr>
<tr>
<td>Source of Funds:</td>
</tr>
<tr>
<td>Capital Project#:</td>
</tr>
<tr>
<td>Master Plan Status:</td>
</tr>
<tr>
<td>Other Fund Sources:</td>
</tr>
<tr>
<td>Duration of Contract:</td>
</tr>
<tr>
<td>Other Parties Involved:</td>
</tr>
<tr>
<td></td>
</tr>
<tr>
<td></td>
</tr>
</tbody>
</table>
RESOLUTION

RESOLVED: That the DRPA Commission authorizes staff to enter into an agreement not-to-exceed $958,000 with a CRA Associates, a GSA vendor to provide contract, transit related, homeland security, intelligence analytical services on behalf of the Philadelphia Regional Transit Security Working Group agencies who are signatories to the PARTSWG Regional Cooperative Agreement using FY 2014 federal transit security grant proceeds.

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>$958,000 (100% grant funded)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Source of Funds:</td>
<td>FY 2014 TSGP Grant</td>
</tr>
<tr>
<td>Capital Project#:</td>
<td>N/A</td>
</tr>
<tr>
<td>Master Plan Status:</td>
<td>N/A</td>
</tr>
<tr>
<td>Other Fund Sources:</td>
<td>N/A</td>
</tr>
<tr>
<td>Duration of Contract:</td>
<td>08/31/2016</td>
</tr>
<tr>
<td>Other Parties Involved:</td>
<td>City of Philadelphia, FEMA,</td>
</tr>
<tr>
<td></td>
<td>TSA, DHS, PARTSWG</td>
</tr>
</tbody>
</table>
SUMMARY STATEMENT

ITEM NO.: DRPA-14-113  SUBJECT: Philadelphia Port Major River Crossing Impact Study

COMMITTEE: Operations & Maintenance

COMMITTEE MEETING DATE: September 3, 2014

BOARD ACTION DATE: September 18, 2014

PROPOSAL: That the DRPA Commission authorizes staff to enter into an agreement with the Delaware Valley Regional Planning Commission using Sole Source procurement procedures for the purpose of conducting the Philadelphia Port Major River Crossing Impact Study.

PURPOSE: To enter into an agreement with the Delaware Valley Regional Planning Commission using Sole Source procurement procedures for the purpose of conducting the Philadelphia Port Major River Crossing Impact Study being funded by the FY 2013 Port Security Grant Program through the Department of Homeland Security.

BACKGROUND: The Port Security Grant Program (PSGP) provides grant funding to support maritime transportation infrastructure security activities. PSGP funds are intended to improve port-wide maritime security risk management; enhance maritime domain awareness; support maritime security training and exercises; and to maintain or reestablish maritime security mitigation protocols that support port recovery and resiliency capabilities. PSGP investments address U.S. Coast Guard (USCG) identified vulnerabilities in port security and support the prevention, protection against, response to, and recovery from attacks involving improvised explosive devices (IED) and other non-conventional weapons.

The Philadelphia Port Major River Crossing Impact Study will determine the primary, secondary, and tertiary effects of one or a series of DRPA bridge compromises. In particular, the study will determine the effects of DRPA bridge failures on the transportation of people and goods across the region and impacts to the regional economy. The results of the study will be used to devise deterrence and mitigation plans in protection and recovery from bridge compromises.

A sole source award of the Philadelphia Port Major River Crossing
Impact Study to the Delaware Valley Regional Planning Commission (DVRPC) is justifiable because DVRPC developed, maintains, and uses the regional travel demand model (Travel Improvement Model Version 2.2), which is the only comprehensive and current model of travel behavior in the Philadelphia region. The use of this model is essential for the production of the Philadelphia Port Major River Crossing Impact Study because it provides the most current and accurate data required to complete the study. Moreover, DVRPC’s highly skilled staff possesses the technical knowledge and experience to utilize the Travel Improvement Model in concert with economic modeling software to produce valid and reliable data on the economic impacts of the transportation scenarios to be studied. The use of this model and DVRPC’s expertise is necessary to produce the most accurate findings, which will enable DRPA to produce dependable mitigation plans to protect and recover from a bridge failure.

SUMMARY:

<table>
<thead>
<tr>
<th>Item</th>
<th>Details</th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td>$315,000 (75% Grant Funded)</td>
</tr>
<tr>
<td>Source of Funds</td>
<td>75% Grant; 25% General</td>
</tr>
<tr>
<td>Capital Project#</td>
<td>N/A</td>
</tr>
<tr>
<td>Master Plan Status</td>
<td>N/A</td>
</tr>
<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, FEMA, TSA, USCG, DVRPC</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 Delaware Valley Regional Planning Commission for the purpose of conducting the Philadelphia Port Major River Crossing Impact Study.

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: $315,000 (75% Grant Funded)
- Source of Funds: 75% Grant; 25% General
- Capital Project#: N/A
- Master Plan Status: N/A
- Other Fund Sources: N/A
- Duration of Contract: 8/31/2015
- Other Parties Involved: DHS, FEMA, TSA, USCG, DVRPC
SUMMARY STATEMENT

ITEM NO.: DRPA-14-114  SUBJECT: PARTSWG Contract Intelligence Analysts Phase II: Settlement and Release Agreement with CRA Inc.

COMMITTEE:  Operations & Maintenance

COMMITTEE MEETING DATE:  September 3, 2014

BOARD ACTION DATE:  September 18, 2014

PROPOSAL:  That the DRPA Commission authorizes staff to enter into a Settlement and Release Agreement with CRA Inc. in order to pay CRA Inc. for work performed during a contractual gap.

PURPOSE:  To enter into a Settlement and Release Agreement with CRA Inc. in the amount of $322,372.03.

BACKGROUND:  DRPA, on behalf of the Philadelphia Area Regional Transit Security Working Group (PARTSWG) applies for and administers projects funded by the Department of Homeland Security (DHS) Transit Security Grant Program (TSGP). Utilizing FY 2010 TSGP funding, DRPA entered into an agreement with CRA Inc., a GSA vendor, in October 2013 to provide intelligence analysis services at the Delaware Valley Intelligence Center. Phase II of this project was approved by the DRPA Board in May 2014 (DRPA 14-062) utilizing FY 2011 transit security funding; however, a new contract with CRA was delayed while DRPA and the City of Philadelphia negotiated a Cooperative Agreement. The Cooperative Agreement was a prerequisite for the new CRA contract because the services being provided by CRA were being performed on City property (Delaware Valley Intelligence Center). Because of the delayed execution of the contract, a Settlement and Release Agreement is needed to pay CRA Inc. for work performed between May 5, 2014 and July 15, 2014. This agreement in the amount of $322,372.03 is 100% grant funded.
<table>
<thead>
<tr>
<th>SUMMARY:</th>
<th>Amount:</th>
<th>$322,372.03</th>
</tr>
</thead>
<tbody>
<tr>
<td>Source of Funds:</td>
<td>FY 2011 Transit Security Grant Program</td>
<td></td>
</tr>
<tr>
<td>Capital Project #:</td>
<td>N/A</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>12/31/2014</td>
<td></td>
</tr>
<tr>
<td>Other Parties Involved:</td>
<td>DHS, FEMA, TSA, PARTSWG, City of Philadelphia</td>
<td></td>
</tr>
</tbody>
</table>
RESOLUTION

RESOLVED: That the appropriate officers of the Delaware River Port Authority be and hereby are authorized to enter into a Settlement and Release Agreement with CRA Inc.

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:          | $322,372.03 (100% Grant Funded) |
| Source of Funds: | FY 2011 TSGP Grant              |
| Capital Project #: | N/A                           |
| Master Plan Status: | N/A                         |
| Other Fund Sources: | N/A                          |
| Duration of Contract: | 12/31/2014               |
| Other Parties Involved: | DHS, FEMA, TSA, PARTSWG, City of Philadelphia |
### Program Performance Report

#### (Excluding Federal Funding)

**Jul-14**

<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>
</tr>
</thead>
<tbody>
<tr>
<td>Ben Franklin Bridge</td>
<td>10</td>
<td>$5,558,992</td>
<td>$5,558,992</td>
<td>0.0%</td>
<td>$2,480,000</td>
<td>$367,997</td>
<td>14.8%</td>
<td>46.2%</td>
</tr>
<tr>
<td>Walt Whitman Bridge</td>
<td>8</td>
<td>$152,412,110</td>
<td>$152,990,539</td>
<td>0.4%</td>
<td>$8,830,000</td>
<td>$5,530,355</td>
<td>62.6%</td>
<td>63.5%</td>
</tr>
<tr>
<td>Commodore Barry Bridge</td>
<td>7</td>
<td>$90,885,000</td>
<td>$90,885,000</td>
<td>0.0%</td>
<td>$19,885,000</td>
<td>$351,386</td>
<td>1.8%</td>
<td>33.8%</td>
</tr>
<tr>
<td>Betsy Ross Bridge</td>
<td>1</td>
<td>$8,400,000</td>
<td>$8,400,000</td>
<td>0.0%</td>
<td>$8,400,000</td>
<td>$18,441</td>
<td>0.2%</td>
<td>58.3%</td>
</tr>
<tr>
<td>Multi - or All Bridges</td>
<td>7</td>
<td>$18,550,000</td>
<td>$18,550,000</td>
<td>0.0%</td>
<td>$5,935,000</td>
<td>$1,532,506</td>
<td>25.8%</td>
<td>50.9%</td>
</tr>
<tr>
<td>Facility Security</td>
<td>3</td>
<td>$11,121,334</td>
<td>$11,621,334</td>
<td>4.5%</td>
<td>$490,000</td>
<td>$21,303</td>
<td>4.3%</td>
<td>94.9%</td>
</tr>
<tr>
<td>DRPA Other</td>
<td>3</td>
<td>$1,000,000</td>
<td>$1,000,000</td>
<td>0.0%</td>
<td>$1,000,000</td>
<td>$409,210</td>
<td>40.9%</td>
<td>80.8%</td>
</tr>
<tr>
<td>PATCO - DRPA Funded</td>
<td>9</td>
<td>$144,670,680</td>
<td>$144,827,916</td>
<td>0.1%</td>
<td>$77,900,000</td>
<td>$48,711,501</td>
<td>62.5%</td>
<td>66.9%</td>
</tr>
<tr>
<td>PATCO - FTA Funded</td>
<td>9</td>
<td>$292,186,870</td>
<td>$292,803,527</td>
<td>0.2%</td>
<td>$7,196,000</td>
<td>$2,415,867</td>
<td>33.6%</td>
<td>68.2%</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>724,784,985</strong></td>
<td><strong>726,637,308</strong></td>
<td><strong>0.3%</strong></td>
<td><strong>$132,116,000</strong></td>
<td><strong>$59,358,567</strong></td>
<td><strong>44.9%</strong></td>
<td><strong>60.3%</strong></td>
<td></td>
</tr>
</tbody>
</table>

#### Performance Comparison Table (Cumulative)

<table>
<thead>
<tr>
<th>LAST MONTH</th>
<th>THIS MONTH</th>
<th>VARS</th>
</tr>
</thead>
<tbody>
<tr>
<td>82%</td>
<td>75%</td>
<td>-7%</td>
</tr>
</tbody>
</table>

#### Performance Comparison Table (Monthly)

<table>
<thead>
<tr>
<th>LAST MONTH</th>
<th>THIS MONTH</th>
<th>VARS</th>
</tr>
</thead>
<tbody>
<tr>
<td>101%</td>
<td>49%</td>
<td>-52%</td>
</tr>
</tbody>
</table>

#### 2014 Cumulative Budget

- Data Date
- 2014 Projected Spending
- Spent to Date

#### 2014 Monthly Budget

- 2014 Projected Spending
- Actual Monthly Spending

- Performance: GREEN is 101%, RED is 49%, DOWN is -52%
FINANCE
SUMMARY STATEMENT

ITEM NO.: DRPA-14-115
SUBJECT: Active Benefit-Eligible Employees/Under Age 65 Retiree, and Dependents - Health Benefits 2014 (DRPA/PATCO)

COMMITTEE: Finance

COMMITTEE DATE: September 12, 2014

BOARD DATE: September 18, 2014

PROPOSAL: Staff seeks authorization to accept the quote submitted by AmeriHealth to provide medical and prescription drug coverage to the Authority’s active benefit-eligible employees, eligible retirees under the age of 65, and their respective eligible dependents

PURPOSE: To continue to provide a quality healthcare benefits package for active benefit-eligible DRPA/PATCO employees, eligible retirees under the age of 65, and their respective eligible dependents, including appropriate cost-sharing among plan participants.

BACKGROUND: Costs associated with healthcare benefits comprise a substantial portion of DRPA/PATCO’s annual operating budget. In 2014, the DRPA and PATCO will spend approximately $12,056,147 to provide medical and prescription drug coverage for its benefit-eligible employees, under age 65 retirees, and their respective eligible dependents.

The benefit-eligible employees include the following: all non-represented employees at DRPA and PATCO (approximately 285 employees), FOP-represented (approximately 136 employees), IBEW-represented (approximately 20 employees) and the IUOE Police Dispatchers (approximately 14 employees).

Currently 156 retirees/dependents, under the age of 65, receive their medical and prescription benefits through the Authority. Employees hired on or after 1/1/2007, are no longer eligible to receive health benefits upon retirement.

Benefits are provided to employees represented by the IUOE and Teamsters as prescribed by the Collective Bargaining Agreements with those Unions. The medical, prescription, dental and vision benefits are provided to IUOE and Teamster-represented employees by their respective health and welfare plans.
Last year, at the direction of the Finance Committee, our broker, Gallagher Benefit Services, issued an RFP to the market for medical/prescription coverage. As a result of that marketing effort, our broker presented staff with proposals from three carriers: United Healthcare (UHC), AmeriHealth, and Horizon. After carefully considering the proposals, the Board authorized staff to accept the quote provided by AmeriHealth. The quote included a second year Target Loss Ratio Renewal Guarantee, which is based on medical loss ratio. Under the Target Loss Ratio Renewal, should the maximum loss ratio fall between 91.1% to 96%, the maximum projected premium increase would be 21%. Should the maximum loss ratio fall between 86.1% to 91% (our claims currently fall within this band), the maximum projected premium increase would be 16%. The quote also included a $15,000 annual wellness budget.

In order to mitigate the potential of receiving a high renewal, our broker reached out to AmeriHealth to negotiate an early renewal. AmeriHealth offered a 6% renewal if we agree not to market the coverage for 2015. Our broker strongly recommends that we accept the 6% offer, which is less than the projected 2015 Medical trend of 9%. Medical trend takes into consideration price inflation, utilization, government-mandated benefits, new treatments and deductible leveraging. In addition, our broker advises that at least 4% of any premium increase will be directly attributable to the federal Affordable Care Act (ACA). Our broker further advises that if we do not accept AmeriHealth’s early renewal quote, AmeriHealth will use the next two months claims data (medical and prescription) to finalize the renewal. If we opt to market the renewal, the carriers will have access to the additional months of claims data (medical and prescription).

Our broker recommends that we continue to provide benefit-eligible employees and under-65 retirees with two POS plan options: Value and Value Plus. AmeriHealth’s renewal quote is based on our commitment to continue to provide the two plan options.

Staff seeks Board authorization to accept the early renewal quote submitted by AmeriHealth. If approved, the 6% increase will equate to an approximate premium increase of $723,368. The estimated annual Premium for 2015 will be $12,779,515, which is based on our current census of active benefit-eligible employees and under age 65 retirees, and is subject to change as our census changes. The renewal quote will continue to include a $15,000 annual wellness budget.
SUMMARY: Estimation of $12,779,515
Note – This covers both DRPA and PATCO.
The annual rate is based upon our current
census of active benefit-eligible employees
and under age 65 retirees, and is subject to change
as our census changes.

Source of Funds: Revenue Fund, General Fund
Capital Project #: N/A
Operating Budget: DRPA/PATCO Employee Services Expense
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: 12/31/2015
Other Parties Involved: AmeriHealth
RESOLUTION

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority authorizes staff to accept the early renewal quote proposed by AmeriHealth for the provision of medical and prescription drug benefits to active benefit-eligible DRPA/PATCO employees, retirees under age 65, and their respective eligible dependents for Plan Year 2015 for an estimated annual premium $12,779,515; and be it further

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority recognizes that the annual premium of $12,779,515 is based upon our current DRPA/PATCO census of active benefit-eligible employees, and is subject to change as our census; and be it further

RESOLVED: That the Board of Commissioners authorizes staff to work with the Authority’s broker, Gallagher Benefit Services, to finalize the terms of the 2015 Healthcare renewal with AmeriHealth; and be it further

RESOLVED: That staff is authorized to work with DRPA/PATCO’s Third Party Administrator, Benefit Harbor, to begin the 2015 Open Enrollment Process in November 2014, 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/PATCO. 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/PATCO, 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, the Chief Executive Officer shall execute such document(s) on behalf of the DRPA/PATCO.
| SUMMARY: Amount: | Estimated Annual Premium of $12,779,515  
(Note – This covers both DRPA and PATCO. The annual rate is based upon our current DRPA/PATCO census of active benefit-eligible employees and under age 65 retirees, but subject to change as our census changes.) |
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Source of Funds:</td>
<td>Revenue Fund, General Fund</td>
</tr>
<tr>
<td>Capital Project #:</td>
<td>N/A</td>
</tr>
<tr>
<td>Operating Budget:</td>
<td>DRPA/PATCO Employee Services Expense</td>
</tr>
<tr>
<td>Master Plan Status:</td>
<td>N/A</td>
</tr>
<tr>
<td>Other Fund Sources:</td>
<td>N/A</td>
</tr>
<tr>
<td>Duration of Contract:</td>
<td>12/31/2015</td>
</tr>
<tr>
<td>Other Parties Involved:</td>
<td>AmeriHealth</td>
</tr>
</tbody>
</table>
SUMMARY STATEMENT

ITEM NO.: DRPA-14-116  SUBJECT: Authorization to Terminate and Replace Existing UBS Swaps with New Swap Counterparty(ies), Adoption of Written Swap Policy and Execution of Swap Protocols

COMMITTEE: Finance

COMMITTEE MEETING DATE: September 12, 2014

BOARD ACTION DATE: September 18, 2014

PROPOSAL: That the Board authorizes Authority’s staff to terminate two (2) interest rate swap agreements entered into by the Authority with UBS AG in order to provide an interest rate hedge for the Authority's variable rate 2008 Revenue Bonds and 2010 Revenue Bonds (Series A, B and C) and to replace such swaps with a new swap counterparty in order reduce interest rate swap exposure and to provide more favorable contract terms for the Authority. In connection with such termination and replacement, and as part of the use, termination and/or modification of any and all interest rate swap agreements of the Authority that the Board adopts formal written policies and executes certain protocols with respect to such interest rate swap agreements in order to comply with the applicable provisions of the Dodd-Frank Act.

PURPOSE: To terminate two (2) existing interest rate swap agreements with UBS AG and to replace such interest rate swap agreements with a new swap counterparty in order to reduce Authority swap exposure and to provide more favorable terms to the Authority and to adopt formal written policies and execute certain swap protocols related to the use, termination and/or modification of any and all interest rate swap agreements of the Authority in order to comply with the applicable provisions of the Dodd-Frank Act.

BACKGROUND: During 2000 and 2001, the Authority entered into seven interest rate swap agreements to provide hedges against interest rate risk for certain of the Authority’s variable rate Revenue and Port District Project Bonds. Of the seven interest rate swap agreements, three have subsequently been terminated by the Authority, leaving four remaining interest rate swap agreements outstanding; two with UBS AG as counterparty (collectively, the "UBS Swaps") and two with Bank of America, N.A. as counterparty (collectively, the "BofA Swaps"; together with the UBS Swaps, the "Outstanding Swaps"). As of the date of this resolution, each of the four remaining Outstanding Swaps has a negative value to the Authority, meaning that if such agreements were terminated as of this date, the
SUMMARY STATEMENT Authorization to Terminate and Replace Existing UBS Swaps with New Swap Counterparty(ies), Adoption of Written Swap Policy and Execution of Swap Protocols

Authority would have to pay certain amounts to the respective counterparties of such agreements. However, as of the date of this resolution, only the UBS Swaps require the monthly transfer of net swap payments between the Authority and UBS AG ("UBS"), which related to the Authority's outstanding Revenue Bonds, Series 2008, Revenue Bonds, Series 2010A, Revenue Bonds, Series 2010B and Revenue Bonds, Series 2010C.

On December 28, 2009, the Board approved Resolution DRPA-09-099 (entitled "Use Debt-Related Swap Agreements") which, among other things, declared that the staff of the Authority take all steps necessary to immediately begin the process of recommending to the Board whether, when and how to terminate the Authority's current interest rate swap agreements, with all such terminations, if determined to be advisable, to occur in a methodical and careful manner which avoids, to the fullest extent possible, additional costs or risks that may be associated with termination.

With such direction, the Authority's Finance Committee, together with staff and appropriate professional advisors, has carefully reviewed the terms and provisions of the Outstanding Swaps and has determined that certain terms and provisions of the UBS Swaps pose unnecessary financial risk to the Authority based upon, among other things, unfavorable termination rights thereunder and the diminished credit quality of both the counterparty (UBS) and the insurer of such swaps (Ambac Assurance Corp.).

As a result of such determination, the Finance Committee has recommended to the Board that the UBS Swaps be terminated and replaced with one or more new interest rate swap agreements containing more favorable terms to the Authority to be executed with a counterparty with a specific minimum credit quality.

In particular, the Finance Committee has recommended to the Board that the UBS Swaps be replaced with a new interest rate swap agreement in lieu of outright termination thereof based upon the fact that the UBS Swaps may not be terminated by the Authority without a significant termination payment being made by the Authority to UBS, which would not serve the purpose or intent of the Authority's specific policy directive provided by Resolution DRPA-09-099 related to avoidance of costs or expense to the Authority for termination of existing swaps.

SUMMARY STATEMENT Authorization to
Based upon a review of the interest rate swap market, the Finance Committee has advised that the possibility now exists for the Authority to terminate and replace the UBS Swaps with an interest rate swap agreement written by a new counterparty who shall agree to, among other things: (i) provide payment in an amount equaling or exceeding the termination payment due and owing by the Authority to UBS upon termination of the UBS Swaps; (ii) pay any and all expenses incurred by the Authority (including the fees of financial advisors, co-bond counsel, qualified independent swap representatives and other professional advisors and counsel) in connection with the termination and replacement of the UBS Swaps with new interest rate swap agreements; and (iii) enter into replacement interest rate swap agreements with terms and provisions more favorable to those now provided in the UBS Swaps.

The Board is now desirous of authorizing appropriate staff to effectuate the termination of the UBS Swaps and the procurement of a new, higher credit quality interest rate swap counterparty to enter into a replacement interest swap agreement with the Authority upon the terms and provisions most favorable to the Authority.

As a result of the recent passage of the Dodd–Frank Wall Street Reform and Consumer Protection Act (Pub.L. 111–203, H.R. 4173) (commonly known as the "Dodd-Frank Act"), the Authority will be precluded from engaging in any discussions with swap and derivative dealers, major swap and derivative participants, and commercial entities who enter into swap and derivatives agreements unless and until the Authority has adopted written policies related to the use of interest rate swaps, caps, collars, floors and other derivative financial products. As a result, in order to effectuate the completion of the swap termination and replacement of the UBS Swaps described above and to permit the Authority to further the directive of Resolution DRPA-09-099 related to the termination, replacement and/or modification of the other Outstanding Swaps and any other derivative products of the Authority, the Authority is desirous of adopting specific written policies and executing certain protocols related to the use of interest rate swaps and derivative products in accordance with the Dodd-Frank Act.
SUMMARY STATEMENT  
Finance 9/12/14

Authorization to Terminate and Replace Existing UBS Swaps with New Swap Counterparty(ies), Adoption of Written Swap Policy and Execution of Swap Protocols

<table>
<thead>
<tr>
<th>SUMMARY:</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount:</td>
<td>TBD</td>
</tr>
<tr>
<td>Source of Funds:</td>
<td>General Fund, if any, to be reimbursed by Replacement Swap Counterparty</td>
</tr>
<tr>
<td>Capital Project #:</td>
<td>N/A</td>
</tr>
<tr>
<td>Operating Budget:</td>
<td>N/A</td>
</tr>
<tr>
<td>Master Plan Status:</td>
<td>N/A</td>
</tr>
<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>UBS AG, Bank of America, N.A. and any Replacement Swap Counterparty</td>
</tr>
</tbody>
</table>
RESOLUTION

RESOLVED: That the Board authorizes the Chief Executive Officer, with the advice of the Authority's Chief Financial Officer, Financial Advisors and Co-Bond Counsel, to provide to and evaluate requests for qualifications from qualified swap dealers and swap market participants in order to evaluate the merits of the termination and replacement of the Authority's existing interest rate swap agreements executed with UBS AG (collectively, the "UBS Swaps") with a new interest rate swap counterparty.

RESOLVED: That, upon review by DRPA of qualification proposals provided to the DRPA and the determination of the merits of the termination and replacement of the UBS Swaps, the Board authorizes the Chief Executive Officer, either by invitation to bid to qualified providers or by negotiation with one or more qualified providers, with the advice of the Authority’s Chief Financial Officer, Financial Advisors and Co-Bond Counsel, in order to execute and deliver a replacement interest rate swap agreement or agreements, together with any related agreements, confirmations, annexes and instruments (collectively, the "Replacement Swap"), with a qualified provider or providers (collectively, the "Replacement Swap Provider") in order to terminate and replace the UBS Swaps; provided, however, that such any Replacement Swap Provider shall, among other things: (i) have a minimum credit rating of at least "AA-" from Standard & Poor's, "Aa-" from Moody's Investors Service or "AA-" from Fitch Ratings; (ii) agree to pay an amount sufficient to induce UBS AG to terminate the UBS Swaps; (iii) agree to pay to or reimburse the DRPA for any and all costs and expenses incurred by the DRPA (including the fees of financial advisors, co-bond counsel, qualified independent swap representatives and other professional advisors and counsel) in connection with the termination and replacement of the UBS Swaps and the execution and delivery of the Replacement Swap; and (iv) agree to enter into one or more Replacement Swaps with DRPA substantially upon the terms and provisions determined by the DRPA and its professional advisors, but in any event upon terms no less favorable than the terms and provisions set forth in the UBS Swaps.
RESOLVED: That, in the event that a Replacement Swap Provider has been identified and obtained in accordance with the procedures set forth in this Resolution, and that, based upon the proposal provided by the Replacement Swap Provider, the termination and replacement of the UBS Swaps has been determined advantageous by the Chief Executive Officer, with the advice of the Authority’s Chief Financial Officer, Financial Advisors and Co-Bond Counsel, the Chief Executive Officer is hereby authorized to execute and deliver any and all agreements, certificates, instruments and documents necessary or required to terminate the UBS Swaps; provided, however, that such termination shall not occur unless and until a written agreement has been entered into between the DRPA and the Replacement Swap Provider evidencing satisfaction of the minimum requirements set forth in this resolution related to: (i) the credit quality of the Replacement Swap Provider; (ii) the payment of any termination owed to UBS AG upon termination of the UBS Swaps by the Replacement Swap Provider; (iii) the payment to or reimbursement of costs and expenses incurred by DRPA in connection with the UBS Swaps termination and execution and delivery of the Replacement Swap; and (iv) the terms and provisions of the Replacement Swap; provided further, however, that the termination of the UBS Swaps shall satisfy the specific swap policy directives provided by Resolution DRPA-09-099. If the Chief Executive Officer is absent or unavailable, and if it is necessary to execute the said document(s) while the Chief Executive Officer is absent or unavailable, then the Chief Financial Officer shall execute such documents on behalf of DRPA.

RESOLVED: That, the Chief Executive Officer, with the advice of the Chief Financial Officer, Financial Advisors and Co-Bond Counsel, is hereby authorized to approve, execute and deliver the documents and instruments necessary to evidence any Replacement Swap provided that such Replacement Swap satisfy the minimum requirements set forth in this Resolution and shall further the specific swap policy directives provided by Resolution DRPA-09-099. If the Chief Executive Officer is absent or unavailable, and if it is necessary to execute the said document(s) while the Chief Executive Officer is absent or unavailable, then the Chief Financial Officer shall execute such documents on behalf of DRPA.

RESOLVED: That, pursuant to and in accordance with the Dodd–Frank Wall Street Reform and Consumer Protection Act (Pub.L. 111–203, H.R. 4173) (commonly known as the "Dodd-Frank Act"), in order for the DRPA to hereafter engage in any discussions and enter into agreements with swap and derivative dealers, major swap and derivative participants, and commercial entities who enter into swap and derivatives agreements, for the purpose of terminating, replacing and/or otherwise modifying any of
the DRPA's existing interest rate swaps, caps, collars, floors and other
derivative financial products (including, but not limited to, the UBS
Swaps and the Replacement Swap), the Board hereby authorizes and
approves the adoption of the written swap policy substantially in the
form attached to this Resolution as Exhibit "A ("Swap Policy"), with
such changes as shall be .

RESOLVED: That, in addition to the adoption of the Swap Policy, the Board hereby
authorizes, approves and directs the Chief Executive Officer, the Chief
Financial Officer and other necessary or required DRPA officers and
officials to execute and deliver, with the advice of the DRPA's Financial
Advisors and Co-Bond Counsel, any other certificates, documents,
agreements and instruments necessary or required to comply with any of
the protocols set forth in the Dodd-Frank Act as applied to the DRPA,
including, but not limited to certain protocols provided by the Dodd-
Frank Act.

SUMMARY: Amount: TBD
Source of Funds: General Fund, if any, to be reimbursed by
Replacement Swap Counterparty
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: UBS AG, Bank of America, N.A. and any
Replacement Swap Counterparty
EXHIBIT "A"

SWAP POLICY
I. INTRODUCTION

The purpose of this Swap Policy is to provide a policy for the Delaware River Port Authority's (the "Authority") use of the Authority's existing swaps, cap, floors, collars and other derivative financial products (collectively referred to herein as "swaps") in conjunction with the Authority's management of its debt.

The Chief Executive Officer has overall responsibility for swaps. Day-to-day management of swaps is the responsibility of the Chief Financial Officer. The Department of Finance and the Authority's General Counsel, with the advice of the Authority's professional advisors, coordinate their activities to ensure that all swaps that are entered into are in compliance with applicable federal, state, and local laws including, but not limited to, the recently enacted Dodd–Frank Wall Street Reform and Consumer Protection Act (Pub.L. 111–203, H.R. 4173) (commonly known as the "Dodd-Frank Act").

This policy will address the circumstances when swaps can be used, the risks that need to be evaluated prior to entering into swaps and on an ongoing basis after swaps have been executed, the guidelines to be employed when swaps are used, and how swap counterparties will be chosen. This policy will be reviewed annually and updated as needed.

II. AUTHORITY

The Authority has authority to enter into swaps under the Compact, its 1998 Revenue Bond Indenture and its various Port District Project Bond Indentures subject to certain limitation imposed by Resolution DRPA 09-099 adopted on December 28, 2009.

III. PROCEDURE

Before deciding to enter into a swap, the following questions should be answered in a written memo:

• Taking into consideration risks and rewards presented by the proposed transaction, is the transaction appropriate? In this analysis, include:
  o A statement of the purpose of the transaction and expected benefits;
  o A description of the transaction structure;
  o A description of the risks it presents; and
  o Any risk mitigation measures.

• What is the legal framework for the transaction? In this analysis, include:
• The legal framework for the transaction within the context of the Compact and New Jersey and Pennsylvania law;
• The Board resolution that will authorize the transaction;
• Relevant indenture and contractual requirements (including those contained in credit enhancement agreements); and
• Any implications of the transaction under federal tax law.

• How does the proposed transaction fit into Section IV "Permitted Uses" on page 3 of this policy?

• After the swap being contemplated has been executed, will the Authority remain within allowable guidelines set forth in Section V "Guidelines for Swaps" on pp. 3-4 of this policy?

• If the swap or the swap and associated bonds involve two variable interest rates, has the historical relationship been analyzed between the proposed indexes? How would the highest and lowest relationship over the last 10 years impact the budget if this were to occur again? How do these alternative scenarios compare with the expected outcome? Examples of this are a basis swap and a LIBOR based swap associated with tax-exempt bonds (see Basis Risk under Section VII "Risk Management" on pp. 5-6 of this policy).

• Will this transaction have any impact on areas where the Authority's capacity could be limited, either now or in the future, including the use of variable rate debt, bank liquidity facilities or letters of credit, and bond insurance?

• Does the Authority have the ability to handle the administrative burden imposed by the transaction, including budgeting, accounting, and financial reporting requirements?

• Is the swap structured to include a call option which would permit the Authority to terminate the swap within five years at no cost? What is the potential termination payment value using a two-standard deviation likelihood? How would the Authority pay for this termination payment if it had to terminate?

• Are the swap payments and/or the termination payments insured?

• Do the swap document terms address the three tiered approach to limit counterparty risk set forth in Section VI titled "Counterparty Credit Standards" on pp. 4-5 of the policy?

• Are there any potential effects that the transaction may have on the credit ratings of any Authority obligations assigned by the rating agencies?

• Is a callable swap available and what is the benefit of optionality in this swap?

The memorandum described above shall be completed by the Chief Financial Officer, with the advice and assistance of the Authority's "qualified independent representatives" (as such term is defined in the Dodd-Frank Act), if any, Co-Financial Advisors, Co-Bond Counsel and other
professional advisors, and shall be submitted to the Chief Executive Officer and members of the Finance Committee upon completion. Thereafter, the Chief Executive Officer, upon review of the memorandum and the recommendations provided therein, shall be provided sole discretion as to whether to enter into the swap described in such memorandum and the final terms and provisions thereof; provided, however, that the Chief Executive Officer shall report to the Finance Committee as to final determinations made relative to whether to enter into such swap and shall provide to the Finance Committee a clear description of the terms and provisions of the swap so entered.

IV. PERMITTED USES

Swaps must be shown to manage interest rate risk and/or cost of the related debt in order to be considered. The Authority shall not enter into swaps for purely speculative purposes. Permitted uses of swaps include:

- Managing the Authority's exposure to floating interest rates through interest rate swaps, caps, floors and collars;
- Locking in fixed rates in current markets for use at a later date through the use of forward starting swaps and rate locks;
- Reducing the cost of fixed or floating rate debt through swaps and related products to create "synthetic" fixed or floating rate debt; and
- Managing the Authority's credit exposure to financial institutions and other entities through the use of offsetting swaps.

Swaps or swaptions with associated upfront payments are not allowed unless there is a compelling argument that it is suitable under circumstances.

V. GUIDELINES FOR SWAPS

Swaps must be entered into prudently as they expose the Authority to risks as described in Section VII titled "Risk Management" on pp. 5-6. The most common type of swap is the floating to fixed rate interest rate swap which is associated with variable rate bonds.

Because of the risks related to issuing variable rate debt and swapping it to fixed rate which were highlighted during the global credit crisis of 2008 and 2009, the amount of hedged variable rate debt should be limited.

<table>
<thead>
<tr>
<th>Description</th>
<th>Target</th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount of Hedged Variable Rate Debt as a percentage of Total Debt</td>
<td>40% maximum</td>
</tr>
</tbody>
</table>
In the case where forward starting floating to fixed rate swaps have been entered into but the associated bonds have not been issued yet, the notional amount of the swap and the expected principal amount of the bonds should be taken into consideration. In addition, in the case of a swaption involving a floating-to-fixed rate swap which has not yet been exercised, the notional amount of the swaption should be included in the calculation of hedged variable rate debt.

In addition to floating to fixed rate swaps, there are other types of swaps including basis swaps, constant maturity swaps, and fixed-to-floating rate swaps. Because of the different types of swaps which can be entered into, it is important to limit the total notional amount of swaps. In the event that one swap directly offsets the cash flows and risks of another swap or swaps with the same counterparty, only the net amount that is not offset should be counted toward the limitation.

When available and economic, callable swaps should be strongly considered.

<table>
<thead>
<tr>
<th>Description</th>
<th>Target</th>
</tr>
</thead>
<tbody>
<tr>
<td>Notional Amount of Swaps as a percentage of Total Debt.</td>
<td>40% maximum</td>
</tr>
</tbody>
</table>

While 40% is the target, efforts should be made to keep this percentage well below this for bonds rated below the "A" category.

VI. COUNTERPARTY CREDIT STANDARDS

Swap products can create exposure to the creditworthiness of financial institutions that serve as the Authority's counterparties on swap transactions. To protect the Authority's interests in the event of a counterparty credit problem, the Authority will take a three tiered approach for any future swaps:

- Use of highly rated counterparties: Standards of creditworthiness, as measured by credit ratings and other factors as the Authority may judge to be appropriate, will determine eligible counterparties. As a general rule, the Authority will enter into transactions with counterparties whose obligations are rated in the double-A rated category or better from at least one nationally recognized rating agencies. In cases where the counterparty's obligations are rated based on a guarantee or specialized structure to achieve the required credit rating, the Authority shall thoroughly investigate the nature and legal structure of the guarantee or structure in order to determine that it fully meets the Authority's requirements.

- Collateralization on downgrade: If counterparty's credit rating is downgraded below the double-A rating category, the Authority shall require that its exposure be collateralized. Exposure should be collateralized at a zero threshold if the counterparty is downgraded to "A-" or "A3".
• Termination: If a counterparty's credit is downgraded below the "A" category, even with collateralization, the Authority may exercise a right to terminate the transaction prior to its scheduled termination date. The Authority will seek to require that terminations triggered by a counterparty credit downgrade will occur on the side of the bid-offer spread which is most beneficial to the Authority, and which would allow the Authority to go back into the market to replace the downgraded party with another suitable counterparty at no out-of-pocket cost to the Authority.

In addition to the above three-tiered approach, the Authority's swap counterparties will be required to notify the Authority in the event a credit agency takes negative action with regard to the counterparty's credit rating, including both an actual downgrading of the credit rating as well as the publication of a notice by a rating agency that the counterparty's rating is in jeopardy of a downgrading (i.e. being placed on Negative Credit Watch or being assigned a Negative Outlook).

In order to limit the Authority's counterparty risk, the Authority will seek to avoid excessive concentration of exposure to a single counterparty or guarantor by diversifying its counterparty exposure over time. Aggregate swap termination value for each counterparty should take into account netting of offsetting transactions (i.e., fixed-to-floating and floating-to-fixed). The Authority may require regular mark-to-market valuations of swaps they have entered into from the appropriate counterparties.

VII. RISK MANAGEMENT

Among the risks that the Authority will track, evaluate, and seek to mitigate are:

• Counterparty Risk: The risk of a failure of one of the Authority's swap providers to perform as required under a swap contract (See above Section VI "Counterparty Credit Standards").

• Termination Risk: The risk that a swap may be terminated prior to its scheduled maturity due to factors outside the Authority's control. Swaps shall have provisions which permit the Authority to terminate at no cost after a predetermined period, generally five years. Any longer period must be justified and an analysis must be undertaken to confirm the value of the longer call protection is appropriate.

• Interest Rate Risk: The risks that the Authority's debt service costs associated with variable rate debt increase and negatively affect the budget, coverage ratios, and cash flow margins. Variable rate debt exposure may be created by a swap from fixed to floating. The interest rate risk presented by such a swap may increase as interest rates increase generally.

• Basis Risk: The risk that the floating rate received on the swap fails to offset the floating rate on the underlying bonds. Because swaps are generally based on a floating rate index, the chosen index should correlate with the floating rate on the bond, but may
not correlate exactly or at all times as we have seen with recent market events. This risk is heightened with LIBOR based swaps as this introduces "tax-risk" - the risk of a mismatch between the floating rate on the tax-exempt debt and the taxable index LIBOR. In addition to heightened volatility between the tax-exempt and taxable indexes, a change in tax law could impact a LIBOR based swap. Basis risk is also present in a basis swap where there are two variable interest rates in the same swap. The degree of risk should be valued in comparison to the degree of benefit provided.

- Amortization Risk: The risk presented by a mismatch between the term of the swap or the notional amount of the swap and the term or principal amount of the underlying bonds being hedged by the swap.

- Bank Facility Rollover Risk: When a swap is used in conjunction with puttable floating rate debt, such as variable rate demand bonds, bank facility rollover risk exists if the term of a needed bank liquidity facility or letter of credit on the debt is shorter than the term of the swap which is most often the case. In this situation, the Authority is at risk to both the availability and the price of successive bank facilities.

VIII. SWAP MONITORING

The Authority will monitor the swaps it has entered into by regularly evaluating the above risks. A summary of key terms of the agreements will be kept at the Chief Financial Officer's office. This will include notional amounts, interest rates, maturity dates, and relevant credit terms including additional termination events. A monthly report will be prepared by the Authority's swap advisor containing mark-to-market values, the amount of exposure that the Authority has to each counterparty as measured by aggregate mark-to-market value netted for any offsetting transactions, and the credit ratings for each counterparty (or guarantor, if applicable).

IX. METHOD OF PROCUREMENT

The Authority will choose counterparties for entering into swap contracts on either a negotiated, invited, or competitive basis. As a general rule, the Authority will use a competitive or invited selection process whenever the product is relatively standard or if it can be broken down into standard components. An invited procurement is a solicitation of bids from a prequalified pool of counterparties who meet the credit requirements of the Authority and have approved swap agreements with the Authority. Negotiated procurement may be used for original products or for original ideas of applying a specified product to a Authority need, or where the particular facts of the transaction demonstrate that negotiation is in the best interests of the Authority and such a finding is made.

However, all effort should be made to choose counterparties on a competitive or invited basis. To provide safeguards on all swap transactions, the Authority should secure outside professional advice to assist in the process of structuring, documenting, and pricing the transaction, and to verify that a fair price was obtained. In any negotiated transaction, the counterparty shall be
required to disclose all payments to third parties (including lobbyists, consultants, and attorneys) who had any involvement in assisting the counterparty in doing business with the Authority. In addition, the counterparty will be required to disclose its aggregate spread from the mid-market level and the Authority’s swap advisor will be asked to provide separate verification of this, including an estimate of dealer profit.

X. DODD-FRANK ACT AND RELATED SWAP REGULATION

Each swap advisor selected by the Authority shall meet the following requirements to be a "Qualified Independent Representative" pursuant to Commodity Futures Trading Commission ("CFTC") Regulation 23.450, as amended or interpreted by the CFTC, and any comparable requirements set forth by the CFTC or other regulators (collectively, the "Qualified Independent Representative Requirements"). Each of the Authority's swap advisors shall:

(i) have sufficient knowledge to evaluate the swap transaction and risks;
(ii) not be subject to a statutory disqualification (under the Commodity Exchange Act);
(iii) be independent of the Authority's relevant swap counterparty within the meaning of CFTC Regulation 23.450(c);
(iv) undertake a duty to act in the best interests of the Authority;
(v) make appropriate and timely disclosures to the Authority of compensation and all material conflicts of interest that would be sufficient to permit the Authority to assess the conflict and take steps to mitigate it;
(vi) evaluate the fair pricing and the appropriateness of the swap transaction; and
(vii) in addition to any limitations imposed by Authority regulations or laws, be subject to restrictions on certain political contributions that may be imposed by the CFTC, the United States Securities and Exchange Commission (the "SEC"), or a self-regulatory organization subject to jurisdiction of the CFTC or the SEC.

The Authority shall undertake annual monitoring of each swap advisor's performance consistent with the Qualified Independent Representative Requirements and confirm that the particular swap advisor or advisors retained by the Authority in connection with any swap transaction reasonably appear to satisfy the Qualified Independent Representative Requirements. In undertaking the foregoing, the Authority may take into account any report or other documentation provided by a swap advisor regarding its satisfaction of the Qualified Independent Representative Requirements.

The Authority shall obtain and maintain a "legal entity identifier" or such other entity identifier as shall be provided by the CFTC from time to time. Pursuant to CFTC Final Rule Swap Data Recordkeeping and Reporting Requirements: Pre-Enactment and Transition Swaps, 77 Fed. Reg. 35200 (June 12, 2012) and CFTC Final Rule Swap Data Recordkeeping and Reporting Requirements, 77 Fed. Reg. 2136 (January 13, 2012), the Authority shall keep full, complete and systematic records, together with all pertinent data and memoranda, relating to (a) the final primary business and legal terms, (b) the final confirmation, (c) any valuation, and (d) any modification, amendment, termination or novation (collectively, "Modifications") of each swap.
In order to comply with the foregoing, and subject to any future changes in law or interpretations, the Authority shall keep copies of: (i) documents and correspondence memorializing final swap terms prepared prior to the execution of a written swap confirmation for the applicable swap, (ii) swap agreements (including all schedules, annexes and confirmations) and any related transaction documents (such as fairness opinions, legal opinions, hedge identification certifications and closing certificates), (iii) valuations prepared by the swap counterparty or the Authority's swap advisor during the term of the swap, (iv) documents of the type set forth in the preceding clauses (i), (ii) and (iii) with respect to any Modification, and (v) all agreements, representation letters and information provided in response to a request from a swap counterparty related to the swap counterparty's compliance with CFTC or similar swap regulations (collectively, the "Swap Information"). The Authority shall keep the Swap Information with respect to each swap throughout the life of the swap and for a period of at least five years following the final termination of the swap (in either electronic or paper form so long as the information is retrievable within five business days). The Authority shall maintain in such records any unique swap identifiers assigned by the Authority's swap counterparties.

X. FINANCIAL ACCOUNTING AND REPORTING

The Authority will comply with any and all Governmental Accounting Standards Board ("GASB") standards for reporting swaps and derivatives on its financial statements.
SUMMARY STATEMENT

ITEM NO.: DRPA-14-117  SUBJECT: Consent Agreement for Admiral Wilson Plaza Shopping Center Project

COMMITTEE: Finance

COMMITTEE MEETING DATE: September 12, 2014

BOARD ACTION DATE: September 18, 2014

PROPOSAL: That the Board authorizes staff to grant consent to Camden Renaissance Associates, LLC to permit them to submit site plan applications to the City of Camden and County of Camden planning boards for the development and construction of the proposed Admiral Wilson Plaza shopping center on approximately 22 acres of property located at the intersection of South 17th Street & the Admiral Wilson Boulevard in Camden, New Jersey.

PURPOSE: The project developer, Camden Renaissance Associates, LLC, is seeking approval to construct Admiral Wilson Plaza. The shopping center will be anchored by the first ShopRite supermarket ever approved in the city of Camden and will also include other commercial and retail uses.

BACKGROUND: The DRPA owns approximately 9 acres of the 22 acres that comprise the development site. The Authority’s consent to permit Camden Renaissance Associates, LLC to file applications for development is not an agreement by the Authority to sell the Property to them or any other party and the receipt of development approvals does not obligate the Authority to sell the property to any party. The Authority remains free to enter into an agreement to sell the property to any party subject to approval by the Board.

The Admiral Wilson Plaza project represents an important step in the improvement of the quality of life of Camden residents, bringing fresh food and other goods and services directly into the area. The plaza will serve the local population as well as commuters in the area. The plaza is projected to create 400 construction jobs, 320 new full and part time jobs and approximately $1.5 million in new tax revenue to the City of Camden and the State of New Jersey.
<table>
<thead>
<tr>
<th>SUMMARY:</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount:</td>
<td>N/A</td>
</tr>
<tr>
<td>Source of Funds:</td>
<td>N/A</td>
</tr>
<tr>
<td>Capital Project #:</td>
<td>N/A</td>
</tr>
<tr>
<td>Operating Budget:</td>
<td>N/A</td>
</tr>
<tr>
<td>Master Plan Status:</td>
<td>N/A</td>
</tr>
<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>N/A</td>
</tr>
</tbody>
</table>
RESOLUTION

RESOLVED: That the Board authorizes staff to grant consent to Camden Renaissance Associates, LLC to permit them to submit site plan applications to the City of Camden and County of Camden planning boards for the development and construction of the proposed Admiral Wilson Plaza shopping center on approximately 22 acres of property located at the intersection of South 17th Street & the Admiral Wilson Boulevard in Camden, New Jersey; and be it further

RESOLVED: The Authority’s consent to permit Camden Renaissance Associates, LLC to file applications for development is not an agreement by the Authority to sell property owned by the Authority to them or any other party and the receipt of development approvals does not obligate the Authority to sell property to any party. The Authority remains free to enter into an agreement to sell property it owns to any party subject to approval by the Board; 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></th>
<th>N/A</th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount</td>
<td>N/A</td>
</tr>
<tr>
<td>Source of Funds</td>
<td>N/A</td>
</tr>
<tr>
<td>Capital Project #</td>
<td>N/A</td>
</tr>
<tr>
<td>Operating Budget</td>
<td>N/A</td>
</tr>
<tr>
<td>Master Plan Status</td>
<td>N/A</td>
</tr>
<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>N/A</td>
</tr>
</tbody>
</table>
Exhibit A
CONSENT OF PROPERTY OWNER

Application: Site Plan application to the City of Camden Planning Board and the County of Camden Planning Board by Camden Renaissance Associates, LLC ("Applicant") seeking approval to construct a shopping center on property identified as Block 1198 Lot 1; Block 1201, Lot 1; Block 1208, Lot 3 & 4; Block 1209, Lot 4; and Block 1212, Lot 1 on the Tax Maps of the City of Camden.

Block 1212, Lot 1 is owned by the Delaware River Port Authority ("Owner"). Owner consents to the Applicant’s filing of all applications necessary for the proposed development of the subject property, as outlined below and with the understanding that this consent may be withdrawn at the sole discretion of the Owner. Owner further consents to the inspection of this property in connection with this application as deemed necessary by the governmental agency, provided that Applicant shall restore the subject property to its pre-inspection condition in the event that said inspections are invasive or disturb the subject property in any way.

The Applicant is advised that this consent to file applications for development is not an agreement by the Owner to sell the Property to the Applicant, the receipt of development approvals does not obligate the Owner to sell the property to the Applicant, and Owner remains free to enter into an agreement to sell the property to any party pursuant to an agreement approved by Owner’s Board. Applicant understands that Owner may grant rights similar to those granted hereunder to any other prospective purchaser. Further, Applicant shall advise all governmental agencies having jurisdiction over the land development approval and permitting process of the terms of this Consent.

Applicant shall indemnify and hold harmless the Owner, its employees, board members, and agents of any kind from and against any and all liability or claims thereof brought against Owner, its employees, board members and/or agents of any kind by any person as a result of Applicant’s acts or omissions in any manner deriving from or related to this Consent.

The rights granted hereunder may be terminated at any time by Owner upon fifteen (15) days written notice to Applicant or if Owner enters into an agreement to sell the subject property to another party.

______________________________  ________________________________  ________________________________
Date                             Signature                               Print Name & Title
NEW BUSINESS
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>SHI International Corp., Somerset, NJ</td>
<td>Purchase of additional Micro Focus Cobol Server licenses to match hardware specifications. This software supports the Banner application.</td>
<td>$97,220.09</td>
<td>In accordance with PA COSTARS Contract #006-124.</td>
<td>1. SHI International Corp. Somerset, NJ</td>
<td>1. $97,220.09</td>
<td>Revenue Fund</td>
</tr>
<tr>
<td>2</td>
<td>Daktronics, Inc., Brookings, SD</td>
<td>Replacement of Variable Message Signs at the Benjamin Franklin Bridge.</td>
<td>$58,209.00</td>
<td>Sole Source Provider, see attached Sole Source Justification Memo marked Exhibit “1”</td>
<td>1. Daktronics, Inc. Brookings, SD</td>
<td>1. $58,209.00</td>
<td>General Fund</td>
</tr>
</tbody>
</table>
MEMORANDUM: PURCHASES GREATER THAN $25,000

DELaware RIVER PORT AUTHORITY
of Pennsylvania and New Jersey

TO: James White, Acting Chief Financial Officer
John T. Hanson, CEO-DRPA/President-PATCO

FROM: V. Bradford / Dennis Moore, Division Director/Project Manager: BFB Bridge Operations

SUBJECT: SOLE SOURCE APPROVAL - Daktronics CMS / VF2420 Series LED Sign

PURCHASE REQUISITION: R85888

DATE: August 19, 2014

Background:

This is a Approved 2014 Capital Project #A14008 for Replacement of the old amber Variable Message Sign at Philadelphia Monument with a New Color VMS Sign. The existing sign VMS component boards have failed resulting in a partially distorted VMS display and parts are difficult to obtain. The new sign would be connected to the Fiber Optic Network for message programming from Police or BFB Management as well as localized programming.

Justification for Proprietary/Sole Source:

While Bridge Operations was recently coordinating manufacturer requirements before procurement, it was determined by IS Dept. that they requested compatibility with Daktronics who manufactured the VMS Signs used at the WWB as a standard. The WWB Daktronics VMS were selected during a major WWB Engineering Project. Due to configuration and management software and VMS controls and its technology environment, IS indicates that any new permanent VMS signs brought into DRPA environment must be Daktronics. IS Dept. has found that installation of a different brand does not assure integration compatibility with Daktronics System and leads to inability to take full advantage of equipment capabilities and can furthermore result in multiple software protocols and licensing cost.

Cost:

$39,000.00 - 2014 Capital Funding Schedule A #A14008 & $21,000.00 Reallocated from #T12009 for a new total funding of $60,000.00 for #A14008

A14008

[Signatures]

James White, CFO
John T. Hanson, CEO-DRPA/President-PATCO
SUMMARY STATEMENT

ITEM NO.: DRPA-14-119                        SUBJECT: Outside Employment

COMMITTEE: New Business

COMMITTEE MEETING DATE: N/A

BOARD ACTION DATE: September 18, 2014

PROPOSAL: That the Board evaluate outside employment, as required for employees Director level and above, for the attached list.

PURPOSE: The purpose is to evaluate outside employment for potential conflicts with employment at DRPA/PATCO that may reduce an employee’s efficiency in performing work for the DRPA/PATCO or which would involve an employment relationship with a contractor, vendor or other organization that transacts significant business with the DRPA/PATCO.

BACKGROUND: The Reform Resolutions passed by the Board require that all employment or compensation received by Director level employees or above is approved by the Board. This reform resolution was passed in October 2012, 10-052.

SUMMARY: Amount: $0
Source of Funding: N/A
Operating Budget: N/A
Capital Project #: N/A
Master Plan Status: N/A
Other Fund Sources: N/A
RESOLUTION

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority hereby authorizes the outside employment of:
Kristen Mayock
Michael Conallen
John Stief
William Shanahan
Michael Venuto
Thomas Rafferty

SUMMARY: Amount: $0
Source of Funding: N/A
Operating Budget: N/A
Capital Project #: N/A
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: N/A
Other Parties Involved: N/A
List of Employees seeking approval for outside employment:

Kristen Mayock – Public Service – Prior approval granted by DRPA-13-053 adopted 4-17-13

Michael Conallen – Military – Prior approval granted by Board Vote adopting Chief Executive Officer’s Recommendation adopted 12-12-12

Jack Stief – Family Business – Prior approval granted by DRPA-13-078B adopted 7-17-13

William Shanahan – Education/Military – Prior approval granted by Board Vote adopting Chief Executive Officer’s Recommendation adopted 12-12-12

Michael Venuto – Education – Prior approval granted by DRPA-13-078A adopted 7-17-13

Thomas Rafferty – Non-Conflict Consulting
SUMMARY STATEMENT

ITEM NO. DRPA-14-120

SUBJECT: Easement to City of Philadelphia for Gas Main Installation along Hedley Street

COMMITTEE:

New Business

COMMITTEE MEETING DATE:

N/A

BOARD ACTION DATE:

September 18, 2014

PROPOSAL:

That the Board authorizes staff to negotiate an easement with the City of Philadelphia for the installation of a gas main along a section of Hedley Street which is currently situated on DRPA property.

Amount: N/A

Contractor: N/A

Other Bidders: N/A

Engineers Estimate: N/A

PURPOSE:

To enter into an agreement with the City of Philadelphia permitting its contractors, consultants, agents, employees and other representatives to access and utilize DRPA property and real estate for installation and maintenance of a gas main along a section of Hedley Street.

BACKGROUND:

The city of Philadelphia is requesting permission to install a proposed 6” gas main along a section of Hedley Street, which is currently DRPA’s property. This work will be done as part of the City of Philadelphia’s current Delaware Avenue Extension Project. The installation of the gas main is time sensitive because it is the only feed for Veolia, a business at Hedley Street and Delaware Avenue. Their gas service has been disconnected and they are operating on bottled gas deliveries. In order to restore their gas service before the heating season the City must modify its original plan of bringing gas service down Delaware Avenue from Orthodox Street. The City of Philadelphia is seeking to extend the existing gas service on Hedley Street from Balfour Street straight down to the Veolia property.

Specifically, the City is requesting to re-route the proposed 6” gas main through the portion of Hedley Street currently owned by DRPA
SUMMARY STATEMENT

Easement to City of Philadelphia
for Gas Main Installation along
Hedley Street

between Balfour and the Conrail crossing at Carbon Street. This will enable the City to restore gas service to Veolia at 3100 Hedley Street and avoid a shutdown of their business at the beginning of the heating season. The City is currently preparing a plan of the installation for DRPA’s approval. The proposed gas main will be PGW’s standard 6” plastic pipe installed in an open cut trench. The trench will then be properly restored. The main itself will be owned by PGW and the City of Philadelphia will ensure proper maintenance.

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
Estimated Number of Jobs Supported: N/A
RESOLUTION

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority, accepts the recommendation of staff to negotiate an easement with the City of Philadelphia for the installation of a gas main along Hedley Street DRPA property. The City of Philadelphia and PGW are responsible for the installation cost of the gas main and for any future service, maintenance and if required future removal/demolition 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: 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
Estimated Number of Jobs Supported: N/A
DELAWARE RIVER
PORT AUTHORITY
&
PORT AUTHORITY TRANSIT CORP.

September 18, 2014 Board Meeting

Thursday, September 18, 2014
Friends Meeting House
320 Arch Street
Philadelphia, PA
9:00 a.m.

John Hanson, Chief Executive Officer
PATCO BOARD
1. Roll Call

2. Report of the General Manager

3. Approval of August 20, 2014 PATCO Board Meeting Minutes

4. Monthly List of Payments – Covering Month of August 2014


7. Approval of Operations & Maintenance Committee Minutes of September 3, 2014

8. Adopt Resolutions Approved by Operations & Maintenance Committee of September 3, 2014

   - PATCO-14-035 Woodcrest Station Shredding
   - PATCO-14-036 PATCO Upgrade to Automated Fare Collection System Central Computer Systems
   - PATCO-14-037 Hardwiring Security Cameras, Emergency Call Boxes and Parking Lot Fare Gates at Haddonfield Station
   - PATCO-14-038 PATCO/SEPTA Vertical Transportation Equipment Support Project – Settlement Agreement

9. Unfinished Business

10. New Business

   - PATCO-14-039 Consideration of Pending PATCO Contracts (Between $25,000 and $100,000)

11. Adjournment
GENERAL MANAGER’S REPORT
To the Commissioners:

The following is a summary of recent PATCO activities, with supplemental information attached.

HIGHLIGHTS

Bridge Track Rehab Schedule – Beginning Monday, August 4, PATCO provided its traditional frequent service, complete with Express trains alternating with Woodcrest Locals for morning commuters on Mondays through Thursdays as we returned the south track to service. Customers expressed their appreciation for this return to the high level of service our customers expect.

As we moved toward the next phase of the bridge track rehab project, the north track 24/7 outage, PATCO distributed new schedules that would become effective on August 22. This schedule offers significantly improved service over that which was possible in June and July when the south track was out of service. Use of the south track enables us to reduce the number and length of the gaps in service during peak times on weekdays, provide trains every 15 minutes on weekdays between peak periods, and to improve the Saturday schedule with trains every 20 minutes.

Escalators / Elevators – Elevator availability for the month of August was 98.5%. The project to replace the four oldest escalators is progressing, with work continuing on the escalator at 15th/16th & Locust Street Station and the “down” escalator at Woodcrest Station. The availability of the 12 escalators not under construction was 96.7%.

Parking Improvements – The parking project at Ferry Avenue has been completed. The new parking lot expansion at Collingswood Station is now available to our customers, and work continues on the other Collingswood lots.
FINANCE

PATCO Income year to date (through 7/31/14) amounted to $15,477,994 compared with a Budget Anticipated Income of $15,535,293, a favorable variance of $57,299 or 0.37%.

Operating expenses during July 2014 amounted to $3,818,742, compared with a Budget Anticipated Expense of $3,864,017, a favorable variance of $45,275 or 1.17%. Year to date expenses totaled $27,209,016, compared with a Budget Anticipated Expense of $27,352,202, a favorable variance of $143,186 or 0.52%.

During the month of July, 2014, PATCO experienced a Net Operating Loss (excluding rental and non-recurring charges) of $1,609,150. The cumulative Net Operating Loss (excluding rental and non-recurring charges through 7/31/14) totaled $11,731,022. Total Cumulative Loss year to date (including Lease Rental charges) equaled $15,302,187.

Net Transit Loss (including lease expense) for the month ending 7/31/14 was $2,119,317.

The passenger count for the month of July 2014 totaled 843,410, a decrease of 47,719 (-5.35%) when compared to July 2013. Ridership for the year to date as of 7/31/14 totaled 5,842,823, a decrease of 353,143 (-5.70%) when compared to the same period of 2013.

<table>
<thead>
<tr>
<th>Through July 31, 2014</th>
<th>2014 Budget</th>
<th>2014 Actual</th>
<th>Variance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Income</td>
<td>$15,535,293</td>
<td>$15,477,994</td>
<td>$57,299</td>
</tr>
<tr>
<td>Expenses</td>
<td>$27,352,202</td>
<td>$27,209,016</td>
<td>$143,186</td>
</tr>
<tr>
<td>Operating Ratio</td>
<td>.568</td>
<td>.5689</td>
<td></td>
</tr>
<tr>
<td>Passengers</td>
<td>6,052,712</td>
<td>5,842,823</td>
<td>209,889</td>
</tr>
<tr>
<td>Car Miles</td>
<td>2,721,799</td>
<td>2,620,603</td>
<td>101,196</td>
</tr>
</tbody>
</table>

PERSONNEL TRANSACTIONS

The following personnel transactions occurred in August, 2014:

<table>
<thead>
<tr>
<th>NAME</th>
<th>POSITION</th>
<th>DEPT.</th>
<th>DATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>APPOINTMENT(S)</td>
<td>None</td>
<td></td>
<td></td>
</tr>
<tr>
<td>APPOINTMENT(S) – TEMPORARY</td>
<td>None</td>
<td></td>
<td></td>
</tr>
<tr>
<td>PROMOTION(S)</td>
<td>None</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
TEMPORARY ASSIGNMENT TO HIGHER CLASSIFICATION

Carmella Monteleone  From: Administrative Secretary  To: Acting, Administrative Coordinator
Safety  Safety  8/07/14 – 2/07/15

William B. Shaw  From: Technical Supervisor, Electrical Systems  To: Acting, Director
Way & Power  Way & Power  8/30/14 – 10/31/14

TRANSFER(S) - None

RESIGNATION(S) - None

RETIREMENT(S)

Michael C. Finegan  Safety Specialist  8/01/14
David J. Rosser  Safety Specialist  8/12/14

PURCHASING & MATERIAL MANAGEMENT

During the month of August, 150 purchase orders were issued with a total value of $3,627,635. Of the $58,909 in monthly purchases where minority vendors could have served PATCO needs, $8,446 was awarded to MBEs and $9,734 to WBEs. The $18,180 total MBE/WBE purchases represent 0.5% of the total spent and 30.8% of the purchases available to MBE/WBEs. The storeroom completed 3,575 transactions in August; book value of inventory on hand at the end of the month was $5,875,862.

TRANSIT SERVICES

The on-time performance for the 4,860 scheduled trips in August was 95.07%. Thirty-six percent (36%) of the incidents involved equipment issues, but again this month not one incident involved lack of equipment available to run the schedule. Approximately 50% of the late trains and annulments in August were the result of track signal problems on the south track.
MAINTENANCE

The following significant maintenance items were progressed in June:

- Thirty (30) rebuilt motors are available for installation as needed. Thirty-four (34) motors are at vendors for repair with twenty-three (23) other motors awaiting shipment to vendors.
- Twenty-five (25) trucks have been assembled year to date. Gearboxes are the critical item determining the rate of truck overhaul.
- Zero (0) rebuilt gearboxes are available at this time. Of the sixteen (16) gearboxes sent to two vendors for rebuild under emergency purchase orders, fourteen (14) have been received and installed in trucks. Two (2) have been returned to the vendor for warranty repair. Sixty-three (63) other gearboxes are at vendors for rebuild and six (6) are awaiting shipment to vendors.
- As of August 26, the car wash was returned to service and eighteen (18) exterior washes were completed at the end of the month. To perform optimally, the system still requires replacement of a gearbox, but we returned the system to service while we await factory confirmation of the part.
- Interior heavy cleaning was performed on thirty-five (35) cars.
General Manager’s Report – August - for September 18, 2014 Board Meeting

- Four married pairs of overhauled cars are on site. Alstom continues with conditional testing of cars on the mainline.
- The overhauled cars will have on-board cameras. We are establishing protocols for acquiring and archiving the recordings.
- Support services were provided as required for the following projects:
  - Car Overhaul
  - Track Rehab across Ben Franklin Bridge – provided flagging, scheduling, guidance and coordination, as well as the installation and operation of push-button switch, allowing contractor equipment on and off mainline tracks to and from Camden storage
  - Ben Franklin Bridge Track Structure Inspections and Repair – provided flagging, scheduling, and guidance
  - Provided troubleshooting and repairs to defective track circuits during single tracking, as well as hand-signaling trains through associated red signals
  - 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 installation of a BDA for Lindenwold Shop
  - 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
- Repaired security fencing as needed
- Completed interim repairs on Westmont viaduct, Track 1 and began interim repairs on Track 2

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 – August - for September 18, 2014 Board Meeting

<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>82.6%</td>
<td>-7.4%</td>
<td>U</td>
</tr>
<tr>
<td>Elevators (11)</td>
<td>97%</td>
<td>98.5%</td>
<td>+1.5%</td>
<td>F</td>
</tr>
<tr>
<td>Escalators (12)**</td>
<td>90%</td>
<td>96.7%</td>
<td>+6.7%</td>
<td>F</td>
</tr>
</tbody>
</table>

* Work continues on the escalator from platform to concourse at 15th/16th & Locust Street Station and on the down escalator from the eastbound platform to lobby level at Woodcrest Station.

** The availability of the 12 escalators not under construction was 96.7%, a favorable variance of 6.7%.

Respectfully submitted,

John D. Rink
General Manager
## PORT AUTHORITY TRANSIT CORPORATION
### 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>
</tr>
</thead>
<tbody>
<tr>
<td>Operating</td>
<td>2,077,210</td>
<td>1,908,931</td>
<td>2,149,324</td>
<td>2,197,350</td>
<td>2,160,463</td>
<td>2,084,769</td>
<td>2,126,657</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Non-Operating</td>
<td>55,079</td>
<td>42,274</td>
<td>51,331</td>
<td>41,724</td>
<td>450,817</td>
<td>49,136</td>
<td>82,935</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Total Income-Pd</td>
<td>2,132,289</td>
<td>1,951,205</td>
<td>2,200,655</td>
<td>2,239,074</td>
<td>2,611,260</td>
<td>2,138,899</td>
<td>2,215,592</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Total Income-YTD</td>
<td>4,083,454</td>
<td>6,284,149</td>
<td>8,623,223</td>
<td>11,134,503</td>
<td>13,289,402</td>
<td>15,477,694</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Total Oper INC-Pd</td>
<td>2,077,210</td>
<td>1,908,931</td>
<td>2,149,324</td>
<td>2,197,350</td>
<td>2,160,463</td>
<td>2,084,769</td>
<td>2,126,657</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Total Oper INC-YTD</td>
<td>3,986,141</td>
<td>6,135,465</td>
<td>8,332,815</td>
<td>10,483,278</td>
<td>12,578,047</td>
<td>14,704,704</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

### EXPENSES

| Way & Power | 1,022,614 | 1,056,257 | 1,039,215 | 825,640 | 1,061,059 | 804,783 | 796,658 | 0 | 0 | 0 | 0 | 0 |
| Equipment | 544,004 | 603,824 | 630,820 | 439,504 | 644,816 | 510,533 | 475,343 | 0 | 0 | 0 | 0 | 0 |
| Transportation | 1,279,754 | 1,325,339 | 1,277,618 | 1,209,629 | 1,634,845 | 1,183,798 | 1,298,087 | 0 | 0 | 0 | 0 | 0 |
| Administration | 336,388 | 399,208 | 470,245 | 383,045 | 467,313 | 302,264 | 306,844 | 0 | 0 | 0 | 0 | 0 |
| Purchased Power | 433,366 | 524,937 | 453,948 | 419,501 | 333,658 | 345,969 | 375,417 | 0 | 0 | 0 | 0 | 0 |
| Ins & Claims | 388,889 | (112,441) | 110,854 | 624,478 | 109,981 | 235,546 | 476,303 | 0 | 0 | 0 | 0 | 0 |
| Sub-Total-Pd | 4,004,815 | 3,857,124 | 3,988,700 | 3,901,857 | 4,251,492 | 3,366,287 | 3,818,742 | 0 | 0 | 0 | 0 | 0 |
| Sub-Total-YTD | 7,861,939 | 11,850,639 | 15,752,496 | 20,003,688 | 23,390,724 | 27,209,016 | 0 | 0 | 0 | 0 | 0 | 0 |
| OPEB Accrual-Pd | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| OPEB Accrual-YTD | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Rent-DRPA-Pd | 510,163 | 510,167 | 510,167 | 510,167 | 510,167 | 510,167 | 0 | 0 | 0 | 0 | 0 | 0 |
| Rent-DRPA-YTD | 1,020,330 | 1,530,497 | 2,040,664 | 2,550,831 | 3,060,986 | 3,571,165 | 0 | 0 | 0 | 0 | 0 | 0 |
| Total Expenses-Pd | 4,514,978 | 4,367,291 | 4,498,667 | 4,412,024 | 4,761,659 | 3,896,454 | 4,320,809 | 0 | 0 | 0 | 0 | 0 |
| Total Expenses-YTD | 8,882,269 | 13,381,136 | 17,789,410 | 22,554,819 | 26,451,273 | 30,760,182 | 0 | 0 | 0 | 0 | 0 | 0 |
| Passengers-PD | 619,466 | 761,198 | 852,329 | 876,394 | 861,708 | 528,298 | 643,410 | 0 | 0 | 0 | 0 | 0 |
| Passengers-YTD | 1,580,684 | 2,433,013 | 3,309,407 | 4,171,115 | 4,999,413 | 5,842,023 | 0 | 0 | 0 | 0 | 0 | 0 |
| Oper Rev / Pass-Pd | 2.5346 | 2.5078 | 2.5217 | 2.5073 | 2.5072 | 2.5169 | 2.5215 | 0 | 0 | 0 | 0 | 0 |
| Oper Rev / Pass-YTD | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Oper Exp / Pass-Pd | 4.857 | 5.0672 | 4.6768 | 4.4224 | 4.9338 | 4.0382 | 4.5277 | 0 | 0 | 0 | 0 | 0 |
| Oper Exp / Pass-YTD | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Car Miles-Pd | 436,080 | 406,838 | 421,914 | 386,288 | 356,027 | 299,342 | 314,114 | 0 | 0 | 0 | 0 | 0 |
| Car Miles-YTD | 842,918 | 1,224,312 | 1,651,120 | 2,067,147 | 2,306,488 | 2,820,803 | 0 | 0 | 0 | 0 | 0 | 0 |
| Oper Rev / CM-PD | 4.7834 | 4.6821 | 5.0942 | 5.6884 | 5.5853 | 8.5545 | 5.7703 | 0 | 0 | 0 | 0 | 0 |
| Oper Rev / CM-YTD | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Oper Exp / CM-PD | 9.1837 | 9.4539 | 10.1998 | 10.1099 | 11.9415 | 11.3124 | 12.1572 | 0 | 0 | 0 | 0 | 0 |
| Oper Exp / CM-YTD | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Avg Rev / Pass-YTD | 2.602 | 2.5634 | 2.5829 | 2.5755 | 2.6569 | 2.654 | 2.6491 | 0 | 0 | 0 | 0 | 0 |
### Port Authority Transit Corporation
#### Analysis of Budgeted/Actual Income - Year 2014
#### 7th Accounting Period Ending
#### July 31, 2014

<table>
<thead>
<tr>
<th>Income</th>
<th>2014 Budget</th>
<th>Current Budget</th>
<th>Actual</th>
<th>Variance</th>
<th>Year-To-Date Budget</th>
<th>Actual</th>
<th>Variance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gross Passenger Revenue</td>
<td>$24,546,610</td>
<td>$2,127,170</td>
<td>$2,054,610 ($72,560)</td>
<td>-3.41%</td>
<td>U $14,556,772</td>
<td>$14,217,046 ($339,726)</td>
<td>-2.33%</td>
</tr>
<tr>
<td>Smart Card Sales</td>
<td>93,600</td>
<td>7,800</td>
<td>8,950 ($1,150)</td>
<td>14.74%</td>
<td>F $54,600</td>
<td>$57,100</td>
<td>$2,500</td>
</tr>
<tr>
<td>Less: Transfers</td>
<td>$52,210</td>
<td>4,524</td>
<td>4,061 (463)</td>
<td>10.23%</td>
<td>F $30,960</td>
<td>$30,226</td>
<td>734</td>
</tr>
<tr>
<td>Net Passenger Revenue</td>
<td>$24,588,000</td>
<td>$2,130,446</td>
<td>$2,059,499 ($70,947)</td>
<td>-3.33%</td>
<td>U $14,580,412</td>
<td>$14,243,920 ($338,492)</td>
<td>-2.31%</td>
</tr>
<tr>
<td>Advertising</td>
<td>$820,065</td>
<td>$113,962</td>
<td>$57,539 ($56,423)</td>
<td>-49.51%</td>
<td>U $458,568</td>
<td>$322,848 ($135,720)</td>
<td>-29.60%</td>
</tr>
<tr>
<td>Parking</td>
<td>804,548</td>
<td>61,576</td>
<td>67,158 (5,582)</td>
<td>9.07%</td>
<td>F $482,538</td>
<td>$460,784 ($21,752)</td>
<td>-4.51%</td>
</tr>
<tr>
<td>Interest</td>
<td>2,500</td>
<td>212</td>
<td>46 (166)</td>
<td>-78.30%</td>
<td>U 1,450</td>
<td>501</td>
<td>(949)</td>
</tr>
<tr>
<td>Miscellaneous</td>
<td>14,560</td>
<td>8,539</td>
<td>25,350 (18,811)</td>
<td>196.87%</td>
<td>F 12,327</td>
<td>449,941</td>
<td>437,614</td>
</tr>
<tr>
<td>Total Income</td>
<td>$26,229,673</td>
<td>$2,314,735</td>
<td>$2,209,592 ($105,143)</td>
<td>-4.54%</td>
<td>U $15,535,293</td>
<td>$15,477,994 ($57,299)</td>
<td>-0.37%</td>
</tr>
<tr>
<td>Passengers</td>
<td>10,206,599</td>
<td>884,478</td>
<td>843,410 (-41,068)</td>
<td>-4.64%</td>
<td>U 6,052,712</td>
<td>5,842,823 (-209,889)</td>
<td>-3.47%</td>
</tr>
</tbody>
</table>

9/2/2014
<table>
<thead>
<tr>
<th>Port Authority Transit Corporation</th>
<th>Comparative Analysis - 2014</th>
<th>Budget / Actual Income &amp; Departmental Expenses for the Month Ending July 31, 2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>2013</td>
<td>Current</td>
<td>Year-To-Date</td>
</tr>
<tr>
<td></td>
<td>BUDGET</td>
<td>BUDGET</td>
</tr>
<tr>
<td>Gross Passenger Revenue</td>
<td>$24,546,610</td>
<td>$2,127,170</td>
</tr>
<tr>
<td>Smart Card Sales</td>
<td>93,600</td>
<td>7,800</td>
</tr>
<tr>
<td>Less: Transfers</td>
<td>$2,210</td>
<td>4,624</td>
</tr>
<tr>
<td>Net Passenger Revenue</td>
<td>$24,588,000</td>
<td>2,130,446</td>
</tr>
<tr>
<td>Other</td>
<td>1,641,673</td>
<td>184,289</td>
</tr>
<tr>
<td>Total Income</td>
<td>$26,229,673</td>
<td>$2,314,735</td>
</tr>
<tr>
<td>Way &amp; Power Dept.</td>
<td>$11,289,114</td>
<td>$865,254</td>
</tr>
<tr>
<td>Equipment Dept.</td>
<td>6,866,183</td>
<td>554,700</td>
</tr>
<tr>
<td>Transportation Dept.</td>
<td>17,469,810</td>
<td>1,412,134</td>
</tr>
<tr>
<td>Administration Dept.</td>
<td>5,609,768</td>
<td>452,866</td>
</tr>
<tr>
<td>Insurance &amp; Claims</td>
<td>1,692,780</td>
<td>141,065</td>
</tr>
<tr>
<td>Purchased Power</td>
<td>4,649,919</td>
<td>417,968</td>
</tr>
<tr>
<td>Sub-Total</td>
<td>$47,607,574</td>
<td>$3,864,017</td>
</tr>
<tr>
<td>Rent-DRPA</td>
<td>6,122,000</td>
<td>510,167</td>
</tr>
<tr>
<td>Reserve Accrual for Other Post Employment Benefits</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Total Expenses</td>
<td>$53,729,574</td>
<td>$4,374,184</td>
</tr>
<tr>
<td>Transit Loss</td>
<td>($27,499,901)</td>
<td>($2,059,449)</td>
</tr>
</tbody>
</table>

9/2/2014
RESOLUTION

WHEREAS, MICHAEL C. FINEGAN has faithfully served the Port Authority Transit Corporation for TWENTY-THREE years in a conscientious and reliable manner, and

WHEREAS, MICHAEL C. FINEGAN wishes to accept retirement effective August 1, 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, Safety Specialist, 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 MICHAEL C. FINEGAN.
RESOLUTION

WHEREAS, DAVID J. ROSSER has faithfully served the Port Authority Transit Corporation for ELEVEN years in a conscientious and reliable manner, and

WHEREAS, DAVID J. ROSSER wishes to accept retirement effective August 12, 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, Safety Specialist, 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 DAVID J. ROSSER.
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>08/04/14</td>
<td>AON Risk Services</td>
<td></td>
<td>Loss Control &amp; Safety Services</td>
<td>2</td>
</tr>
<tr>
<td>08/04/14</td>
<td>Schneider Electric</td>
<td></td>
<td>Security Camera</td>
<td>2</td>
</tr>
<tr>
<td>08/04/14</td>
<td>Verizon/V-Comm</td>
<td></td>
<td>Underground Station Service</td>
<td>6</td>
</tr>
<tr>
<td>08/04/14</td>
<td>ISA Rail</td>
<td>P. O. 301379</td>
<td>Track Geometry</td>
<td>5</td>
</tr>
<tr>
<td>08/04/14</td>
<td>Terminix</td>
<td>P. O. 301398</td>
<td>Exterminating</td>
<td>1</td>
</tr>
<tr>
<td>08/11/14</td>
<td>RCC/IBC-JV</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
<td>4</td>
</tr>
<tr>
<td>08/11/14</td>
<td>RCC/IBC/Orgo Thermit</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
<td>3</td>
</tr>
<tr>
<td>08/11/14</td>
<td>Perry Resources</td>
<td>Temp.</td>
<td>Social Media</td>
<td>1</td>
</tr>
<tr>
<td>08/11/14</td>
<td>Alstom</td>
<td>18-C</td>
<td>Transit Car Overhaul</td>
<td>1</td>
</tr>
<tr>
<td>08/11/14</td>
<td>Alstom/Dynamic Metals</td>
<td>18-C</td>
<td>Transit Car Overhaul</td>
<td>1</td>
</tr>
<tr>
<td>08/11/14</td>
<td>Verizon/V-Comm</td>
<td></td>
<td>Underground Station Service</td>
<td>2</td>
</tr>
<tr>
<td>08/18/14</td>
<td>RCC/IBC-JV</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
<td>9</td>
</tr>
<tr>
<td>08/18/14</td>
<td>AP/Gordon Group</td>
<td>48-2011</td>
<td>Escalators@Woodcrest, 12th/13th/15th/16th Locust</td>
<td>1</td>
</tr>
<tr>
<td>08/18/14</td>
<td>Parsons Brinckerhoff</td>
<td></td>
<td>2014 PATCO Biennial</td>
<td>1</td>
</tr>
<tr>
<td>08/18/14</td>
<td>AP/Schindler</td>
<td>48-2011</td>
<td>Escalators@Woodcrest, 12th/13th/15th/16th Locust</td>
<td>1</td>
</tr>
<tr>
<td>DATE</td>
<td>CONTRACTOR</td>
<td>PATCO CONTRACT NO.</td>
<td>PROJECT / WORK AREA</td>
<td>NUMBER IN ATTENDANCE</td>
</tr>
<tr>
<td>--------</td>
<td>-----------------------------------</td>
<td>--------------------</td>
<td>--------------------------------------------</td>
<td>----------------------</td>
</tr>
<tr>
<td>08/18/14</td>
<td>A.E. Stone/A &amp; R Fence</td>
<td>Site Specific</td>
<td>Collingswood &amp; Ferry</td>
<td>2</td>
</tr>
<tr>
<td>08/25/14</td>
<td>HNTB</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
<td>2</td>
</tr>
<tr>
<td>08/25/14</td>
<td>HNTB/Garg Consulting</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
<td>1</td>
</tr>
<tr>
<td>08/25/14</td>
<td>Beach/Vanalt Electric</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
<td>5</td>
</tr>
<tr>
<td>08/25/14</td>
<td>AON Risk Services</td>
<td></td>
<td>Loss Control &amp; Safety Services</td>
<td>1</td>
</tr>
<tr>
<td>08/25/14</td>
<td>LTK</td>
<td>18-C</td>
<td>Transit Car Overhaul</td>
<td>2</td>
</tr>
<tr>
<td>08/25/14</td>
<td>Perry Resources</td>
<td>Temp</td>
<td>Transit Ambassador</td>
<td>1</td>
</tr>
<tr>
<td>08/25/14</td>
<td>AP/Schindler</td>
<td>48-2011</td>
<td>Escalators@Woodcrest, 12th/13th/15th/16th Locust</td>
<td>2</td>
</tr>
<tr>
<td>08/25/14</td>
<td>Verizon Services</td>
<td></td>
<td>Underground Station Service</td>
<td>6</td>
</tr>
<tr>
<td>08/27/14</td>
<td>RCC/IBC-JV</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
<td>5</td>
</tr>
<tr>
<td>08/27/14</td>
<td>Commodore Local 711</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
<td>3</td>
</tr>
<tr>
<td>08/27/14</td>
<td>Commodore Local 2011</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
<td>5</td>
</tr>
<tr>
<td>08/27/14</td>
<td>RCC/IBC Local 399</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
<td>3</td>
</tr>
<tr>
<td>08/27/14</td>
<td>RCC/IBC Local 57</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
<td>3</td>
</tr>
<tr>
<td>08/27/14</td>
<td>RCC/IBC Local 401</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
<td>8</td>
</tr>
<tr>
<td>08/27/14</td>
<td>RCC/IBC Local 825</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
<td>3</td>
</tr>
<tr>
<td>08/27/14</td>
<td>Lantier Corp.</td>
<td></td>
<td>Cable Inspection</td>
<td>1</td>
</tr>
<tr>
<td>AUG</td>
<td>SAFETY DAY</td>
<td>PASSES</td>
<td>Various Contracts</td>
<td>1</td>
</tr>
</tbody>
</table>

**Drug & Alcohol Tests – for August, 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 Joint Workplace Committee meeting with the monthly SACC meeting
3. Involvement in Authority Activities:
   • Participated in Central Safety & Health Meeting

4. Outside Agency Involvement:
   • Participated in Property Loss Prevention Visit with FM Global
   • Participated in NJ State Oversight 3 year Safety and Security Review
   • Participated in CCMUA Inspection
PORT AUTHORITY TRANSIT CORPORATION

BOARD MEETING

Pennsylvania Convention Center
1101 Arch Street
Philadelphia, Pennsylvania

Wednesday, August 20, 2014
PRESENT

PENNSYLVANIA

Jim Cawley, Esquire, Chairman
William Sasso, Esquire
Michelle Kichline, Esquire
Walter D'Alessio (via telephone)
Joann Bell
John Lisko, Esquire (for Robert McCord)
(via telephone)
Eugene DePasquale (via telephone)
John J. Dougherty

NEW JERSEY

Jeffrey L. Nash, Esquire, Vice Chairman
(via telephone)
Charles Fentress
Denise Mason
Tamarisk Jones
E. Frank DiAntonio (via telephone)

Officers and Chiefs

John Hanson, Chief Executive Officer
Michael Conallen, Deputy Chief Executive Officer
Danielle McNichol, General Counsel and Corporate Secretary
Kristen Mayock, Deputy General Counsel
James White, Acting Chief Financial Officer
Toni Brown, Chief Administrative Officer
Mike Venuto, Chief Engineer
John Rink, PATCO General Manager
Bennett Cornelius, Assistant General Manager, PATCO
Thomas Raftery, Inspector General
Jack Stief, Chief, Public Safety
DRPA Staff

Nancy Farthing, Executive Assistant to CEO
Howard Korsen, Contract Administration
Kevin LaMarca, Director, IS
Christina Maroney, Manager, Special Projects
Elizabeth McGee, Administrative Coordinator
Sheila Milner, Administrative Coordinator
Susan Squillace, Manager, Purchasing
Dawn Whiton, Administrative Coordinator
Mike Williams, Acting Manager, Corp. Comm.

Counsel

Christopher Gibson, Esquire, Archer & Greiner,
    New Jersey Counsel
Thomas Ellis, Esquire, Duane Morris,
    Pennsylvania Counsel

Others

Joshua Wilson, Chief of Staff, Office of Lt. Gov.
Peter Simon, Esquire, New Jersey Gov. Authorities Unit
Michael Mustokoff, Esquire
Daniel Walworth, Esquire
Tara Chupka
INDEX

1 Roll Call 5
2 Report of the General Manager 7
3 Approval of July 16, 2014 PATCO Board Meeting Minutes 8
4 Monthly List of Payments – Covering Month of July 2014 9
5 Monthly List of Purchase Orders and Contracts of July 2014 9
6 Balance Sheet and Equity Statement dated June 30, 2014 10
7 Approval of Operations and Maintenance Committee Minutes of August 6, 2014 11
8 Adopt Resolutions Approved by Operations and Maintenance Committee of August 6, 2014 12
9 PATCO-14-031 Furnish and Install Ventilation Fans or Camden Subway Station Platform 13
10 PATCO-14-032 Sole/Single Source Vendors for Transit Car Truck Overhaul Program for PATCO – CY 2014 14
11 Unfinished Business 13
12 New Business 17
13 PATCO-14-034 Consideration of Pending PATCO Contracts (Between $25,000 and $100,000) 15
14 Adjournment 18
CHAIRMAN CAWLEY: I now hereby call to order the Port Authority Transit Corporation monthly meeting for Wednesday, August 20, 2014.

Madam Secretary, if you would please call the roll.

MS. McNICHOL: Certainly.

Governor Cawley?

CHAIRMAN CAWLEY: Present.

MS. McNICHOL: Vice Chairman Nash?

Commissioner Sasso?

COMMISSIONER SASO: Here.

MS. McNICHOL: Commissioner Bell?

COMMISSIONER BELL: Here.

MS. McNICHOL: Commissioner Dougherty?

COMMISSIONER DOUGHERTY: Present.

MS. McNICHOL: Commissioner Kichline?

COMMISSIONER KICHLINE: Present.

MS. McNICHOL: Commissioner Fentress?

COMMISSIONER FENTRESS: Here.

MS. McNICHOL: Commissioner Mason?
COMMISSIONER MASON: Here.

MS. McNICHOL: Commissioner Jones?

COMMISSIONER JONES: Here.

MS. McNICHOL: Commissioner DePasquale?

COMMISSIONER DEPASQUALE: Here.

MS. McNICHOL: Commissioner D'Alessio?

Commissioner Lisko?

COMMISSIONER Lisko: On the phone.

MS. McNICHOL: Commissioner DiAntonio?

COMMISSIONER DiANTONIO: On the phone.

MS. McNICHOL: Commissioner Nash?

CHAIRMAN CAWLEY: All right. Well, we'll --
of all those people answering here, most of them are
on the phone.

MR. HANSON: Okay. All right. Well, we're
at the Convention Center. But we'll get somebody to -
- he's on the phone.

MS. McNICHOL: Okay. Vice Chair, you're on
the phone?

VICE CHAIRMAN NASH: Here.

MS. MCNICHOL: Thank you.

You have quorum, sir.
CHAIRMAN CAWLEY: We have a quorum. We'll move to the report of the General Manager.

MR. RINK: Thank you, Governor, Commissioners.

No changes to the report as submitted, but quickly just to highlight two quick things. I just wanted to highlight to the Commissioners that our on-time performance in July was 97.16 percent. And during the 60-day outage for June and July, our Equipment Department was able to provide 100 percent of equipment needed to run our services scheduled during that time.

That is all, Governor.

CHAIRMAN CAWLEY: Thank you.

Questions for the General Manager?

Seeing none, I'll entertain a motion to approve this report.

Is there such a motion?

COMMISSIONER KICHLINE: Motion made.

CHAIRMAN CAWLEY: Is there a second?

COMMISSIONER FENTRESS: Second.

CHAIRMAN CAWLEY: It's been moved and
seconded.

All those in favor will signify by saying

Aye.

COMMISSIONER JONES: Aye.

COMMISSIONER MASON: Aye.

COMMISSIONER KICHLINE: Aye.

CHAIRMAN CAWLEY: Those opposed nay?

The opinion of the Chair the ayes have it,

and the report is approved.

We'll now move to the approval of the

July 16, 2014 PATCO Board Meeting Minutes.

A copy of those minutes was provided to you

previous to this meeting.

Are there any additions, deletions,

corrections, observations on the minutes?

Seeing none, I'll entertain a motion to

approve.

COMMISSIONER JONES: Move the motion.

CHAIRMAN CAWLEY: It's been moved.

Is there a second?

COMMISSIONER KICHLINE: Second.

CHAIRMAN CAWLEY: It's been moved and
seconded.

All those in favor will signify by saying aye.

COMMISSIONER BELL: Aye.

COMMISSIONER MASON: Aye.

COMMISSIONER JONES: Aye.

CHAIRMAN CAWLEY: Those opposed nay?

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

CHAIRMAN CAWLEY: We'll now move to the monthly list of payments and monthly list of purchase orders and contracts covering the month of July 2014. Is there any question regarding those items? Seeing none, 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 July 2014. Is there such a motion?

COMMISSIONER JONES: So moved.

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

COMMISSIONER BELL: Second.
CHAIRMAN CAWLEY: It's been moved and seconded.
All those in favor will signify by saying aye?

COMMISSIONER FENTRESS: Aye.
COMMISSIONER MASON: Aye.
COMMISSIONER JONES: Aye.

CHAIRMAN CAWLEY: Those opposed nay?
The opinion of the Chair the ayes have it, and those items are approved.

We'll now move to the Balance Sheet and Equity Statement dated June 30, 2014. I will accept a motion to receive and file the Balance Sheet and Equity Statement dated June 30th of 2014.

Is there such a motion?

COMMISSIONER BELL: So moved.

CHAIRMAN CAWLEY: Is there a second?

COMMISSIONER KICHLINIE: Second.

CHAIRMAN CAWLEY: Been moved and seconded.

Discussion on the motion?

Seeing none, all those in favor will signify by saying aye?
COMMISSIONER JONES: Aye.

COMMISSIONER FENTRESS: Aye.

CHAIRMAN CAWLEY: Those opposed, nay?

The opinion of the Chair the ayes have it, and those items are approved.

We'll now move to the approval of the Operations and Maintenance Committee Meeting Minutes of August 6, 2014.

COMMISSIONER FENTRESS: Move the motion.

CHAIRMAN CAWLEY: It's been moved.

Is there a second?

COMMISSIONER BELL: Second.

CHAIRMAN CAWLEY: Discussion on the motion or on the minutes?

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

COMMISSIONER FENTRESS: Aye.

COMMISSIONER JONES: Aye.

COMMISSIONER MASON: Aye.

CHAIRMAN CAWLEY: Those opposed nay.

The opinion of the Chair the ayes have it, and those minutes are approved.
We'll now move to the adoption of resolutions approved by the Operations and Maintenance Committee on August 6, 2014.

There is one such resolution. Is there discussion on that resolution?

Seeing none, I'll entertain a -- forgive me.

Forgive me. I didn't flip the page.

There are three such resolutions. Is there any discussion on any one of those three items?

Seeing none, all those in favor -- I'll entertain a motion. Forgive me.

COMMISSIONER FENTRESS: Move the motion.

CHAIRMAN CAWLEY: Motion has been made.

Is there a second?

COMMISSIONER JONES: Second.

CHAIRMAN CAWLEY: It's been seconded.

Discussion on the motion?

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

COMMISSIONER FENTRESS: Aye.

COMMISSIONER KICHLIN: Aye.

CHAIRMAN CAWLEY: Those opposed, nay.
The opinion of the Chair the ayes have it, and those resolutions are adopted.

We'll now turn to any Unfinished Business to be considered today.

Commissioner Dougherty?

COMMISSIONER DOUGHERTY: Yeah. This could be Unfinished or New.

Franklin Square, we had a PATCO spot there for years. It was closed quite a few years ago. Okay. That neighborhood has been completely reenergized. We had 900,000 visitors just to the little park area in the last year. There was a discussion a few years ago about making that part of the next economic development agenda, you know, something that would actually be a revenue generator for as well as making it -- that region a lot more accessible. I think that is something that should be as we clean up some of the economic development projects and we start to reconsider; I'd just like to make sure that that's on the tip of everybody's tongue.

And what I'm going to send over, you know,
by probably the end of the day, there's at least seven
or eight decent articles out there from the Gloucester
Newspaper to the Philadelphia Inquirer, you know, that
I gathered in the last couple of days, and I want to
make sure I get that to everybody, all the
Commissioners. And you can also put it on a website
or whatever, which will give you -- there's a lot of
interest in it. I think it should be high on our
priority list and I think it will, you know, sort of
complete that PATCO line as it pertains to moving
through Philadelphia.

CHAIRMAN CAWLEY: And, quite frankly, I
think -- and from the previous conversation
wholeheartedly agree with Commissioner Dougherty that
it is something that we have to very seriously
consider.

Just for matters of understanding, why was
the station closed in the first place?

COMMISSIONER DOUGHERTY: I was playing
Wiffle ball I think when it got closed in the late
'70s, you know, so I wouldn't know that, but --

CHAIRMAN CAWLEY: No, I wasn't saying you.
I was essentially asking John if he had any institutional knowledge on it.

MR. RINK: Yes, Governor. It was limited ridership.

CHAIRMAN CAWLEY: Well, then, Commissioner Dougherty's point is even more well taken. That entire section of the City has seen a great renaissance and revitalization, and we have a lot of folks who are going there on a regular basis in just in the last five years or so and I think it's something that we can take a look at.

Can you follow-up on that, John? Initiate some kind -- go ahead.

MR. VENUTO: If I can add?

CHAIRMAN CAWLEY: You can.

MR. VENUTO: Many years ago, we did a feasibility study on reopening the Franklin Square Station. At the time, let's say eight years ago or so, maybe the ridership was not being supported. We did an update to that as Commissioner Dougherty said, maybe about two years ago.

We recently -- this came up a few Board
meetings ago, and we went back to the consultant to ask for a price, and we do have some prices from the consultant, if we want to sort of update the update again. And what they'll do is look at the ridership, and then compare the additional ridership to the cost of renovating the station. So we certainly can look at the feasibility of doing it.

CHAIRMAN CAWLEY: Okay. Let's then -- without objection of anybody present, let's then proceed that way. Have the update and then get that updated information to the Commissioners so that we can begin a deliberation process on trying to make that happen.

Go ahead, please, Commissioner.

COMMISSIONER DOUGHERTY: I'd appreciate Michael's input. We started that and quasi joked about it being Unfinished versus New Business. We started the inquiry eight years ago or so. Even since then, the Convention Center expansion has opened.

There's a series of new hotels.

Philadelphia, itself, has about 9 to 10 major cranes up right in that vicinity. We've completed the condo
complex right at the foot of that, okay. I think, you know, it's -- you talk about the ultimate regional experience, okay. So it's about time, and I think that, you know, especially with some of the other commitments coming close, okay, it might be time.

CHAIRMAN CAWLEY: Couldn't agree more.

Could not agree more.

Any other discussion on this topic?

Any other Unfinished Business to be considered?

Seeing none, we'll move to New Business.

And there is, in fact, one piece of New Business, consideration of pending DRPA contract between $25,000 and $100,000, PATCO-14-034. Is there any discussion on that resolution?

Seeing none, I'll entertain a motion to approve?

COMMISSIONER FENTRESS: Move the motion.

CHAIRMAN CAWLEY: It's been moved.

Is there a second?

COMMISSIONER JONES: Second.

CHAIRMAN CAWLEY: It's been moved and
seconded.

Any discussion on the motion?

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

COMMISSIONER FENTRESS: Aye.

COMMISSIONER MASON: Aye.

COMMISSIONER JONES: Aye.

CHAIRMAN CAWLEY: Those opposed, nay?

The opinion of the Chair the nays have it, and that resolution is adopted.

CHAIRMAN CAWLEY: If there is no other business to come before the PATCO Board here this afternoon now, I will accept a motion to adjourn.

Is there such a motion?

COMMISSIONER FENTRESS: Move the motion.

CHAIRMAN CAWLEY: It's been moved.

Is there a second?

COMMISSIONER JONES: Second.

CHAIRMAN CAWLEY: It's been moved and seconded.

All those in favor will signify by saying aye?
COMMISSIONER FENTRESS: Aye.

COMMISSIONER KICHLINE: Aye.

COMMISSIONER JONES: Aye.

COMMISSIONER MASON: Aye.

CHAIRMAN CAWLEY: Those opposed, nay?

The opinion of the Chair the ayes have it, and the motion is approved and we are adjourned.

(Whereupon, the meeting ended on August 20, 2014, at 12:43 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 August 20, 2014 were held as herein appears, and that this is the original transcript thereof for the file of the Agency.

FREE STATE REPORTING, INC.

_____________________________
Timothy J. Atkinson, Jr.
Official Reporter
MONTHLY LIST OF PAYMENTS
<table>
<thead>
<tr>
<th>Vendor Name</th>
<th>Item Description</th>
<th>Resolution # / Authorization</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Marco Polo Design</td>
<td>Advertising</td>
<td>DRPA-13-108</td>
<td>$180.00</td>
</tr>
<tr>
<td>Cubic Transportation Systems</td>
<td>Advertising Total</td>
<td></td>
<td>$180.00</td>
</tr>
<tr>
<td>Acadacon</td>
<td>AFC Customer Service Center</td>
<td>PATCO-13-032</td>
<td>$21,118.50</td>
</tr>
<tr>
<td>Cubic Transportation Systems</td>
<td>AFC Customer Service Center Total</td>
<td></td>
<td>$21,118.50</td>
</tr>
<tr>
<td>Paper Mart Inc.</td>
<td>AFC IS System Administration Support</td>
<td>PATCO-13-108</td>
<td>$6,322.00</td>
</tr>
<tr>
<td>Paper Mart Inc.</td>
<td>AFC IS System Administration Support Total</td>
<td>PATCO-12-001</td>
<td>$242,122.84</td>
</tr>
<tr>
<td>Dunbar Armored Inc.</td>
<td>Ancillary Costs in Support of Track Rehabilitation</td>
<td></td>
<td>$585.00</td>
</tr>
<tr>
<td>Dunbar Armored Inc.</td>
<td>Armored Car Services-Revenue Transport</td>
<td>PATCO-12-004</td>
<td>$25,719.03</td>
</tr>
<tr>
<td>SimplexGimnoll LP</td>
<td>Armored Car Services-Revenue Transport Total</td>
<td>DRPA-09-055</td>
<td>$433.32</td>
</tr>
<tr>
<td>City of Philadelphia</td>
<td>Broadway West Door Replacement</td>
<td></td>
<td>$10,715.00</td>
</tr>
<tr>
<td>PetSmart Stores 1225</td>
<td>Canine Costs</td>
<td>25K Threshold</td>
<td>$400.00</td>
</tr>
<tr>
<td>City Of Philadelphia</td>
<td>Canine Costs</td>
<td>25K Threshold</td>
<td>$193.86</td>
</tr>
<tr>
<td>G-TEL Enterprises, Inc.</td>
<td>Electric Power</td>
<td></td>
<td>$787.50</td>
</tr>
<tr>
<td>Tactical Public Safety, LLC</td>
<td>Communications</td>
<td>25K Threshold</td>
<td>$1,253.80</td>
</tr>
<tr>
<td>Walker and Associates, Inc.</td>
<td>Communications Total</td>
<td></td>
<td>$9,248.50</td>
</tr>
<tr>
<td>Benefit Harbor, LP</td>
<td>Consulting Services</td>
<td>DRPA-11-066</td>
<td>$1,436.00</td>
</tr>
<tr>
<td>Gallagher Benefit Services, Inc.</td>
<td>Consulting Services Total</td>
<td>DRPA-12-069</td>
<td>$7,812.50</td>
</tr>
<tr>
<td>Atlantic City Electric</td>
<td>Consulting Services Total</td>
<td></td>
<td>$9,248.50</td>
</tr>
<tr>
<td>Direct Energy Business</td>
<td>Electric Power</td>
<td>Utility</td>
<td>$53.49</td>
</tr>
<tr>
<td>PEGO Energy</td>
<td>Electric Power</td>
<td>Utility</td>
<td>$422,725.86</td>
</tr>
<tr>
<td>PSEG &amp; Co.</td>
<td>Electric Power</td>
<td>Utility</td>
<td>$30,563.28</td>
</tr>
<tr>
<td>SEPTA</td>
<td>Electric Power</td>
<td>Utility</td>
<td>$269,578.48</td>
</tr>
<tr>
<td>AARP Health Care Options</td>
<td>Electric Power Total</td>
<td></td>
<td>$723,013.98</td>
</tr>
<tr>
<td>AmeriHealth Insurance Company of New Jersey</td>
<td>Employee Benefits</td>
<td>DRPA-13-115</td>
<td>$40,832.53</td>
</tr>
<tr>
<td>Delta Dental Plan of NJ, Inc.</td>
<td>Employee Benefits</td>
<td>DRPA-13-102</td>
<td>$159,017.51</td>
</tr>
<tr>
<td>Horizon Blue Cross Blue Shield of NJ</td>
<td>Employee Benefits</td>
<td>DRPA-13-103</td>
<td>$7,521.72</td>
</tr>
<tr>
<td>NJ Dept. of Labor &amp; Workforce Development Div</td>
<td>Employee Benefits</td>
<td>DRPA-13-114</td>
<td>$18,735.60</td>
</tr>
<tr>
<td>Standard Insurance Company</td>
<td>Employee Benefits</td>
<td></td>
<td>$12,070.36</td>
</tr>
<tr>
<td>Teamsters Health &amp; Welfare Funds</td>
<td>Employee Benefits</td>
<td>DRPA-14-047</td>
<td>$421,829.33</td>
</tr>
<tr>
<td>Teamsters Pension Fund</td>
<td>Employee Benefits</td>
<td>DRPA-14-047</td>
<td>$1,214.47</td>
</tr>
<tr>
<td>Vision Benefits of America</td>
<td>Employee Benefits</td>
<td>DRPA-13-105</td>
<td>$798.10</td>
</tr>
<tr>
<td>Treasury Direct</td>
<td>Employee Benefits Total</td>
<td></td>
<td>$848,534.55</td>
</tr>
<tr>
<td>Commonwealth Of Pennsylvania</td>
<td>Employee Deduction U.S. Savings Bonds</td>
<td></td>
<td>$125.00</td>
</tr>
<tr>
<td>ING</td>
<td>Employee Payroll Deductions</td>
<td></td>
<td>$35,418.56</td>
</tr>
<tr>
<td>National Drive</td>
<td>Employee Payroll Deductions</td>
<td></td>
<td>$38,965.80</td>
</tr>
<tr>
<td>PATCO - Flexible Spending Account</td>
<td>Employee Payroll Deductions</td>
<td></td>
<td>$2,200.60</td>
</tr>
<tr>
<td>South Jersey Federal Credit Union</td>
<td>Employee Payroll Deductions</td>
<td></td>
<td>$115,968.15</td>
</tr>
<tr>
<td>State Of New Jersey GITAX</td>
<td>Employee Payroll Deductions</td>
<td></td>
<td>$51,488.17</td>
</tr>
<tr>
<td>Teamsters Local Union 676</td>
<td>Employee Payroll Deductions</td>
<td></td>
<td>$11,692.00</td>
</tr>
<tr>
<td>United Way Of Camden County</td>
<td>Employee Payroll Deductions</td>
<td></td>
<td>$112.65</td>
</tr>
<tr>
<td>Internal Revenue Service</td>
<td>Employee Payroll Deductions</td>
<td>DRPA-13-105</td>
<td>$798.10</td>
</tr>
<tr>
<td>Pa Dept Of Revenue</td>
<td>Employee Payroll Deductions</td>
<td>DRPA-13-102</td>
<td>$40,832.53</td>
</tr>
<tr>
<td>DIREC TV Business Service Center</td>
<td>Employee Payroll Deductions</td>
<td>DRPA-13-103</td>
<td>$7,521.72</td>
</tr>
<tr>
<td>Immix Technology, Inc.</td>
<td>Fare Collection Data Security Upgrade</td>
<td>PATCO-13-012</td>
<td>$1,214.47</td>
</tr>
<tr>
<td>Federal Express Corp.</td>
<td>Fare Collection Data Security Upgrade Total</td>
<td></td>
<td>$1,214.47</td>
</tr>
<tr>
<td>Riggins Inc.</td>
<td>Freight Charges</td>
<td>25K Threshold</td>
<td>$983.28</td>
</tr>
<tr>
<td>South Jersey Gas Company</td>
<td>Fuel Expenses</td>
<td>DRPA-13-077</td>
<td>$16,887.63</td>
</tr>
<tr>
<td>South Jersey Welding Supply Company</td>
<td>Fuel Expenses</td>
<td>Utility</td>
<td>$1,015.62</td>
</tr>
<tr>
<td>Qual-Lynx</td>
<td>Fuel Expenses</td>
<td>25K Threshold</td>
<td>$149.00</td>
</tr>
<tr>
<td>BioChem Systems Inc.</td>
<td>Fuel Expenses Total</td>
<td></td>
<td>$18,052.25</td>
</tr>
<tr>
<td>C.L. Presser Company</td>
<td>Insurance and Claims</td>
<td>DRPA-12-098</td>
<td>$6,656.80</td>
</tr>
<tr>
<td>Effective Controls Ead, Inc.</td>
<td>Insurance and Claims Total</td>
<td></td>
<td>$6,656.80</td>
</tr>
<tr>
<td>Industrial Distribution Group</td>
<td>Inventory</td>
<td>25K Threshold</td>
<td>$684.87</td>
</tr>
<tr>
<td>Industrial Railway Supplies Inc</td>
<td>Inventory</td>
<td>25K Threshold</td>
<td>$1,549.84</td>
</tr>
<tr>
<td>Repair Technology Inc.</td>
<td>Inventory</td>
<td>25K Threshold</td>
<td>$389.77</td>
</tr>
<tr>
<td>Sherwin-Williams Co., Woodbury, NJ</td>
<td>Inventory</td>
<td>25K Threshold</td>
<td>$1,234.86</td>
</tr>
<tr>
<td>AAF International</td>
<td>Inventory - Buildings and Grounds</td>
<td>25K Threshold</td>
<td>$849.82</td>
</tr>
<tr>
<td>Harry's Plumbing &amp; Heating Supplies, Inc.</td>
<td>Inventory - Buildings and Grounds</td>
<td>25K Threshold</td>
<td>$580.00</td>
</tr>
<tr>
<td>James Doorscheck Inc.</td>
<td>Inventory - Buildings and Grounds</td>
<td>25K Threshold</td>
<td>$467.95</td>
</tr>
<tr>
<td>Kaiser Compressors</td>
<td>Inventory - Buildings and Grounds</td>
<td>25K Threshold</td>
<td>$607.27</td>
</tr>
<tr>
<td>Nexgen</td>
<td>Inventory - Buildings and Grounds</td>
<td>25K Threshold</td>
<td>$4,633.07</td>
</tr>
<tr>
<td>Tri-Dim Filter Corp.</td>
<td>Inventory - Buildings and Grounds</td>
<td>25K Threshold</td>
<td>$1,234.86</td>
</tr>
<tr>
<td>Techni-Tool Inc</td>
<td>Inventory - Tools</td>
<td>25K Threshold</td>
<td>$51.05</td>
</tr>
<tr>
<td>Wharton Hardware &amp; Supply</td>
<td>Inventory - Tools</td>
<td>25K Threshold</td>
<td>$180.10</td>
</tr>
<tr>
<td>Inventory - Tools Total</td>
<td></td>
<td></td>
<td>$231.15</td>
</tr>
<tr>
<td>Item Description</td>
<td>Quantity</td>
<td>Unit Cost</td>
<td></td>
</tr>
<tr>
<td>-------------------------------------------------------</td>
<td>----------</td>
<td>-----------</td>
<td></td>
</tr>
<tr>
<td>Inventory-Electrical/Electronic Supplies</td>
<td></td>
<td>$24.75</td>
<td></td>
</tr>
<tr>
<td>Billows Electric Supply Co. Inc.</td>
<td></td>
<td>$72.00</td>
<td></td>
</tr>
<tr>
<td>Colonial Electric Supply Co., Inc.</td>
<td></td>
<td>$1,901.16</td>
<td></td>
</tr>
<tr>
<td>Cooper Electric Supply Co.</td>
<td></td>
<td>$941.25</td>
<td></td>
</tr>
<tr>
<td>Electra Wire, Inc.</td>
<td></td>
<td>$789.87</td>
<td></td>
</tr>
<tr>
<td>Electronics Exchange</td>
<td></td>
<td>$512.35</td>
<td></td>
</tr>
<tr>
<td>Graybar Electric Co. Inc.</td>
<td></td>
<td>$295.53</td>
<td></td>
</tr>
<tr>
<td>Lighting Solutions</td>
<td></td>
<td>$559.50</td>
<td></td>
</tr>
<tr>
<td>Lindley Electric Supply</td>
<td></td>
<td>$574.01</td>
<td></td>
</tr>
<tr>
<td>News On One</td>
<td></td>
<td>$2,046.50</td>
<td></td>
</tr>
<tr>
<td>Pemberton Electrical Supply Company</td>
<td></td>
<td>$491.40</td>
<td></td>
</tr>
<tr>
<td>Twinco Mfg. Co., Inc.</td>
<td></td>
<td>$1,682.06</td>
<td></td>
</tr>
<tr>
<td>Inventory-Electrical/Electronic Supplies Total</td>
<td></td>
<td>$7,394.91</td>
<td></td>
</tr>
<tr>
<td>Cubic Transportation Systems</td>
<td></td>
<td>$7,395.87</td>
<td></td>
</tr>
<tr>
<td>Cubic Transportation Systems</td>
<td></td>
<td>$703.68</td>
<td></td>
</tr>
<tr>
<td>Team One Repair, Inc.</td>
<td></td>
<td>$41,111.46</td>
<td></td>
</tr>
<tr>
<td>PATCO-13-035</td>
<td></td>
<td>$7,750.57</td>
<td></td>
</tr>
<tr>
<td>PATCO-14-019</td>
<td></td>
<td>$411.46</td>
<td></td>
</tr>
<tr>
<td>PATCO-14-006</td>
<td></td>
<td>$94,108.75</td>
<td></td>
</tr>
<tr>
<td>Applied Industrial Technologies</td>
<td></td>
<td>$3,391.08</td>
<td></td>
</tr>
<tr>
<td>Broad Alliance Transport Supply, LLC</td>
<td></td>
<td>$1,871.00</td>
<td></td>
</tr>
<tr>
<td>Campbell Transportation Corp., LLC</td>
<td></td>
<td>$1,990.80</td>
<td></td>
</tr>
<tr>
<td>Central Art &amp; Engineering, Inc.</td>
<td></td>
<td>$980.72</td>
<td></td>
</tr>
<tr>
<td>Chester Valley Industrial Corp.</td>
<td></td>
<td>$2,845.58</td>
<td></td>
</tr>
<tr>
<td>CN Lumber</td>
<td></td>
<td>$2,781.97</td>
<td></td>
</tr>
<tr>
<td>Eichman National Foods Corp.</td>
<td></td>
<td>$2,76.93</td>
<td></td>
</tr>
<tr>
<td>Franklin Fibre-Lamtex Corp.</td>
<td></td>
<td>$3,205.72</td>
<td></td>
</tr>
<tr>
<td>Fulmer Company Inc</td>
<td></td>
<td>$767.05</td>
<td></td>
</tr>
<tr>
<td>Grover Products</td>
<td></td>
<td>$366.52</td>
<td></td>
</tr>
<tr>
<td>Helwig Carbon Products, Inc.</td>
<td></td>
<td>$2,204.76</td>
<td></td>
</tr>
<tr>
<td>Home Products</td>
<td></td>
<td>$4,720.96</td>
<td></td>
</tr>
<tr>
<td>Johnstone Supply</td>
<td></td>
<td>$744.18</td>
<td></td>
</tr>
<tr>
<td>L M C - Plasticsource</td>
<td></td>
<td>$4,186.00</td>
<td></td>
</tr>
<tr>
<td>M S C Industrial Supply Co. INC.</td>
<td></td>
<td>$1,063.38</td>
<td></td>
</tr>
<tr>
<td>Mc Master-Carr Supply Co</td>
<td></td>
<td>$3,618.36</td>
<td></td>
</tr>
<tr>
<td>Mc Master-Carr Supply Co</td>
<td></td>
<td>$715.87</td>
<td></td>
</tr>
<tr>
<td>Mc Master-Carr Supply Co</td>
<td></td>
<td>$1,925.00</td>
<td></td>
</tr>
<tr>
<td>Omnite Manufacturing</td>
<td></td>
<td>$1,666.68</td>
<td></td>
</tr>
<tr>
<td>Precision Flow LLC</td>
<td></td>
<td>$5,742.89</td>
<td></td>
</tr>
<tr>
<td>Tru Dem Fiber Corp</td>
<td></td>
<td>$4,578.85</td>
<td></td>
</tr>
<tr>
<td>URE Service Company, Inc.</td>
<td></td>
<td>$1,460.00</td>
<td></td>
</tr>
<tr>
<td>Vapor Supply, Inc.</td>
<td></td>
<td>$3,682.80</td>
<td></td>
</tr>
<tr>
<td>WABTEC</td>
<td></td>
<td>$5,731.90</td>
<td></td>
</tr>
<tr>
<td>Wabtec Global Services</td>
<td></td>
<td>$32,275.15</td>
<td></td>
</tr>
<tr>
<td>Wabtec Global Services</td>
<td></td>
<td>$11,737.08</td>
<td></td>
</tr>
<tr>
<td>Janitorial Supplies</td>
<td></td>
<td>$101,269.65</td>
<td></td>
</tr>
<tr>
<td>Fastenal Company</td>
<td></td>
<td>$545.18</td>
<td></td>
</tr>
<tr>
<td>General Chemical &amp; Supply</td>
<td></td>
<td>$389.71</td>
<td></td>
</tr>
<tr>
<td>Grainger</td>
<td></td>
<td>$192.00</td>
<td></td>
</tr>
<tr>
<td>Harmony Business Supplies, Inc.</td>
<td></td>
<td>$110.90</td>
<td></td>
</tr>
<tr>
<td>INDCO Inc.</td>
<td></td>
<td>$450.30</td>
<td></td>
</tr>
<tr>
<td>Interpack Packaging Corporation</td>
<td></td>
<td>$2,953.20</td>
<td></td>
</tr>
<tr>
<td>Nexgen</td>
<td></td>
<td>$1,509.13</td>
<td></td>
</tr>
<tr>
<td>Y-Pers, Inc.</td>
<td></td>
<td>$631.25</td>
<td></td>
</tr>
<tr>
<td>Janitorial Supplies Total</td>
<td></td>
<td>$101,269.65</td>
<td></td>
</tr>
<tr>
<td>Maintenance Of Buildings and Grounds</td>
<td></td>
<td>$675.00</td>
<td></td>
</tr>
<tr>
<td>Billows Electric Supply Co. Inc.</td>
<td></td>
<td>$259.92</td>
<td></td>
</tr>
<tr>
<td>Conroy’s Corner</td>
<td></td>
<td>$304.84</td>
<td></td>
</tr>
<tr>
<td>Fastenal Company</td>
<td></td>
<td>$158.98</td>
<td></td>
</tr>
<tr>
<td>Fisler &amp; Cassidy Inc</td>
<td></td>
<td>$382.64</td>
<td></td>
</tr>
<tr>
<td>Grainger</td>
<td></td>
<td>$170.68</td>
<td></td>
</tr>
<tr>
<td>Haddon Locksmith</td>
<td></td>
<td>$322.00</td>
<td></td>
</tr>
<tr>
<td>Haddon Tree Company</td>
<td></td>
<td>$4,500.00</td>
<td></td>
</tr>
<tr>
<td>Home Depot</td>
<td></td>
<td>$437.05</td>
<td></td>
</tr>
<tr>
<td>Lowe’s Commercial Services</td>
<td></td>
<td>$173.57</td>
<td></td>
</tr>
<tr>
<td>Peice-Phipps, Inc.</td>
<td></td>
<td>$147.56</td>
<td></td>
</tr>
<tr>
<td>Reddy Battery</td>
<td></td>
<td>$46.00</td>
<td></td>
</tr>
<tr>
<td>South Jersey Welding Supply Company</td>
<td></td>
<td>$248.00</td>
<td></td>
</tr>
<tr>
<td>Tocour Energy Systems, Inc.</td>
<td></td>
<td>$1,644.00</td>
<td></td>
</tr>
<tr>
<td>Maintenance Of Fare Collection Equipment</td>
<td></td>
<td>$2,387.28</td>
<td></td>
</tr>
<tr>
<td>Maintenance Of Fare Collection Equipment Total</td>
<td></td>
<td>$2,387.28</td>
<td></td>
</tr>
<tr>
<td>Maintenance Of Highway Vehicles</td>
<td></td>
<td>$1,536.50</td>
<td></td>
</tr>
<tr>
<td>Billows Electric Supply Co. Inc.</td>
<td></td>
<td>$4,672.36</td>
<td></td>
</tr>
<tr>
<td>Certified Speedometer Service</td>
<td></td>
<td>$160.00</td>
<td></td>
</tr>
<tr>
<td>Echelon Ford</td>
<td></td>
<td>$392.40</td>
<td></td>
</tr>
<tr>
<td>Elkon Chevrolet Inc</td>
<td></td>
<td>$360.34</td>
<td></td>
</tr>
<tr>
<td>Goodyear Wholesale Tire Centers</td>
<td></td>
<td>$997.16</td>
<td></td>
</tr>
<tr>
<td>Lawson Products</td>
<td></td>
<td>$885.11</td>
<td></td>
</tr>
<tr>
<td>MAPA Auto Parts Stratford</td>
<td></td>
<td>$339.24</td>
<td></td>
</tr>
<tr>
<td>Posh Car Wash &amp; Express Lube</td>
<td></td>
<td>$89.55</td>
<td></td>
</tr>
<tr>
<td>Stanley’s Auto Repair Inc</td>
<td></td>
<td>$194.80</td>
<td></td>
</tr>
<tr>
<td>Tire Corral</td>
<td></td>
<td>$98.80</td>
<td></td>
</tr>
<tr>
<td>-------------------------------------------------------</td>
<td>-------------</td>
<td>-------------</td>
<td>-------------</td>
</tr>
<tr>
<td>Maintenance Of Highway Vehicles</td>
<td>$350.59</td>
<td>$386.32</td>
<td>$514.48</td>
</tr>
<tr>
<td>Overhaul Transit Vehicle Trucks</td>
<td>$1,345.48</td>
<td>$459.75</td>
<td>$1,080.00</td>
</tr>
<tr>
<td>Safety Expenses</td>
<td>$517.08</td>
<td>$517.08</td>
<td>$297.90</td>
</tr>
<tr>
<td>Medical-Drug and Alcohol Testing</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Medical-Physical Exam</td>
<td>$372.60</td>
<td>$372.60</td>
<td>$1,338.59</td>
</tr>
<tr>
<td>Office Expense</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Office Expense Total</td>
<td>$1,414.09</td>
<td>$1,414.09</td>
<td>$4,116.00</td>
</tr>
<tr>
<td>Office Supplies And Equipment</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Office Supplies And Equipment Total</td>
<td>$20.00</td>
<td>$20.00</td>
<td>$145.93</td>
</tr>
<tr>
<td>Office Expense</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Office Expense Total</td>
<td>$1,414.09</td>
<td>$1,414.09</td>
<td>$4,116.00</td>
</tr>
<tr>
<td>Office Supplies And Equipment</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Office Supplies And Equipment Total</td>
<td>$20.00</td>
<td>$20.00</td>
<td>$145.93</td>
</tr>
<tr>
<td>Office Expense</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Office Expense Total</td>
<td>$1,414.09</td>
<td>$1,414.09</td>
<td>$4,116.00</td>
</tr>
<tr>
<td>Office Supplies And Equipment</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Overhaul Transit Vehicle Trucks</td>
<td>$31,476.61</td>
<td>$31,476.61</td>
<td>$10,854.25</td>
</tr>
<tr>
<td>Refunds Total</td>
<td>$295.82</td>
<td>$295.82</td>
<td>$295.82</td>
</tr>
<tr>
<td>Category</td>
<td>Total</td>
<td></td>
<td></td>
</tr>
<tr>
<td>---------------------------------------</td>
<td>----------------</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Service Contract - Trash Removal Total</td>
<td>$1,943.50</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Service Contracts</td>
<td>$300.00</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Service Contracts Total</td>
<td>$230.00</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Settlement Of Claim</td>
<td>$90,000.00</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Settlement Of Claim</td>
<td>$1,500.00</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Settlement Of Claim</td>
<td>$19,200.00</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Settlement Of Claim</td>
<td>$15,000.00</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Settlement Of Claim</td>
<td>$125,700.00</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sewer Water Charges</td>
<td>$1,711.00</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Solar Water Charges</td>
<td>$1,711.00</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Solar Water Charges</td>
<td>$2,119.59</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Solar Water Charges</td>
<td>$812.13</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Solar Water Charges</td>
<td>$4,329.19</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Solar Water Charges</td>
<td>$8,020.94</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Equipment</td>
<td>$552.00</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Equipment</td>
<td>$244.64</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Equipment</td>
<td>$295.44</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Equipment</td>
<td>$1,215.31</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Equipment</td>
<td>$202.32</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Equipment</td>
<td>$295.44</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Equipment</td>
<td>$511.65</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Equipment</td>
<td>$2,388.39</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Equipment</td>
<td>$1,502.56</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Equipment</td>
<td>$1,851.50</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Equipment Total</td>
<td>$7,748.56</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Supplies</td>
<td>$1,645.44</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Supplies</td>
<td>$244.64</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Supplies</td>
<td>$295.44</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Supplies</td>
<td>$1,215.31</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Supplies</td>
<td>$202.32</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Supplies</td>
<td>$295.44</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Supplies</td>
<td>$511.65</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Supplies</td>
<td>$2,388.39</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Supplies</td>
<td>$1,502.56</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Supplies</td>
<td>$1,851.50</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Shop Supplies Total</td>
<td>$3,078,152.52</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Telephone Expenses</td>
<td>$1,493.65</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Telephone Expenses</td>
<td>$1,442.11</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Telephone Expenses Total</td>
<td>$2,935.76</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Temporary Services</td>
<td>$51,265.89</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Temporary Services Total</td>
<td>$338,124.13</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Track &amp; Signal Material</td>
<td>$2,346.28</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Track &amp; Signal Material</td>
<td>$4,197.68</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Track &amp; Signal Material</td>
<td>$1,719.25</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Track &amp; Signal Material</td>
<td>$2,657.46</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Track &amp; Signal Material</td>
<td>$1,004.30</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Track &amp; Signal Material Total</td>
<td>$4,389.33</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Transfer Payments</td>
<td>$54,417.40</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Transfer Payments Total</td>
<td>$54,417.40</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Transit Vehicles Traction Motor Repairs</td>
<td>$20,501.00</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Transit Vehicles Traction Motor Repairs</td>
<td>$1,012,470.00</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Transit Vehicles Traction Motor Repairs</td>
<td>$62,277.00</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Transit Vehicles Traction Motor Repairs</td>
<td>$17,132.94</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Transit Vehicles Traction Motor Repairs</td>
<td>$25,870.68</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Transit Vehicles Traction Motor Repairs Total</td>
<td>$247,028.62</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Travel Expenses</td>
<td>$47.60</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Travel Expenses</td>
<td>$73.16</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Travel Expenses Total</td>
<td>$120.76</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Uniform Purchases</td>
<td>$24,954.20</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Uniform Purchases</td>
<td>$4,835.70</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Uniform Purchases</td>
<td>$749.50</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Uniform Purchases</td>
<td>$2,422.12</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Uniform Purchases Total</td>
<td>$30,781.52</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Uniform Rental &amp; Cleaning</td>
<td>$141.16</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Uniform Rental &amp; Cleaning</td>
<td>$5,692.54</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Uniform Rental &amp; Cleaning Total</td>
<td>$5,833.70</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Upgrade PATCO to 800 MHZ Radio System</td>
<td>$714.48</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Upgrade PATCO to 800 MHZ Radio System Total</td>
<td>$714.48</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Wage Attachments</td>
<td>$388.40</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Wage Attachments</td>
<td>$16,085.15</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Wage Attachments</td>
<td>$320.00</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Wage Attachments</td>
<td>$1,500.00</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Wage Attachments</td>
<td>$277.92</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Wage Attachments</td>
<td>$987.00</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Wage Attachments Total</td>
<td>$19,538.47</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Workers Compensation Costs Total</td>
<td>$57,521.34</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Workers Compensation Costs Total</td>
<td>$57,521.34</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Grand Total</td>
<td>$5,283,518.39</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
PURCHASE ORDERS & CONTRACTS
<table>
<thead>
<tr>
<th>VENDOR NAME</th>
<th>ITEM DESCRIPTION</th>
<th>PO NUMBER</th>
<th>AMOUNT</th>
<th>RESOLUTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>A &amp; A GLOVE &amp; SAFETY CO.</td>
<td>SAFETY</td>
<td>134874</td>
<td>$7,360.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>A &amp; B Wiper Supply Inc</td>
<td>Stores Inventory - Lindenwold</td>
<td>134909</td>
<td>$998.75</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>A &amp; M Industrial Supply</td>
<td>OVERHAUL TRANSIT CAR TRUCKS</td>
<td>134818</td>
<td>$3,750.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Airgas Safety, Inc.</td>
<td>Stores Inventory - Lindenwold</td>
<td>134886</td>
<td>$563.78</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>ALLIED ELECTRONICS, INC.</td>
<td>Stores Inventory - Lindenwold</td>
<td>134884</td>
<td>$302.10</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>ALLSTATE SIGN &amp; PLAQUE CORP</td>
<td>Store Inventory - Lindenwold</td>
<td>134917</td>
<td>$345.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>American Crane &amp; Equipment Co.</td>
<td>Bridge Cranes &amp; Hoists</td>
<td>134845</td>
<td>$1,799.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>American Lifting Products, Inc.</td>
<td>Stores Inventory - Lindenwold</td>
<td>134885</td>
<td>$1,108.55</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>BDF INDUSTRIAL FASTENERS</td>
<td>Stores Inventory - Lindenwold</td>
<td>134828</td>
<td>$40.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>BDF INDUSTRIAL FASTENERS</td>
<td>Stores Inventory - Lindenwold</td>
<td>134866</td>
<td>$628.90</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Bernini Wagenblast Communications, LLC</td>
<td>Radio And Public Address</td>
<td>134865</td>
<td>$450.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>BILLOWS ELECTRIC SUPPLY CO. INC.</td>
<td>Store Inventory - Lindenwold</td>
<td>134843</td>
<td>$172.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>BILLOWS ELECTRIC SUPPLY CO. INC.</td>
<td>Electrical Service</td>
<td>134859</td>
<td>$3,939.96</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Bombardier Mass Transit Corporation</td>
<td>Stores Inventory - Lindenwold</td>
<td>134838</td>
<td>$15,000.00</td>
<td>PATCO-14-006</td>
</tr>
<tr>
<td>C.L. PRESSER COMPANY</td>
<td>Store Inventory - Lindenwold</td>
<td>134858</td>
<td>$1,025.20</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Camden Computers Inc.</td>
<td>Supervisory Control</td>
<td>134856</td>
<td>$148.60</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>CAMDEN TOOL COMPANY</td>
<td>Store Inventory - Lindenwold</td>
<td>134881</td>
<td>$342.40</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>CHERRY VALLEY TRACTOR</td>
<td>Right-of-way Machinery</td>
<td>134853</td>
<td>$617.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Colonial Electric Supply Co.,Inc.</td>
<td>Buildings-elect.-maint.</td>
<td>134836</td>
<td>$2,542.84</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Colonial Electric Supply Co.,Inc.</td>
<td>Communications</td>
<td>134854</td>
<td>$911.33</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Conservation Station Inc.</td>
<td>Stores Inventory - Lindenwold</td>
<td>134835</td>
<td>$915.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Cooper Electric Supply Co.</td>
<td>Stores Inventory - Lindenwold</td>
<td>134841</td>
<td>$915.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Cubic Transportation Systems</td>
<td>Store Inventory - Lindenwold</td>
<td>83943</td>
<td>$306.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Cubic Transportation Systems</td>
<td>Store Inventory - Lindenwold</td>
<td>83944</td>
<td>$1,742.10</td>
<td>PATCO-13-035</td>
</tr>
<tr>
<td>CUMMINS-ALLISON CORP.</td>
<td>Dollar/coin Count Equip.</td>
<td>301434</td>
<td>$3,000.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>D.M. DIRECT</td>
<td>Stores Inventory - Lindenwold</td>
<td>134895</td>
<td>$892.50</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>D.M. DIRECT</td>
<td>Stores Inventory - Lindenwold</td>
<td>134926</td>
<td>$250.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Dalko Resources, Inc.</td>
<td>GEAR UNITS</td>
<td>134849</td>
<td>$750.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>DOOR DEVICE, INC.</td>
<td>Buildings-general-maint.</td>
<td>134879</td>
<td>$691.60</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Eagle Point Gun &amp; T.J. Morris &amp; Son</td>
<td>Explosive</td>
<td>134893</td>
<td>$4,528.75</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Electro Wire, Inc.</td>
<td>Stores Inventory - Lindenwold</td>
<td>134831</td>
<td>$202.50</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Electronics Connections, Inc.</td>
<td>Stores Inventory - Lindenwold</td>
<td>134847</td>
<td>$1,260.10</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Encore Rail Systems, Inc.</td>
<td>Stores Inventory - Lindenwold</td>
<td>134857</td>
<td>$774.75</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>ERICO, INC</td>
<td>Stores Inventory - Lindenwold</td>
<td>134824</td>
<td>$576.69</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>FASTENAL COMPANY</td>
<td>Stores Inventory - Lindenwold</td>
<td>134921</td>
<td>$1,032.67</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Fuchs Lubricants, Co.</td>
<td>Stores Inventory - Lindenwold</td>
<td>134915</td>
<td>$928.56</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>G &amp; A Blancos &amp; Sons Inc.</td>
<td>Stationary Forms, Print</td>
<td>134894</td>
<td>$215.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>GENERAL CHEMICAL &amp; SUPPLY</td>
<td>Stores Inventory - Lindenwold</td>
<td>134916</td>
<td>$679.58</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>GK Industries</td>
<td>Stores Inventory - Lindenwold</td>
<td>134867</td>
<td>$30.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Global Equipment Co.</td>
<td>Shop Equipment</td>
<td>134876</td>
<td>$185.20</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Grainger</td>
<td>Miscellaneous Office Exp.</td>
<td>134862</td>
<td>$28.26</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Grainger</td>
<td>Car Washer</td>
<td>134891</td>
<td>$479.70</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Graybar Electric Co. Inc.</td>
<td>INCREASE CENTER TOWER POWER CAPACITY</td>
<td>134815</td>
<td>$5,698.55</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Graybar Electric Co. Inc.</td>
<td>Building H.a.v.c.</td>
<td>134829</td>
<td>$14,910.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Graybar Electric Co. Inc.</td>
<td>Stores Inventory - Lindenwold</td>
<td>134832</td>
<td>$715.47</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>H. A. DEHART &amp; SON</td>
<td>Snow &amp; Ice Removal</td>
<td>134861</td>
<td>$14,034.50</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Haddon Locksmith</td>
<td>Stores Inventory - Lindenwold</td>
<td>134850</td>
<td>$1,046.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>HILTI INC</td>
<td>Stores Inventory - Lindenwold</td>
<td>134846</td>
<td>$520.48</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Homeland Industrial Supply</td>
<td>Stores Inventory - Lindenwold</td>
<td>134844</td>
<td>$878.40</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>HOUGH PETROLEUM</td>
<td>Stores Inventory - Lindenwold</td>
<td>134908</td>
<td>$620.40</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>INDCO INC.</td>
<td>Stores Inventory - Lindenwold</td>
<td>134834</td>
<td>$5,582.60</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Industrial Services</td>
<td>Sub Stations-not Coded</td>
<td>83951</td>
<td>$157.50</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>JAMES DOORCHECK INC.</td>
<td>Buildings-general-maint.</td>
<td>134816</td>
<td>$1,107.36</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Janel, Inc.</td>
<td>Stores Inventory - Lindenwold</td>
<td>134883</td>
<td>$1,681.02</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Kaeser Compressors</td>
<td>Stores Inventory - Lindenwold</td>
<td>134902</td>
<td>$392.21</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>KEYSTONE FIRE PROTECTION CO.</td>
<td>Stores Inventory - Lindenwold</td>
<td>134898</td>
<td>$175.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>L.B. Foster Company</td>
<td>Stores Inventory - Lindenwold</td>
<td>134923</td>
<td>$890.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Lawson Products</td>
<td>Auto-materials, Oil,&amp; Repairs</td>
<td>134863</td>
<td>$894.05</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>LINDELEY ELECTRIC SUPPLY</td>
<td>Stores Inventory - Lindenwold</td>
<td>134842</td>
<td>$420.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>M &amp; S INDUSTRIAL SUPPLY CO. INC.</td>
<td>Stores Inventory - Lindenwold</td>
<td>134837</td>
<td>$1,152.34</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Marlac Electronics, a Div.of Syscom Tech, LLC</td>
<td>Stores Inventory - Lindenwold</td>
<td>134840</td>
<td>$868.10</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Marlac Electronics, a Div.of Syscom Tech, LLC</td>
<td>Stores Inventory - Lindenwold</td>
<td>134848</td>
<td>$101.25</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>MC MASTER-CARR SUPPLY CO</td>
<td>Stores Inventory - Lindenwold</td>
<td>134851</td>
<td>$684.03</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>MC MASTER-CARR SUPPLY CO</td>
<td>Shop Equipment</td>
<td>134890</td>
<td>$723.04</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Modern Handling Equipment Co.</td>
<td>Stores Inventory - Lindenwold</td>
<td>134819</td>
<td>$785.76</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>VENDOR NAME</td>
<td>ITEM DESCRIPTION</td>
<td>PO NUMBER</td>
<td>AMOUNT</td>
<td>RESOLUTION</td>
</tr>
<tr>
<td>------------------------------------------</td>
<td>-----------------------------------------</td>
<td>-----------</td>
<td>--------------</td>
<td>------------</td>
</tr>
<tr>
<td>MOUSER ELECTRONICS</td>
<td>Stores Inventory - Lindenwald</td>
<td>134830</td>
<td>$157.16</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>NEW PIG CORP</td>
<td>Jamitorial Services</td>
<td>134812</td>
<td>$318.40</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>NEW PIG CORP</td>
<td>Stores Inventory - Lindenwald</td>
<td>134912</td>
<td>$902.89</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>NEWARK INONE</td>
<td>Stores Inventory - Lindenwald</td>
<td>134872</td>
<td>$112.45</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>NEUGEN</td>
<td>Stores Inventory - Lindenwald</td>
<td>134860</td>
<td>$1,026.93</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Norton Sandblasting Equipment</td>
<td>Stores Inventory - Lindenwald</td>
<td>134919</td>
<td>$51.03</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Orr Safety Corporation</td>
<td>Stores Inventory - Lindenwald</td>
<td>134821</td>
<td>$718.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Orr Safety Corporation</td>
<td>Stores Inventory - Lindenwald</td>
<td>134903</td>
<td>$373.20</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Pemberton Electrical Supply Company</td>
<td>Stores Inventory - Lindenwald</td>
<td>134892</td>
<td>$8,344.50</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>PENDERGAST SAFETY EQUIPMENT CO</td>
<td>Stores Inventory - Lindenwald</td>
<td>134887</td>
<td>$261.87</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>PENDERGAST SAFETY EQUIPMENT CO</td>
<td>Stores Inventory - Lindenwald</td>
<td>134896</td>
<td>$1,332.65</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>PHILADELPHIA INSTRUMENT AND CONTROL, INC.</td>
<td>Stores Inventory - Lindenwald</td>
<td>134822</td>
<td>$1,450.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>PITNEY BOWES INC</td>
<td>Maintenance</td>
<td>301432</td>
<td>$1,109.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>PPC Lubricants</td>
<td>Stores Inventory - Lindenwald</td>
<td>134889</td>
<td>$3,062.40</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Precision Flow LLC</td>
<td>Stores Inventory - Lindenwald</td>
<td>134825</td>
<td>$5,238.07</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Precision Flow LLC</td>
<td>Stores Inventory - Lindenwald</td>
<td>134911</td>
<td>$3,785.40</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Railroad Tools and Solutions( LLC)</td>
<td>Rail-renew</td>
<td>134813</td>
<td>$43.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>RAM Industrial Services LLC</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83952</td>
<td>$5,052.00</td>
<td>PATCO-14-006</td>
</tr>
<tr>
<td>RAM Industrial Services LLC</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83953</td>
<td>$5,115.00</td>
<td>PATCO-14-006</td>
</tr>
<tr>
<td>RAM Industrial Services LLC</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83954</td>
<td>$19,835.00</td>
<td>PATCO-14-028</td>
</tr>
<tr>
<td>RAM Industrial Services LLC</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83955</td>
<td>$17,893.00</td>
<td>PATCO-14-028</td>
</tr>
<tr>
<td>RAM Industrial Services LLC</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83956</td>
<td>$5,115.00</td>
<td>PATCO-14-006</td>
</tr>
<tr>
<td>RAM Industrial Services LLC</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83957</td>
<td>$5,232.00</td>
<td>PATCO-14-006</td>
</tr>
<tr>
<td>RAM Industrial Services LLC</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83958</td>
<td>$24,049.00</td>
<td>PATCO-14-028</td>
</tr>
<tr>
<td>RANCOCAS METALS CORP.</td>
<td>Stores Inventory - Lindenwald</td>
<td>134882</td>
<td>$275.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>REPCO, Inc.</td>
<td>Stores Inventory - Lindenwald</td>
<td>134910</td>
<td>$675.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Schneider Electric</td>
<td>Lease, Rentals</td>
<td>134878</td>
<td>$3,428.80</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Shalcross Bolt and Specialties Co.</td>
<td>Stores Inventory - Lindenwald</td>
<td>134868</td>
<td>$442.35</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Shamong Mfg. Co.</td>
<td>Stores Inventory - Lindenwald</td>
<td>134913</td>
<td>$1,687.80</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Sherwin-Williams Co., Woodbury, NJ</td>
<td>Stores Inventory - Lindenwald</td>
<td>134925</td>
<td>$264.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Sherwood Electromotion Inc.</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83959</td>
<td>$6,384.00</td>
<td>PATCO-14-006</td>
</tr>
<tr>
<td>Sherwood Electromotion Inc.</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83960</td>
<td>$6,384.00</td>
<td>PATCO-14-006</td>
</tr>
<tr>
<td>Sherwood Electromotion Inc.</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83961</td>
<td>$18,442.00</td>
<td>PATCO-14-028</td>
</tr>
<tr>
<td>Sherwood Electromotion Inc.</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83962</td>
<td>$18,442.00</td>
<td>PATCO-14-028</td>
</tr>
<tr>
<td>Sherwood Electromotion Inc.</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83964</td>
<td>$18,442.00</td>
<td>PATCO-14-028</td>
</tr>
<tr>
<td>Sherwood Electromotion Inc.</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83965</td>
<td>$18,442.00</td>
<td>PATCO-14-028</td>
</tr>
<tr>
<td>Sherwood Electromotion Inc.</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83966</td>
<td>$18,442.00</td>
<td>PATCO-14-028</td>
</tr>
<tr>
<td>Sherwood Electromotion Inc.</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83967</td>
<td>$6,384.00</td>
<td>PATCO-14-006</td>
</tr>
<tr>
<td>Sherwood Electromotion Inc.</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83968</td>
<td>$6,384.00</td>
<td>PATCO-14-006</td>
</tr>
<tr>
<td>Siemens Rail Automation Carborne Systems</td>
<td>Stores Inventory - Lindenwald</td>
<td>83963</td>
<td>$600.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>SIMCO ELECTRONICS</td>
<td>Shop Equipment</td>
<td>83945</td>
<td>$176.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>SIMCO ELECTRONICS</td>
<td>Shop Equipment</td>
<td>83946</td>
<td>$127.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>SIMCO ELECTRONICS</td>
<td>Shop Equipment</td>
<td>83947</td>
<td>$147.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>SIMCO ELECTRONICS</td>
<td>Shop Equipment</td>
<td>83948</td>
<td>$95.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>SIMCO ELECTRONICS</td>
<td>Shop Equipment</td>
<td>83949</td>
<td>$48.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>SIMCO ELECTRONICS</td>
<td>Shop Equipment</td>
<td>83950</td>
<td>$177.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>SimplexGrinnell LP</td>
<td>PASSENGER INFORMATION &amp; MESSAGING SYSTEM</td>
<td>134852</td>
<td>$3,000,000.00</td>
<td>PATCO-14-017</td>
</tr>
<tr>
<td>SNAP-ON INDUSTRIAL</td>
<td>Stores Inventory - Lindenwald</td>
<td>134924</td>
<td>$3,114.93</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Sosmetal Products Inc.</td>
<td>Stores Inventory - Lindenwald</td>
<td>134914</td>
<td>$392.24</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>SOUTH JERSEY WELDING SUPPLY COMPANY</td>
<td>Stores Inventory - Lindenwald</td>
<td>134823</td>
<td>$314.93</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>SOUTH JERSEY WELDING SUPPLY COMPANY</td>
<td>Stores Inventory - Lindenwald</td>
<td>134873</td>
<td>$125.72</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>SOUTH JERSEY WELDING SUPPLY COMPANY</td>
<td>Stores Inventory - Lindenwald</td>
<td>134922</td>
<td>$146.20</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Stanley Vidmar</td>
<td>Shop Equipment</td>
<td>134870</td>
<td>$17,558.48</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Stauffer Glove &amp; Safety Co.</td>
<td>Stores Inventory - Lindenwald</td>
<td>134900</td>
<td>$444.36</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Strato Inc.</td>
<td>Stores Inventory - Lindenwald</td>
<td>134888</td>
<td>$955.20</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Swiger Coil Systems A Wabtec Company</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83937</td>
<td>$15,968.00</td>
<td>PATCO-14-028</td>
</tr>
<tr>
<td>Swiger Coil Systems A Wabtec Company</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83938</td>
<td>$16,748.00</td>
<td>PATCO-14-028</td>
</tr>
<tr>
<td>Swiger Coil Systems A Wabtec Company</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83939</td>
<td>$15,968.00</td>
<td>PATCO-14-028</td>
</tr>
<tr>
<td>Swiger Coil Systems A Wabtec Company</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83940</td>
<td>$17,008.00</td>
<td>PATCO-14-028</td>
</tr>
<tr>
<td>Swiger Coil Systems A Wabtec Company</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83941</td>
<td>$16,748.00</td>
<td>PATCO-14-028</td>
</tr>
<tr>
<td>Tactical Public Safety, LLC</td>
<td>TRACK &amp; ELECTRICAL REHAB ACROSS BFB</td>
<td>134864</td>
<td>$52,276.00</td>
<td>PATCO-14-030</td>
</tr>
<tr>
<td>Tactical Public Safety, LLC</td>
<td>REPLACE TRANSFORMERS AT ELECTRICAL SUBST</td>
<td>134864</td>
<td>$40,910.00</td>
<td>PATCO-14-030</td>
</tr>
<tr>
<td>Tactical Public Safety, LLC</td>
<td>UPGRADE PATCO TO 800 MHZ RADIO SYSTEM</td>
<td>134927</td>
<td>$440.77</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Team One Repair, Inc.</td>
<td>Stores Inventory - Lindenwald</td>
<td>83942</td>
<td>$2,338.38</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Team One Repair, Inc.</td>
<td>Dollar/coin Count Equip.</td>
<td>301433</td>
<td>$3,500.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>VENDOR NAME</td>
<td>ITEM DESCRIPTION</td>
<td>PO NUMBER</td>
<td>AMOUNT</td>
<td>RESOLUTION</td>
</tr>
<tr>
<td>---------------------------------</td>
<td>------------------------------------------</td>
<td>-----------</td>
<td>----------</td>
<td>------------</td>
</tr>
<tr>
<td>Track-Weld</td>
<td>Rail-renew</td>
<td>134814</td>
<td>$445.60</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Travers Tool Co., Inc.</td>
<td>Stores Inventory - Lindenwold</td>
<td>134905</td>
<td>$110.16</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>TRI - DIM FILTER CORP</td>
<td>Stores Inventory - Lindenwold</td>
<td>134826</td>
<td>$481.04</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>TRI - DIM FILTER CORP</td>
<td>Stores Inventory - Lindenwold</td>
<td>134901</td>
<td>$314.88</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>United Fabrics</td>
<td>Stores Inventory - Lindenwold</td>
<td>134820</td>
<td>$2,832.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>UNITED REFRIGERATION INC</td>
<td>Stores Inventory - Lindenwold</td>
<td>134844</td>
<td>$598.69</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>UNITED REFRIGERATION INC</td>
<td>Stores Inventory - Lindenwold</td>
<td>134899</td>
<td>$779.16</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>UNITED STATES PLASTIC CORP.</td>
<td>Stores Inventory - Lindenwold</td>
<td>134897</td>
<td>$55.25</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Van - Air &amp; Hydraulics, Inc.</td>
<td>Stores Inventory - Lindenwold</td>
<td>134839</td>
<td>$13,433.12</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>W E Timmerman Co Inc</td>
<td>Auto-materials, Oil &amp; Repairs</td>
<td>134827</td>
<td>$2,159.90</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>W.B. Mason Co., Inc.</td>
<td>Stationary Forms, Print</td>
<td>134817</td>
<td>$45.57</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>W.B. Mason Co., Inc.</td>
<td>Stationary Forms, Print</td>
<td>134875</td>
<td>$454.70</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>W.B. Mason Co., Inc.</td>
<td>Stationary Forms, Print</td>
<td>134877</td>
<td>$68.46</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>WABTEC</td>
<td>Stores Inventory - Lindenwold</td>
<td>134880</td>
<td>$18,404.60</td>
<td>PATCO 13-035</td>
</tr>
<tr>
<td>Wabtec Global Services</td>
<td>Stores Inventory - Lindenwold</td>
<td>134804</td>
<td>$27,893.40</td>
<td>PATCO 13-035</td>
</tr>
<tr>
<td>WILLIAMS SCOTSMAN INC.</td>
<td>REPLACE ESCALATOR @ WOODCREST &amp; LOCUST</td>
<td>134871</td>
<td>$3,864.87</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Y-Pers, Inc.</td>
<td>Stores Inventory - Lindenwold</td>
<td>134833</td>
<td>$1,971.60</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>Y-Pers, Inc.</td>
<td>Stores Inventory - Lindenwold</td>
<td>134906</td>
<td>$291.60</td>
<td>25KTHRES</td>
</tr>
</tbody>
</table>
BALANCE SHEET
PORT AUTHORITY TRANSIT CORPORATION

BALANCE SHEET
July 31, 2014

ASSETS

<table>
<thead>
<tr>
<th></th>
<th>December 31, 2013</th>
<th>July 31, 2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash (Includes $107,460 in Station Escrow Funds)</td>
<td>$1,058,237</td>
<td>$931,241</td>
</tr>
<tr>
<td>Investments (Note 1)</td>
<td>2,654,548</td>
<td>2,654,784</td>
</tr>
<tr>
<td>Accounts Receivable</td>
<td>788,386</td>
<td>790,727</td>
</tr>
<tr>
<td>Inventory at lower of cost (first-in, first-out) or market</td>
<td>6,115,929</td>
<td>6,082,908</td>
</tr>
<tr>
<td>Prepaid Expenses</td>
<td>453,643</td>
<td>775,021</td>
</tr>
<tr>
<td>Work Orders in Progress</td>
<td>498,142</td>
<td>942,173</td>
</tr>
<tr>
<td><strong>Total Assets</strong></td>
<td><strong>$11,568,885</strong></td>
<td><strong>$12,176,854</strong></td>
</tr>
</tbody>
</table>

LIABILITIES AND EQUITY

Liabilities:

<table>
<thead>
<tr>
<th></th>
<th>December 31, 2013</th>
<th>July 31, 2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Accounts Payable:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Trade</td>
<td>$1,738,994</td>
<td>$1,959,525</td>
</tr>
<tr>
<td>Delaware River Port Authority (Note 2)</td>
<td>244,730,000</td>
<td>248,301,165</td>
</tr>
<tr>
<td>Accrued Liabilities:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Reserve for Other Post Employment Benefits (Note 4)</td>
<td>14,000,112</td>
<td>14,000,112</td>
</tr>
<tr>
<td>Deferred Revenue (Note 5)</td>
<td>3,311,580</td>
<td>3,455,200</td>
</tr>
<tr>
<td>Wages</td>
<td>710,616</td>
<td>551,841</td>
</tr>
<tr>
<td>Payroll taxes</td>
<td>51,785</td>
<td>71,725</td>
</tr>
<tr>
<td>Pension and Other</td>
<td>320,307</td>
<td>407,876</td>
</tr>
<tr>
<td>Sick Leave Benefits</td>
<td>495,913</td>
<td>464,934</td>
</tr>
<tr>
<td>Reserve for Unused Vacation</td>
<td>335,113</td>
<td>307,543</td>
</tr>
<tr>
<td>Reserve for contingent liabilities (Note 3)</td>
<td>5,532,674</td>
<td>6,421,813</td>
</tr>
<tr>
<td><strong>Total Liabilities</strong></td>
<td><strong>$271,227,094</strong></td>
<td><strong>$275,941,734</strong></td>
</tr>
</tbody>
</table>

Equity:

<table>
<thead>
<tr>
<th></th>
<th>December 31, 2013</th>
<th>July 31, 2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>Advances from Delaware River Port Authority</td>
<td>360,760,210</td>
<td>371,955,728</td>
</tr>
<tr>
<td>Deficit</td>
<td>($620,418,419)</td>
<td>($635,720,608)</td>
</tr>
<tr>
<td><strong>Total Equity</strong></td>
<td><strong>$11,568,885</strong></td>
<td><strong>$12,176,854</strong></td>
</tr>
<tr>
<td></td>
<td>Year to date ended</td>
<td>Month ended</td>
</tr>
<tr>
<td>--------------------------------</td>
<td>-------------------</td>
<td>-------------</td>
</tr>
<tr>
<td></td>
<td>July 31,2014</td>
<td>July 31,2014</td>
</tr>
<tr>
<td><strong>Operating Revenues:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Passenger fares</td>
<td>$14,175,088</td>
<td>$2,049,506</td>
</tr>
<tr>
<td>Passenger parking</td>
<td>460,784</td>
<td>67,158</td>
</tr>
<tr>
<td>Passenger - other</td>
<td>68,832</td>
<td>9,993</td>
</tr>
<tr>
<td>Advertising</td>
<td>322,848</td>
<td>57,539</td>
</tr>
<tr>
<td>Telecommunications Rental Income</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Miscellaneous</td>
<td>449,941</td>
<td>25,350</td>
</tr>
<tr>
<td>Interest Income From Investments</td>
<td>501</td>
<td>46</td>
</tr>
<tr>
<td><strong>Total Operating Revenues</strong></td>
<td>$15,477,994</td>
<td>$2,209,592</td>
</tr>
<tr>
<td><strong>Operating Expenses:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Maintenance of Way and Power</td>
<td>6,606,226</td>
<td>796,658</td>
</tr>
<tr>
<td>Maintenance of Equipment</td>
<td>3,914,903</td>
<td>475,343</td>
</tr>
<tr>
<td>Purchased Power</td>
<td>2,889,796</td>
<td>375,417</td>
</tr>
<tr>
<td>Transportation</td>
<td>9,209,070</td>
<td>1,298,087</td>
</tr>
<tr>
<td>General Insurance</td>
<td>1,833,714</td>
<td>476,393</td>
</tr>
<tr>
<td>Superintendence and General Office</td>
<td>2,755,307</td>
<td>396,844</td>
</tr>
<tr>
<td><strong>Total Operating Expenses</strong></td>
<td>27,209,016</td>
<td>3,818,742</td>
</tr>
<tr>
<td>Rent of Rapid Transit System Facilities (Note 2)</td>
<td>3,571,165</td>
<td>510,167</td>
</tr>
<tr>
<td>Other Post Employment Benefits Accrual (Note 4)</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Net Income (loss)</strong></td>
<td>($ 15,302,187)</td>
<td>($ 2,119,321)</td>
</tr>
<tr>
<td>Deficit, December 31, 2013</td>
<td>($ 620,418,419)</td>
<td></td>
</tr>
<tr>
<td>Deficit, July 31, 2014</td>
<td>($ 635,720,606)</td>
<td></td>
</tr>
</tbody>
</table>

See Notes To Financial Statements
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 $248,301,165 from January 1, 1974 through July 31, 2014 have not been made to the Authority.

3. Reserves for Contingent Liabilities:

Pursuant to a policy of self-insurance, the Corporation has reserved $4,546,776 for Comprehensive General Liability and $1,875,037 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, September 3, 2014

Committee Members:

William Sasso, Esquire, Chairman
Al Frattali, Vice Chairman
Charles Fentress
Richard Sweeney
Michelle Kichline, Esquire
E. Frank DiAntonio

Also Present:

Peter Simon, Assistant Counsel, New Jersey Governor's Authorities Unit

Others Present:

Joe Quigley, Alstom
Steve Charles, Alstom
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
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
Kathleen Imperatore, Director, Fare Collection
Fran O'Brien, Manager, Customer & Community Relations
Sheila Milner, Administrative Coordinator
Elizabeth McGee, Administrative Coordinator
Robert Traver, Technical Supervisor/Equipment
## INDEX

<table>
<thead>
<tr>
<th>Roll Call</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>Capital Project Contract Modifications</td>
<td>7</td>
</tr>
<tr>
<td>Woodcrest Station Shredding Event 2014</td>
<td>11</td>
</tr>
<tr>
<td>PATCO Upgrade to Automated Fare Collection</td>
<td>12</td>
</tr>
<tr>
<td>Central Computer Systems</td>
<td></td>
</tr>
<tr>
<td>Hardwiring Security Cameras, Emergency Call Boxes and Parking Lot Fare Gates at Haddonfield Station</td>
<td>16</td>
</tr>
<tr>
<td>PATCO/SEPTA Vertical Transportation Equipment Support Project, Settlement Agreement</td>
<td>19</td>
</tr>
<tr>
<td>Right of Entry and Related Agreements with the Environmental Protection Agency</td>
<td>21</td>
</tr>
<tr>
<td>PARTSWG Regional Public Security Awareness Project, Phase V</td>
<td>23</td>
</tr>
<tr>
<td>PARTSWG Transit Contract Intelligence Analyst, Phase III</td>
<td>25</td>
</tr>
<tr>
<td>Philadelphia Port Major River Crossing Impact Study</td>
<td>29</td>
</tr>
<tr>
<td>PARTSWG Contract Intelligence Analyst, Phase II, Settlement and Release Agreement</td>
<td>34</td>
</tr>
<tr>
<td>General Engineering Consultant Services</td>
<td>39</td>
</tr>
<tr>
<td>12th/13th &amp; Locust Station Proposed Elevator</td>
<td>43</td>
</tr>
</tbody>
</table>
INDEX (Cont'd)

General discussion: (cont'd)

Spending Tracking 47
Walt Whitman Bridge 47
Adjournment 59
PROCEEDINGS

(8:00 a.m.)

CHAIRMAN SASSO: I'd like to call the meeting of the Operation & Maintenance Committee of the Delaware River Port Authority and ask the Corporate Secretary to call the roll.

MS. McNICHOL: Chairman Sasso?
CHAIRMAN SASSO: Here.

MS. McNICHOL: Vice Chairman Frattali?
COMMISSIONER FRATTALI: Here.

MS. McNICHOL: Commissioner Sweeney?
COMMISSIONER SWEENEY: Here.

MS. McNICHOL: Commissioner DiAntonio?
COMMISSIONER DiANTONIO: Here.

MS. McNICHOL: Commissioner Fentress?
COMMISSIONER FENTRESS: Here.

MS. McNICHOL: Commissioner Bell?
(No response.)

MS. McNICHOL: Commissioner Kichline?
COMMISSIONER KICHLINE: Here.

MS. McNICHOL: Commissioner Reilly?
(No response.)
MS. McNICHOL: You have a quorum, sir.

CHAIRMAN SASSO: Thank you.

I'd now like to call for a motion to go into Executive Session. The decisions that we will make in Executive Session will be made public when the issues are resolved.

Can I have a motion?

COMMISSIONER FRATTALI: Move the motion.

COMMISSIONER FENTRESS: Seconded.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion? All in favor?

COMMISSIONERS FRATTALI, FENTRESS, SWEENEY, DiANTONIO, AND KICHLINE: Aye.

CHAIRMAN SASSO: Opposed?

CHAIRMAN SASSO: It's carried.

CHAIRMAN SASSO: Can I have a motion to open the Open Session.

COMMISSIONER FRATTILI: Move the motion.

COMMISSIONER FENTRESS: Seconded.

CHAIRMAN SASSO: Moved and seconded. Any further discussion? All in favor?
COMMISSIONERS FRATTALI, FENTRESS and SWEENEY:

Aye.

CHAIRMAN SASSO: Why don't we start? The first item is the Capital Project Contract Modifications.

Mr. Venuto?

MR. VENUTO: Yes, sir. Good morning and thank you.

Staff is seeking authorization for an increase in engineering services scope of work for the PATCO car overhaul project, for LTK Consultants, in the amount of $500,000. The additional work is necessary for LTK Engineering Services to continue with the current phase of the project, fleet rebuilding, support and cover extenuating circumstances during the first phase of the project, the specification development, and the car rebuilder selection.

I am requesting, Chairman, that at this point the Summary Statement of Resolution requests $1 million of the supplement. And what I'd like to do, at this time, is amend it, vote as amended on the floor, to the half a million so the current contract
amount is approximately $8.3 million, and we would
like to supplement in the amount of $500,000.

CHAIRMAN SASSO: And the purpose of that is we
can continue to monitor it on a monthly basis?

MR. VENUTO: Yes, sir. LTK is monitoring the
car overhaul program.

CHAIRMAN SASSO: And we'll be monitoring their
progress and the car rehab progress?

MR. VENUTO: Yes, sir.

CHAIRMAN SASSO: Okay. Do you need a motion
to that effect?

MS. McNICHOL: Yes, sir.

COMMISSIONER FRATTALI: I'll make that motion.

CHAIRMAN SASSO: It's been moved.

And seconded?

COMMISSIONER SWEENEY: Second.

CHAIRMAN SASSO: Any further discussion?

Do you have a problem?

COMMISSIONER FRATTALI: Do you need two
motions? One to amend it and then one to approve it.

MS. McNICHOL: I need two, motion to amend is
the first one, sir, and then the second is the motion
to approve.

CHAIRMAN SASSO: We can't roll it into one?

MS. McNICHOL: You can do amend and approve, sir.

CHAIRMAN SASSO: Amend and approve?

COMMISSIONER FRATTALI: So moved.

CHAIRMAN SASSO: Which is what I know Commissioner Frattali intended.

COMMISSIONER FENTRESS: Second.

CHAIRMAN SASSO: So it has been moved and seconded.

Any further discussion?

All in favor?

COMMISSIONERS DIANTONIO, SWEENEY AND FRATALI: Aye.

CHAIRMAN SASSO: Opposed? It's carried.

Do you want to provide any additional information on the car rehab?

MR. VENUTO: I can do it right now, if you want.

CHAIRMAN SASSO: Yeah.

MR. VENUTO: If I can just take a minute and
you asked about the car overhaul update. I'll give the general update on where we are with the cars.

We are complete -- we have the 8 prototype or pilot cars at the Lindenwold shop and we are continuing to do the testing of those cars to get them ready for revenue service. We are approximately 90 percent complete with the testing and preparing for a 500-mile test, which consists of a 6-car train running 500 continuous miles along our system without any kind of mechanical failures. If there is a mechanical failure, basically, we start Mile Zero over and we continue to work on that test.

It's hard to determine at this point how long that 500-mile test is going to take. We don't know what issues we are going to uncover as we run the trains along our systems. Following the 500-mile test, which we expect to start later in September, we'll do the final clean up, and then final acceptance test by PATCO and DRPA.

Right now, we're focusing on the integration of the cars into our PATCO system and our wayside communications. We are also focusing on the
communications within the car systems.

Following our acceptance of these initial cars, we do have, or Alstom does have, six more cars, another three more married pair, approximately 90 to 95 percent complete in their Hornell shop that will be ready to be shipped as the first set of cars are accepted.

CHAIRMAN SASSO: And as I understand it, Mike, the 500-mile test is an actual running the cars for 500 miles loaded with passenger weight so as to simulate as closely as possible the actual operation. And the outcome and what problems develop as a result of that 500-mile test will determine in large part delivery dates and when we can put the cars in revenue service.

MR. VENUTO: Yes, sir, that's accurate.

CHAIRMAN SASSO: Okay. Questions or comments? Hearing none, the Woodcrest Station Shredding Event. Something we're all invited to, I understand.

MR. RINK: Thank you, Chairman, Commissioners. We are seeking Board permission to permit Camden County to hold its annual shredding event at
the Woodcrest Station parking lot on November 1st. All DRPA and PATCO expenses incurred to provide support service are reimbursed by Camden County. This is a typical event they hold each and every year and we're seeking Board's approval to let Camden County hold the shredding event at Woodcrest.

CHAIRMAN SASSO: We need resolutions for all these items, correct?

MS. McNICHOL: Yes, sir.

CHAIRMAN SASSO: Okay.

Any questions or comments?

If not, I'll accept a motion recommending this to the Board for adoption.

COMMISSIONER FENTRESS: Move the motion.

COMMISSIONER SWEENEY: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion?

All in favor?

COMMISSIONERS SWEENEY, DiANTONIO, & FENTRESS: Aye.

CHAIRMAN SASSO: Opposed? It's carried.

PATCO Upgrade to the Automatic Fare Collection
Central Computer Systems.

John?

MR. RINK: Thank you, Mr. Chairman.

We are seeking that the Board authorize staff to negotiate a contract with Cubic to upgrade our automated fare collection system, updating the Nextfare central system and the Cubic team and application software, including new device monitoring of recording software.

This would be a sole source contract with an amount of $2,199,828. I have Kathy Imperatore here and she'll give you a quick brief of what's involved with this work.

MS. IMPERATORE: We are required by our credit card processor to meet certain security requirements. And as part of that, we have to upgrade all our software to meet the security requirements.

Cubic was the original integrator of our system. This is the first full major overhaul of Nextfare, our automated system, since 2008. We are required to meet the security requirements or we'll be fined daily. And --
CHAIRMAN SASSO: Fined by who?

MS. IMPERATORE: Fined by our processor. So currently we are meeting the requirements. But to meet the new requirements that came out about a year ago that are going to be implemented, we are going to have to do this update.

CHAIRMAN SASSO: And whose requirements are they?

MS. IMPERATORE: These are payment card industry data security requirements. All the payment brands have come up with these requirements to secure credit card data.

MR. RINK: We saw recently there is another, you know, Home Depot. But this -- in order for us to accept debit and credit, we have to meet these PCI requirements. Kathy's group works with IS and we have to make sure we process these updates and make changes to our equipment, to make sure we're in full compliance with that.

MS. IMPERATORE: To do that we have to change all our software right now to meet all these requirements.
MR. HANSON: There are industry standards that
if you take credit card information and hold that
information, which we do, you need to meet. That's
essentially it.

CHAIRMAN SASSO: So it's actually standards
applied by the industry as opposed to some
governmental agency?

MR. HANSON: They're industry standards,
correct. They are industry standards, but all of the
payment handling properties require you to adhere to
them. So it's in the contract, but it would be in the
contract with anybody that we would have, anybody
would require it.

CHAIRMAN SASSO: Got it.

MR. RINK: We've also had to make changes to
our Freedom Card. The chips we presented before?

CHAIRMAN SASSO: Right.

MR. RINK: But purchasing our new Freedom
Cards, we have to upgrade our chips in regards to
that. One thing is Cubic, we had presented before
back in September, the political certification forms
were delivered to the OIG's office this morning and
they are currently under review.

CHAIRMAN SASSO: Okay.

Any comments or questions? If not, I'll accept a motion approving this for recommendation to the Board.

COMMISSIONER DIANTONIO: So moved.

COMMISSIONER FRATTALI: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion?

All in favor?

COMMISSIONERS SWEENEY, FRATTALI, & FENTRESS: Aye.

CHAIRMAN SASSO: Opposed? It's carried.

Hardwiring Security Cameras, Emergency Call Boxes, and Parking Lot Fare Gates at the Haddonfield Station.

John?

MR. RINK: Thank you, Chairman, Commissioners.

We are seeking authorization to negotiate a contract with SimplexGrinnell to hardwire our security cameras, boxes, and parking gates at Haddonfield Station. It would be a contract up to $337,000. This
work would be under PA State Contract 4400010438.

Currently, our security cameras, emergency boxes, and our parking lots at Haddonfield communicate via Wi-Fi to our network. What we're doing is we are going to hardwire all the equipment. We've been having issues with the Wi-Fi system at Haddonfield.

In addition, the call boxes are powered by rechargeable batteries, the battery box in each call box. And at night, when the parking lot lights come on, they recharge the batteries. Each year, we have to replace the batteries in the system; the batteries only last one year. So what we want to do with this contract is hardwire the call boxes to power and also back to our LAN system, so we basically have to run whole new communication cable and power cable out to each camera and the call box.

We have conduit in the parking lots. When we repaved the parking lots, we put provisions in place for conduit we can use. We do have to trench across the two access roads, so there is cost in there to open up the roadway to do that.

In addition, we have one last coin operated
parking lot on our system. When we converted to the
Freedom Card, all of our lots, but one at Haddonfield,
were converted over. At this time, the coin operated
lots are at the end of their useful life. We can't
get parts. And we will now upgrade that since we have
had a very high penetration with our Freedom Card. We
would take the coin operated lot and convert it over
to a Freedom Card, where you could use your Freedom
Card.

So we're seeking authorization to use PA state
contract pricing to award a contract to Simplex to
complete these improvements.

CHAIRMAN SASSO: Do we have hardwiring -- do
we have security cameras and call boxes at all our
stations?

MR. RINK: Yes. This will be the first phase.
With our budget coming up, we're looking to do
successive stations working with the IS Department in
the future, so we would be back to do similar type
projects in the future.

CHAIRMAN SASSO: For every station.

MR. RINK: Correct.
CHAIRMAN SASSO: Okay. Whatever implements the maximum safety for our ridership. I mean I wouldn't hold up on that. I think we ought to give it a high priority.

Any other comments or questions? If not, I'll accept a motion approving this for recommendation to the Board.

COMMISSIONER DiANTONIO: So moved.

COMMISSIONER SWEENEY: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion?

All in favor?

COMMISSIONERS FRATTALI, DiANTONIO, & SWEENEY: Aye.

CHAIRMAN SASSO: Opposed? It's carried.

The PATCO/SEPTA Vertical Transportation Equipment Support Project, Settlement Agreement.

John?

MR. RINK: Thank you, Mr. Chair and Commissioners.

As you know, we've been before the Board.

SEPTA has been performing our escalator and elevator
maintenance. Back in April of this year, we approved a five-year contract which was executed at the end of June. I can tell you and I report each month that SEPTA has been doing an outstanding service in regards to our maintenance and service.

If you'll recall, back in December, we had emergency CEO Powers to authorize up to spending $100,000 for SEPTA to do those repairs. It was approved by the Board verbally. But our new procedures require us to come back to the Board and provide a summary statement of resolution. We did not do that the month after that. And in the interim, between the time we approved the five-year contract and it was executed, SEPTA continued to provide these services.

What I have prepared is a settlement agreement. It summarizes all the work that SEPTA has performed for us, including additional costs that went over the $100,000, that they provided up until we executed the five-year contract.

So what we're seeking is a settlement and release agreement with SEPTA to cover all these costs
associated with that prior to the execution of the
five-year contract in a total amount not to exceed
$282,935.94. That's approximately $37,000 a month for
that time.

So this would wrap up everything and we would
have a settlement agreement with SEPTA to cover all
the costs they provided since December of last year.

CHAIRMAN SASSO: Any comments or questions?
I'll accept a motion approving this for
recommendation to the Board.

COMMISSIONER FRATTALI: So moved.

COMMISSIONER DiANTONIO: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion?

All in favor?

COMMISSIONERS SWEENEY, FENTRESS, & FRATTALI:
Aye.

CHAIRMAN SASSO: Opposed? It's carried.

Right of Entry and Related Agreements with the
EPA.

Tim Pulte?

MR. PULTE: Thank you, Chairman.
First of all, I'd like to thank our legal department and Gerry Faber for his previous work on these entry agreements and his current work on this one. Staff is asking the Board's authorization to enter into a four-year agreement with the EPA. We would like to negotiate a four-year contract with the EPA to allow them to enter into a property located by the Walt Whitman Bridge on the New Jersey side.

The EPA has located property and has determined in the Superfund site that they would like to enter into through 2018. The current contract has expired in 2010. They will be conducting surface exposure rate scans to identify areas that may be of concern. They will be also conducting downhole gamma logging to identify subsurface soils that have elevated radiological measurements. We have all the insurance and indemnifications and everything else that will be required.

So we're asking for the approval. And we have done this in the past, sir.

CHAIRMAN SASSO: Can they issue indemifications to us as a federal agency when they
enter, if there is a problem?

    MS. McNICHOL: The only -- the answer to that, sir, about what they do agree to do is they do agree to provide remunerations to us specifically if there are any issues or problems. So they cannot technically indemnify, but they do agree that they will notify us.

    CHAIRMAN SASSO: Okay. Any comments or questions?

    If not, I'll accept a motion recommending this to the Board for approval.

    COMMISSIONER FENTRESS: So moved.

    COMMISSIONER KICHLINE: Second.

    CHAIRMAN SASSO: Moved and seconded.

    Any further discussion?

    All in favor?

    COMMISSIONER DiANTONIO, COMMISSIONER FRATTALI: Aye.

    CHAIRMAN SASSO: Opposed? It's carried.

    Regional Public Security Awareness Project.

    Mr. Shanahan?

    MR. SHANAHAN: Good morning, Mr. Chairman,
Members of the Committee.

This is another follow-on grant from the Transit Security Grant Program. You'll remember last month's presentation for Phase IV. Sometimes they stack up these grants when they are released and this is the next one going into the future. This one goes into 2016. It's more of the same.

You remember the posters and all the media --

CHAIRMAN SASSO: Right.

MR. SHANAHAN: This will continue that process. The media buys in, all the polling and benchmarking of success and progress.

CHAIRMAN SASSO: And this pays for what percentage of the cost?

MR. SHANAHAN: I'm sorry. One hundred percent grant funded and it's the Transit Security Grant Program.

CHAIRMAN SASSO: Comments? Questions?

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

COMMISSIONER FRATTALI: So moved.

CHAIRMAN SASSO: Been moved.
Do I have a second?

COMMISSIONER DIANTONIO: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion? All in favor?

COMMISSIONER KICHLINE, COMMISSIONER FRATTALI:

Aye.

CHAIRMAN SASSO: Opposed? It's carried.

Transit Contract Intelligence Analyst,

Phase III.

MR. SHANAHAN: Yes, sir. This is again part of the circle we have where we have this -- where we have the previous project where we actually asked people to turn in tips and other items that they see on the transit system in the Philadelphia Region.

The receptors of those tips are the trained intelligence contracted grant analysts and also this continues that project.

Our vendor is a GSA vendor. It is 100 percent grant funded from the Transit Security Grant Program.

CHAIRMAN SASSO: I'm sorry. Where do the tips go?

MR. SHANAHAN: They go to the DVIC and the
grant and the trained Intel analysts are housed at the DVIC.

CHAIRMAN SASSO: Are they analyst people?

MR. SHANAHAN: Yeah.

CHAIRMAN SASSO: And what's a DVIC?

MR. SHANAHAN: The DVIC is the Delaware Valley Intelligence Center. It's in --

CHAIRMAN SASSO: Oh, okay. So it's a place.

MR. SHANAHAN: Exactly.

CHAIRMAN SASSO: Where the analysts are.

MR. SHANAHAN: The analysts are there. But, you know, what else is important, Mr. Chairman, is that the Philadelphia Police Department solely runs this. This is their center. We participate by putting grants into that center. And the Real-Time Crimes Unit is there, too. So even though the media --

CHAIRMAN SASSO: That's like calling 911.

MR. SHANAHAN: Even though the media says if it's a pressing emergency, please call 911. We get a lot of tips that are transmitted over the #-1776. It probably should go to 911. Well, they're right there
and the RealTimes Crime Center can pull the cameras
and send it right off to dispatch there. It's 24
hours manned. So this is probably the best case
scenario we could get.

The DVIC, also, they man a desk that is the
only one in the country. There is no other transit
security desk in any intelligence center yet.

CHAIRMAN SASSO: Really?

MR. SHANAHAN: Yeah. TSA is pushing this.

They feel it's a model for success throughout the rest
of the country. We've been getting calls from San
Francisco and New York, and other places to kind of
set up the model for them.

CHAIRMAN SASSO: And where is the DVIC?

MR. SHANAHAN: The DVIC is at the old defense
industrial site down in South Philadelphia.

CHAIRMAN SASSO: Okay.

MR. SHANAHAN: It is a state of the art. And
I'm on the Board of the Executive Committee and
anybody is invited. I can take you down any time if
you want to coordinate --

CHAIRMAN SASSO: Visit the DVIC.
MR. SHANAHAN: You really have to. You have to see it. It's state of the art. It's something out of -- it almost looks like something out of a movie. It's that high speed and high tech.

CHAIRMAN SASSO: I might take you up on that one. On my way down to the shore, we'll stop in.

MR. SHANAHAN: Yeah. And they would be glad to see you, because the DRPA, through the Board, has been very cooperative and supportive of the DVIC, and we've done a lot of projects. We feel strongly that a regional project is actually the best project to do because it would strengthen incorporating our transit and now our police partners, Philadelphia Police Department.

CHAIRMAN SASSO: Okay, thank you.

I'll accept a motion approving this for recommendation to the Board.

COMMISSIONER FRATTALI: So moved.

COMMISSIONER KICHLINE: Second.

CHAIRMAN SASSO: It's been moved and seconded.

Any further discussion?

All in favor?
COMMISSIONERS DiANTONIO AND FENTRESS: Aye.

CHAIRMAN SASSO: Opposed? It's carried.

Philadelphia Port Major River Crossing Impact Study.

MR. SHANAHAN: Yes, sir. This is a study for the bridges. We just completed -- recently completed a study, an impact study, on the transit system, our PATCO transit system.

I've been trying to do this for a number of years, because when I sit and write investment justification to get a grant, one of the things that I don't have are hard facts and numbers, especially with the impact, not just the immediate impact, but the secondary and tertiary at best.

As I sit and look out my office window, I can look at the Walt Whitman Bridge. I can count trucks going by and keep going by. What is that impact on the economy of this Region?

This study will help us understand it. It is probably not an all-inclusive one, but it is going to get us in the ballgame, understanding what our economic impact is to this Region. And we'll go
through a number of scenarios, one where multiple 
bridges being compromised and what will happen there, 
what will happen to the port community. 

This is a Port Security Grant Program grant. 
It is 75 percent funded, as all Port Security Grant 
Program grants are. And we're writing the 25 percent 
match. But I feel strongly that this will give us the 
ammunition to write better investment justifications 
and understand what our impact is to this Region. 

CHAIRMAN SASSO: Twenty five percent of what? 

MR. SHANAHAN: Of the overall grant. It's a 

$315,000 grant. 

CHAIRMAN SASSO: $315? 

MR. SHANAHAN: Yes. 

CHAIRMAN SASSO: And who is performing this? 

MR. SHANAHAN: Oh, a portion of my 
presentation I just kind of glossed over. Very sorry 
about that, sir. 

The DVRPC is our metropolitan planning 
organization. It is the premier -- it is the planning 
organization, the designated MPO for this region. 

DVRPC has the -- and I'll read it so I don't
mess it up -- has the travel improvement model version 2.2. It is theirs. It is their proprietary model.

Any other vendor would have to come and ask them to use that or get a license from them. And that would take off valuable resources. This is not a gigantic grant, so that would take off valuable dollars from the grant and then what the performance in the scope of work could be done.

DVRPC already has that model that counts cars, and traffic and all the other associated items. It also has the expertise and credentialed analysts and project managers that can handle this. That's why we put in a "sole source" ask for this project. DVRPC, probably hands-down, they're the most appropriate vendor for this.

CHAIRMAN SASSO: Okay.

MR. RINK: Just to add some, DVRPC is doing a similar thing for PATCO and that was 100 percent funded to the DVRPC through one of their programs.

MR. SHANAHAN: It was FTA through the --

MR. RINK: They're doing the same, yes, so they're doing a similar one for PATCO.
MR. SHANAHAN: And how is your understanding of the -- what was your --

MR. RINK: They submitted the final report. We've been going through their draft report for competency.

MR. SHANAHAN: Were you pleased with it?

MR. RINK: It's basically an impact study of PATCO. They did an analysis similar to that if PATCO didn't exist; what would that do to the Region; how many cars would it put on the highways, on the bridges; can the roads accommodate them. No, we would have to add highway lanes, things of that nature. They used the same model to predict that for PATCO.

MR. SHANAHAN: Right. They even did real estate values and everything. It was just all encompassing. It was one of those just outstanding projects.

CHAIRMAN SASSO: Was that PATCO funded by a grant?

MR. SHANAHAN: Yes.

CHAIRMAN SASSO: Or did we only pay a portion of it?
MR. RINK: Yes, 100 percent through. DVRPC has a work program and they pick various projects, and we were selected.

MR. SHANAHAN: And this all instrumental in getting that and also some other additional funds from DVRPC.

But, John, I would ask you, are you pleased with the product so far?

MR. RINK: Yes.

MR. SHANAHAN: Some of the things I saw in the Executive Summary were things that nobody would have thought of to do on the study of this and that's the level of expertise they have. Again, it would be sole source. And CEO has --

CHAIRMAN SASSO: Why don't you send the Executive Summary to the Committee?

MR. SHANAHAN: Sure.

CHAIRMAN SASSO: It would be nice to see how they analyze it. I'd like to see it. And if the Committee is agreeable, we'll send it to everyone.

Okay. Any other questions or comments? If not, I'll accept a motion approving this for
recommendation to the Board.

    COMMISSIONER DiANTONIO: So moved.

    COMMISSIONER FRATTALI: Second.

    CHAIRMAN SASSO: Moved and seconded.

    Any further discussion?

    All in favor?

    COMMISSIONERS SWEENEY AND FRATTALI: Aye.

    CHAIRMAN SASSO: Opposed? It's carried.

    And one more time, the Contract Intelligence Analyst, Phase II.

    MR. SHANAHAN: Yes, sir. This was a grant, an approved grant, a voted on grant that was in the works.

    And one thing that I think our legal department astutely picked up was that Philadelphia has really become a partner of ours in this homeland security effort.

    One thing we did was to go out and get a cooperative agreement with the City of Philadelphia. As I said before, most of the regional projects we were pushing down to the City or over to the City, let's put it that way. They are the, again, center of
gravity of this region. The City of Philadelphia is a competent project manager in all respects. They provide a level of expertise and also a level of facility, you know, they handle the facilities. They handle the management, project management.

So it made perfect sense to get a project, a cooperative agreement with the City of Philadelphia. However, this was an approved grant that fell in between those two times while we were waiting for review and for the City of the grant under the agreement and, administratively, we could not -- past performance does not a contract make.

So we are asking for a settlement and accord. They kept working; CRA kept working and doing the job that we hired them to do. The grant was approved. It is 100 percent grant funded. This allows us to execute and finalize the grant. It is $322,372.03, and 100 percent grant funded, and all out of TSGP proceeds.

CHAIRMAN SASSO: Comments? Questions?

If not, I'll accept a motion approving this for recommendations to the Board.
COMMISSIONER DiANTONIO: So moved.
CHAIRMAN SASSO: It's been moved.
COMMISSIONER FRATTALI: Second.
CHAIRMAN SASSO: And seconded.
All in favor?
COMMISSIONERS SWEENEY AND FRATTALI: Aye.
CHAIRMAN SASSO: Opposed? It's carried.
Thank you, sir.
MR. SHANAHAN: Thank you.
CHAIRMAN SASSO: General discussion. Change order/supplemental update.
MR. VENUTO: Yes, sir. We have three.
If I could, I'd like to present all three of them at one time. We have three supplement or three change orders that we would like to get approval for, non-voting ones because we're not going to be using any additional funding.
The first is PATCO-51, the radio system upgrade to 800 MHz. The original contract amount is approximately $3.1 million, of which $200,000 is allocated for project contingencies. The change order allocates $26,270 from the project contingencies, with
the addition of one contract item. The additional
contract item will provide and install two
bi-directional amplifiers at Westmont and Lindenwold
stations to improve some poor indoor radio coverage.

The second project is Ben Franklin 39, the 4th
Street garage lead abatement and stabilization. The
original contract amount was approximately $277,000,
of which $15,000 is allocated for site coordination
and conditions. This is the final change order
reducing the project amount. We're taking a deduct of
the entire $15,000, as we did not need it in the
completion of the contract.

CHAIRMAN SASSO: So we're under budget on
that.

MR. VENUTO: Under budget, yes, sir.

Third is Contract G-27, One Port Center, 6th
Floor, data center emergency power. The original
contract amount is approximately $284,000, of which
$30,000 is allocated for unforeseen site conditions.

We had previously allocated about $18,000 of
that $30,000. This change order allocates another
$7,600 for the addition of one new contract item. The
additional contract item represents additional work by the contract to replace a missing lightening protection component on the 2nd floor of the roof. This existing lightening protection cable and clips were removed prior to award. When we installed the new equipment, we realized that the lightening protection is not there and we need to add it. Somebody stole it.

COMMISSIONER FRATTALI: Could have used it last night.

MR. VENUTO: Yeah. So that is the three recommendations.

CHAIRMAN SASSO: I'll accept a motion approving all three recommendations.

COMMISSIONER SWEENEY: Move the motion.

COMMISSIONER FRATTALI: Second.

CHAIRMAN SASSO: It's been moved and seconded. Any further discussion?

All in favor?

ALL: Aye.

CHAIRMAN SASSO: Opposed? It's carried.

MR. VENUTO: Just for a point, these are not
changing contract values, so we didn't need a motion. These are just still under the cap and the credits.

CHAIRMAN SASSO: Oh, okay. Never mind.

MS. McNICHOL: I think the remaining is just general discussion. Correct?

MR. VENUTO: Everything is just general, yes.

MS. McNICHOL: There are no more voting items.

CHAIRMAN SASSO: Okay. We were on a roll.

MR. VENUTO: Yes, sir.

CHAIRMAN SASSO: General engineering consultant services.

MR. VENUTO: Last month, I introduced the possibility of changing -- we have a limit that we typically stick to, about $100,000, for these general engineering, on-call engineering contracts. And the level has been increased over the years from $50,000, in the early 2000s, to $100,000 currently.

Based on what other agencies do, the limits that other agencies do are much higher than what we do and the $100,000 isn't getting us much anymore for contracts. And we're doing -- sorry -- we're doing some part-time --
CHAIRMAN SASSO: These are contracts that the engineering department can enter into with an approved list of consultants on a day-by-day basis without having to come to the Board, correct?

MR. VENUTO: Yes, sir. They are competitively procured for a 3-year period, for a total of $1.5 million per discipline. There are 5 different engineering disciplines for a total of $7.5 million for a 3-year contract.

The current contract that we're under, we've only used about $1.9 million because it's hard -- it's difficult to find, because the projects are so much bigger and our process takes those projects a bit longer to do.

So what I'd like to do, I'd like to recommend that we use a $250,000 limit, which is the lowest limit of the agencies that we have looked at, the New Jersey Turnpike, SEPTA, New Jersey Transit, and NJDOT. The Turnpike uses $250,000, New Jersey Turnpike.

And what I'd like to suggest is a couple of changes. One, that we increase the limit. Two, that we change -- typically, what we do is we select two
firms per discipline, for five disciplines, but that only allows the big firms really to participate because, for instance, on the construction monitoring, we don't know if we're going to need construction monitoring on PATCO, on a bridge, those types of things, so they have to have a real broad base. And in consultation with General Counsel, how they do the legal team is that they just have every firm that's recommended that can do work is on one list.

So, for instance, we had 65 submissions last time and we wound up picking 10 firms. This would open up the opportunity for some of those smaller firms to have an opportunity here and we'll just have a recommended list for each discipline, so it gives some more people an opportunity to get experience here and then proposed more competition on our future jobs.

Lastly, what I'd like to suggest two things. Lastly, what I'd suggest is rather than it just being at the current time it's myself that signs off, or Deputy CEO Conallen and CEO John Hanson.

If the O&M Committee feels more comfortable, maybe we can do it — I'd like to suggest we do these
change order supplements where, on a monthly basis, I could just report in and say we issued these task orders this month, in this amount, to these firms. And this way we'll have a reporting mechanism into the O&M Committee basically not for approval, but we can tell you that we entered into it so we have a full disclosure that way.

CHAIRMAN SASSO: I think that's important if we're going to bump the limit that we continue to have oversight and be able to monitor it on a monthly basis.

MR. VENUTO: And the last thing I'll add that the General Counsel and I talked before the meeting here. This was a recommendation out of the Management Audit that we're not making effective use of our GECs and that one of the reasons is because of the low limits. So it does fall into what the Management Audit said.

However, it was discussed at some of the -- when we did the management audit, you know how we had those committees? So it was discussed in a few of those committees and we talked about discussing it
further, but it was never decided by those committees that we should move forward with this.

   Last month, you had asked me to prepare a white paper and I did that. Maybe what we can do next month, if you're okay with it, is I'll prepare basically a Summary Statement and Resolution and get it approved to say that this will be the new process going forward. Because in Open Session, when I presented the GECs last time, I clearly stated that we're going to use $100,000 as a limit, so I think it would be fair to do it that way.

   CHAIRMAN SASSO: Right, absolutely.
   Comments? Questions?
   I think you can --
   MR. VENUTO: Proceed?
   CHAIRMAN SASSO: Proceed.
   MR. VENUTO: Thank you.
   CHAIRMAN SASSO: 12th and 13th Locust Stations.
   MR. RINK: Thank you, Mr. Chairman and Commissioners.
   Working with DRPA engineering, we are in a
process of a final design to install elevators in the
remaining stations. One of those happens to be the
12th and 13th Street station in Philadelphia.

In the past, when we first were required by
ADA, back in 1998, we built 2 elevators, well,
actually 5 elevators in the City, at 8th and Market and
at 15th and 16th. At that time, we were not under the
lease agreement with the city. We were not
responsible for the level from concourse, in the
middle, up to street level. In order to satisfy the
ADA, DRPA and PATCO built the elevators and then
turned them over to the City for operation and
maintenance. And they have done that since then.

Unfortunately, the maintenance side from the
City has been very lacking over the years. They've
been down numerous times to the point that SEPTA has
recently taken over. The elevator goes to street
level at 8th and Market station.

Recently, we completed the 9th and 10th Street
elevators, and DRPA and PATCO are responsible for both
levels, from the platform to concourse, and concourse
to street, because under the lease agreement, we are
responsible for all the stairways and the concourse all the way up to street level. At our 8th, 9th, and 10th -- sorry -- 12th, 13th, 15th, and 16th, we're only responsible for areas inside the paid area, not for the street.

So what we wanted to bring to O&M and get consensus on is as if we move forward in the past with the lease agreement, we would build the one elevator from platform to concourse, and PATCO and DRPA would be responsible; then from concourse to street, we would design, build, and turn it over to the City.

I think the processes have changed and our experience over those years that I would recommend that we look to amend the agreement with the City and actually take responsibility for both elevators because of the past history, what the City has done. We would be responsible for that elevator that goes from platform to concourse and then concourse to street, similar to what we have currently at 9th and 10th. There should be no more maintenance concerns or security concerns other than what we're providing now. We would just need to move forward to have the
agreement amended to include that as part of our
property sale.

CHAIRMAN SASSO: Who provides the security
now?

MR. RINK: Our transit, the police department.
The reason why we ask now, because we would have to --
we're at the point of the design where we have to make
a decision whether or not we go the direction the City
takes it, because we have had to follow certain
permitting processes that the City would undertake,
because we would have to follow their standards, have
it inspected by their team, and do it at a different
process, and break it out of our bid package. Or we
can include it in our packages; we move forward and
design it according to our standards.

So I wanted to bring it to O&M as a discussion
item to get their opinion and if you concur with our
recommendation so we can move forward.

CHAIRMAN SASSO: Comments? Questions?

I think that's a good recommendation.

MR. RINK: Will we need a Summary Statement
and Resolution?
MS. McNICHOL: Yes, sir, please wait. I'll actually have to approach the City to get them to agree to amend the lease. There are some significant issues that will have to be -- but I'll need approval from the Board to do that, please.

MR. RINK: So I'll prepare that for next month and I'll work with General Counsel.

CHAIRMAN SASSO: Any comments on spending, tracking?

Mike?

MR. VENUTO: At this point, we had projected to spend about $79 million. We're at $59 million. Some of that has to do with the projects that have been -- the bigger projects that have been delayed. And I'm hoping that some of the changes we made today are going to alleviate some of that.

In the interest of time, Mr. Chairman, if you would like, I could postpone the construction contract general specifications till next month.

CHAIRMAN SASSO: Sure.

MR. VENUTO: And if I could add one more item, too, just to talk about the Walt Whitman Bridge.
I've talked about the gusset plates before to the Committee and I just wanted to kind of give you a quick update.

We'll be finishing the priority gusset plates this week, so we have the temporary bracing will be put in this week for the last few, and we think that weather permitting we'll be done by the end of the week replacing the Priority 1s. And the restrictions right now for heavy loads expire on the 7th of September, and we'll be in position to let those expire and go back to receiving heavy loads starting the 8th.

COMMISSIONER SWEENEY: Are there other gusset plates that don't?

MR. VENUTO: There are. We had last month, when we talked about the amount of gusset plates, we had them rated as P-0, P-3, P-6, and P-12, meaning Priority 0 would mean those are the ones that we hit immediately. Priority 3 would be 3 months, and Priority 6 would be 6 months.

Given our extended process to get the competitive situation, that's where we kind of gave
the approval for American Bridge to do the P-0 through P-6s. So those are the ones that will be all completed by the end of this week.

We have a number of P-12s, ones that we believe that need to be replaced within the next year that we had intended to put out or intend to put out with the painting contract as miscellaneous steel repairs. So there are a number left to do.

COMMISSIONER SWEENEY: American Bridge, they're on the job right now, right? Why wouldn't we keep them there to finish what they're doing? I mean they're set up. There are no learning curves for another company to come in. They're doing, from what I understand, a very good job, right?

MR. VENUTO: They are doing an excellent job. We did the initial ones under a time and material basis, which is where we're monitoring the time. We're signing daily timesheets and we're monitoring. We're paying for time and material on site. Many of our contracts we do as a competitive bid, given the situation we're in.

Now, we have had extreme, I'll say, success
with this contractor. And the productivity that we're getting out there has been very good and we have made very good progress. We're actually ahead of the schedule that we predicted. The initial estimates we had were over $1 million for this work and we're going to come in significantly under that for this time and material.

We have reports, as you heard last month, the Bridge Director from the Walt Whitman Bridge even commented that he hadn't seen T&M work like this at that sort of productivity rate. So they are doing a very good job.

We had, in fact -- I mean obviously we can continue. Their learning curve is done. I mean it's a learning curve to do this type of work. It is difficult work and they have exceeded the learning curve. We have temporary bracing and we have platforms that are American Bridge’s that we would get because we paid for the material, but we need to sign releases for them because if we're going to let another contractor use them afterwards, they would have to sign a release up to us.
So the plan initially was to do a competitive selection for the 12 month ones to make sure that we're following our competitive selection rules. But if the Committee wanted to continue on this path or give a sole source to American Bridge, certainly it can be -- we can do that work. They're geared up to do it. The teams that are out there would continue to do it and certainly would expedite. To bid it, we're going to spend six months in our bidding process, and certainly they'd be able to complete the work in that time frame and we'd be done ahead of time, so we certainly would see a time savings in doing it that way.

MR. SWEENEY: They were supposed to get 1 every 12 days or getting between 4 and 6 gusset plates every 12 days. It doesn't make a lot of sense for it to go back out to bid. Everything is there, platforms, the tie lines and all.

CHAIRMAN SASSO: So we have a time savings and a money savings?

MR. SWEENEY: Yeah. If someone else bids on this, it's going to cost the Authority more money.
COMMISSIONER FRATTALI: Who did the emergency P-1s, P-2s, or 3s?

MR. VENUTO: Up to the P-6s.

COMMISSIONER FRATTALI: Up to the P-6. Then after that we're supposed to contract the bid out?

MR. VENUTO: After that, we anticipated it, rather than asking for one large sole source. We had made the cut off of the P-6 as a recommendation. But, again, we certainly can move to do the P-12 and we would save time to do it that way. And we believe based on our experience, we have an engineering firm looking it over. We have our own people out there and we are monitoring the productivity. And we are seeing some very good progress, so we just don't have the competitive advantage.

One of the things we could ask them to do is give us a not to exceed price. That's one contracting mechanism that we don't use here all that often. But we could say give us — see, before, we couldn't really get a competitive situation because no one knew what it was going to take to do it, because we were still in the process of doing it. We hadn't taken a
full gusset plate out and things like that.

But now that we've done 15 of them, we have a pretty good idea of what it's going to take and what the risk factors are. So we could ask the contractor -- and, again, we'll give them the traffic control and we're giving them access, and we're working cooperatively to do that. We could try a different contracting mechanism and say give us a not to exceed price, so it's a time and material, not to exceed, or we can just say give us a sole source, give us a price competitive situation.

MS. McNICHOL: My only concern for an amendment to the existing contract, Commissioners, is that this project is considered under an Owner's Controlled Insurance Program.

CHAIRMAN SASSO: Considered what?

MS. McNICHOL: It's part of the Owner Controlled Insurance Program. And I would prefer, if possible, we've been winding that program down. And so that's one of the considerations that we would have that if we would amend to -- a strict amendment. The other option is if we could agree to carve that out,
but that is a liability concern that I would want to
mention to the Commissioners.

MR. VENUTO: They would have to agree to be
done by the end of the year because OCIP expires at
the end of the year.

MS. McNICHOL: Right, yes, sir. And there
would be significant ramifications to continue past
that point.

CHAIRMAN SASSO: That makes sense.

John?

MR. HANSON: The other point of this is that
this is -- this type of contract if not for the
emergent situation would be competitively bid. So we
made a decision to go under emergency powers. And I
want to be clear. The emergency is not that the
bridge would fall down. The emergency was --

CHAIRMAN SASSO: Glad you clarified that for
us.

MR. HANSON: Right. If the gusset plates
fell, the bridge would be further damaged, not in a
way that would cause the bridge to fall down or
anybody would be injured, but that would necessitate
significant additional repairs that would be more time-consuming and it would require us to limit the lanes on the bridge. So that was the emergency, but a significant emergency.

So we made a decision to undertake the contract on an emergent basis up to the ones that needed to be repaired within six months' time according to the engineering estimate, because we believed that our normal contracting process would take longer than six months. And so without going, you know, the engineer said that we needed to repair them within six months or three months, and we may not be able to get there if we went through our normal competitive process. So that's why we didn't do it.

If not for the emergency such that it was, not again that it was risk of life, but there was risk to additional damage to the bridge, it would have been competitively bid.

CHAIRMAN SASSO: So what would we be doing from a procedural standpoint, making a recommendation at the Board meeting that we enter into a contract with American Bridge?
MR. HANSON: If that's what you determine to do, that's what we would do subject to Danielle's concerns about having the additional work excluded from the OCIP?

MS. McNICHOL: Yes.

CHAIRMAN SASSO: Which can be addressed contractually.

MS. McNICHOL: Correct. They would just have to agree to that, sir.

CHAIRMAN SASSO: Well, we all know how delays can add to cost, especially on bridge work. So I guess we'll move forward on that basis, unless I hear some objection.

We will recommend it at the next Board meeting?

MR. VENUTO: Yes. Can we get it onto the Board meeting?

MS. McNICHOL: We can as a New Business, just a Summary Statement and Resolution. But they'll have to agree to the --

MR. VENUTO: The OCIP?

MS. McNICHOL: The OCIP, right.
MR. VENUTO: And we'll continue on the time
and material basis.

MS. McNICHOL: But excluding that.

CHAIRMAN SASSO: Have we ever come to a
conclusion on why this wasn't brought to our attention
at the recent biennial inspections?

MR. VENUTO: We have the report that I
mentioned, that I actually can share. I brought a
copy of it to share with you if after the meeting you
want to take a look. And I have some comparative
pictures from 2010 and 2012. And we have a summary of
how we believe we got here. From what we have, we did
see some significant deterioration in those two years,
more than what we would typically expect.

CHAIRMAN SASSO: That doesn't seem to answer
the question, though. Why wasn't it brought to our
attention sooner, if we saw a significant
deterioration between 2010 and 2012.

MR. VENUTO: I'm sorry, '12 and '14. It's '12
and '14. I do think they gave us a reasonable
evaluation of the bridge and I don't think some of the
gusset plates were in the condition where it would
have warranted the sort of emergent basis that it came
to now.

COMMISSIONER FRATTALI: We had a pretty harsh
winter.

MR. VENUTO: We had two difficult winters.
And I think that --

COMMISSIONER FRATTALI: It accelerated the
deterioration.

MR. VENUTO: And I think we have some photos
comparing '12 to '14, where in '12 the paint was still
on the gusset plates whereas now we found some now
that the paint chipped off, but that we saw some of
that significant deterioration.

MR. HANSON: Can we prepare for the Committee
sort of a where we were at the time of the biennial
inspection? Because we do have some pictures of those
gusset plates, right?

MR. VENUTO: Yes, sir.

CHAIRMAN SASSO: Why don't we have an
Executive Summary explaining it so we have something
to read and look at, because it still bothers me --

MR. HANSON: It shows where we were in 2012
and sort of where we got to in 2014.

CHAIRMAN SASSO: I mean we pay a lot of money for these inspections. I just continue to be surprised by it and disappointed.

MR. VENUTO: I will have that for the next -- I'll get it out to the O&M Committee.

CHAIRMAN SASSO: Okay. I will let the Board know we're on top of that.

Any other business to come before the Committee?

Thank you, everyone.

MS. McNICHOL: Can you do a motion to adjourn, sir?

CHAIRMAN SASSO: Motion to adjourn?

COMMISSIONER DiANTONIO: So moved.

COMMISSIONER FRATTALI: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion?

All in favor?

COMMISSIONERS DiANTONIO, FRATTALI, SWEENEY, AND FENTRESS: Aye.

CHAIRMAN SASSO: Opposed? It's carried.
(Whereupon, the meeting ended on September 3, 2014, at 9:51 a.m.)
CERTIFICATE

This is to certify that the attached proceedings before the Delaware River Port Authority Operation & Maintenance Committee on September 3, 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]
Timothy J. Atkinson, Jr.
Official Reporter
SUMMARY STATEMENT

ITEM NO.: PATCO-14-035
SUBJECT: Woodcrest Station Shredding Event

COMMITTEE: Operations & Maintenance

COMMITTEE MEETING DATE: September 3, 2014

BOARD ACTION DATE: September 18, 2014

PROPOSAL: That the Board permit Camden County to hold a shredding event at Woodcrest Station parking lot on November 1, 2014, with all DRPA/PATCO expenses incurred to provide support services to be reimbursed by Camden County.

PURPOSE: To obtain Board approval for Camden County to hold a shredding event in the parking lot and to provide support services for traffic control.

BACKGROUND: Camden County has requested the use of Woodcrest Station parking lots for a shredding event for county residents. DRPA/PATCO would provide support services, primarily through public safety officers who would control traffic into, out of, and around the event, and Way & Power staff who would set up and later remove barricades. Staff is seeking authority to permit Camden County to hold their event on the site on November 1, 2014. DRPA/PATCO will track all its costs and submit them to Camden County for reimbursement. Costs are anticipated to total less than $2,000.

SUMMARY: Amount: $2,000 (to be totally reimbursed by Camden County)

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

RESOLVED: That the Board permits Camden County to hold a shredding event at the PATCO Woodcrest Station on November 1, 2014, and

RESOLVED: That the board authorizes DRPA/PATCO to provide support services for the shredding event with all associated DRPA/PATCO costs to be reimbursed by Camden County, at a cost not to exceed $2,000.

SUMMARY: Amount: $2,000 (to be totally reimbursed by Camden County)
Source of Funds: N/A
Operating Budget: N/A
Capital Project #: N/A
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: N/A
Other Parties Involved: Camden County
SUMMARY STATEMENT

ITEM NO.: PATCO-14-036  SUBJECT: PATCO Upgrade to Automated Fare Collection System Central Computer Systems

COMMITTEE: Operations and Maintenance

COMMITTEE MEETING DATE: September 3, 2014

BOARD ACTION DATE: September 18, 2014

PROPOSAL: That the Board authorizes staff to negotiate a contract with Cubic Transportation Systems, Inc. to upgrade the Automated Fare Collection System by updating the Nextfare Central System and Cubic Payment Application Software along with installing new device monitoring and reporting software.

Amount: $ 2,199,828.00

Firm: Cubic Transportation Systems, Inc.
San Diego, CA

PURPOSE: The purpose is to perform a comprehensive update of the Automated Fare Collection System by contracting with Cubic Transportation Systems, Inc. to upgrade the Nextfare Central System and Cubic Payment Application Software along with installing new device monitoring and reporting software.

BACKGROUND: PATCO’s Automated Fare Collection (AFC) System was designed in 2006 and installed in 2007. The AFC System is comprised of a Central System Computer hub, Ticket Vending Machines, fare and parking gates, monitoring system and a reporting database. During its 7 years of existence, the AFC System has had minor upgrades to various central and device software. These upgrades were the result of 3rd party required software updates such as updates to the Microsoft Operating System, Oracle database and a change in the type of microchip installed in the FREEDOM card. In 2009, a major upgrade to the payment software was required to put PATCO in line with the Payment Card Industry Data Security Standards (PCI-DSS). The latest updates to the PCI-DSS 3.0, effective in 2014, require another major upgrade to the payment application.

The Payment Card Industry Data Security Standard (PCI-DSS) secures card holder data that is stored, processed or transmitted by merchants. As a merchant, PATCO must follow the standards and certify our process to PATCO’s bankcard acquirer.
The Nextfare Central System software connects to the Cubic Payment Application (CPA). The software on both requires updating for PCI-DSS Certification purposes. The upgraded Nextfare application contains the following enhancements: (1) greater application program interface security and full request/response logging; (2) dashboard display for monitoring and history; (3) provides a foundation for adding or supporting open payments and a fully functional customer relationship management application in the future. Included in the Central System Upgrade is a new reporting environment using SAP Edge. The CPA upgrade will allow PATCO to align security programs with the updated standards, therefore meeting the compliance requirement in our bankcard processing agreement.

The upgrade of the AFC System includes a new device management system. The current monitoring system, HPOV, has been deficient in determining why an AFC device is out of service. The new Automated Fare Collection Monitoring System (AFCMS) will monitor the network of Nextfare AFC devices and be able to receive events from the station devices into a central server. The events sent to the server will generate alarms that will facilitate maintenance and revenue service of the devices. AFCMS has the ability to command Nextfare devices and monitor the devices for network connectivity.

The implementation of AFCMS will require changes to the station devices (gates, TVMs). The upgrade will include a new software configuration for the gates and TVMs.

Cubic Transportation Systems is the current manufacturer/integrator of PATCO’s AFC system and the only method of procurement for the proprietary software and device components. Staff has reviewed and evaluated Cubic’s proposal and determined it to be fair and reasonable.
SUMMARY: | Amount: | $2,199,828 |
| Source of Funds: | 2013 Revenue Bonds |
| Capital Project #: | TE1204, TE1205 |
| Master Plan Status: | N/A |
| Other Fund Sources: | N/A |
| Duration of Contract: | 1 year |
| 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 Cubic Transportation Systems whereby Cubic will upgrade PATCO’s Automated Fare Collection Central Computer Systems in the amount of $2,199,828 per the attached Summary Statement; and be it further

RESOLVED: 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 PATCO. If such agreements, contracts, or other documents have been approved by the Chair, Vice Chair and President and if thereafter either the Chair of Vice Chair is absent or unavailable, the remaining Officer may execute the said document(s) on behalf of PATCO along with the President. 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 President shall execute such documents on behalf of PATCO.

SUMMARY:

Amount: $2,199,828
Source of Funds: 2013 Revenue Bonds
Capital Project #: TE1204, TE1205
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: 1 year
Other Parties Involved: N/A
SUMMARY STATEMENT

ITEM NO.: PATCO-14-037 SUBJEC: Hardwiring Security Cameras, Emergency Call Boxes and Parking Lot Fare Gates at Haddonfield Station

COMMITTEE: Operations & Maintenance

COMMITTEE MEETING DATE: September 3, 2014

BOARD ACTION DATE: September 18, 2014

PROPOSAL: That the Board authorizes staff to negotiate a contract with SimplexGrinnell LP to hardwire security cameras, emergency call boxes and parking lot fare gates at Haddonfield Station.

Amount: Up to $337,000

Consultants: SimplexGrinnell LP
283 Gibralter Road
Horsham, PA 19044

PURPOSE: To adopt a resolution authorizing staff to negotiate a contract with Simplex Grinnell LP to hardwire security cameras, emergency call boxes and parking lot fare gates at Haddonfield Station. This work will be under PA State Contract #4400010438 pricing.

BACKGROUND: Currently, the security cameras, emergency call boxes and parking lot gates communicate via Wi-Fi to the Authority’s network. Hard wiring provides significantly more secure communications than Wi-Fi.

The parking lot gates currently have dedicated power; however, the security cameras and emergency call boxes are powered by rechargeable batteries, which are recharged at night when the parking lot lights are illuminated. Hard wiring would be more reliable than batteries.

The use of hard wiring would result in a substantial improvement in reliability for the safety and security of our customers.

In addition to the above work, the last coin-operated parking lot gates will be removed and a new FREEDOM card parking lot gate will be installed in the coming months. The coin-operated gates are obsolete and parts can no longer be acquired to make needed repairs. The
gates frequently get jammed. Furthermore, these gates are the only fare equipment not connected to the AFC system.

Utilizing SimplexGrinnell, this project will address all of the above deficiencies and provide the necessary communications and power requirements for the existing security cameras, emergency call boxes and parking lot fare gates as well as supply the wiring for the upcoming replacement of the old coin-operated fare gates with a FREEDOM card parking gate.

SUMMARY:

<table>
<thead>
<tr>
<th>Amount</th>
<th>Not to exceed $337,000</th>
</tr>
</thead>
<tbody>
<tr>
<td>Source of Funding</td>
<td>2013 Revenue Bonds</td>
</tr>
<tr>
<td>Operating Budget</td>
<td>N/A</td>
</tr>
<tr>
<td>Capital Project #</td>
<td>PD1410</td>
</tr>
<tr>
<td>Master Plan Status</td>
<td>N/A</td>
</tr>
<tr>
<td>Other Fund Sources</td>
<td>N/A</td>
</tr>
<tr>
<td>Duration of Contract</td>
<td>Two (2) months</td>
</tr>
<tr>
<td>Other Parties Involved</td>
<td>N/A</td>
</tr>
</tbody>
</table>
RESOLUTION

RESOLVED: That the Board of Commissioners of the Port Authority Transit Corporation authorizes staff to negotiate a contract with SimplexGrinnell LP to hardwire security cameras, emergency call boxes and parking lot fare gates at Haddonfield Station not to exceed $337,000; 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 $337,000
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
SUMMARY STATEMENT

ITEM NO.: PATCO-14-038
SUBJECT: PATCO/SEPTA Vertical Transportation Equipment Support Project – Settlement Agreement

COMMITTEE: Operations and Maintenance

COMMITTEE MEETING DATE: September 3, 2014

BOARD ACTION DATE: September 18, 2014

PROPOSAL: That the Board authorizes staff to enter into a settlement and release agreement with SEPTA for a total amount not to exceed $282,935.94 for the maintenance and service of PATCO’s elevators and escalators prior to execution of a contract with SEPTA under approved Resolution PATCO-14-016.

PURPOSE: To approve a settlement and release agreement with SEPTA to cover all costs associated with elevator and escalator maintenance and repairs prior to execution of a five (5) year contract with SEPTA under approved Resolution PATCO-14-016.

BACKGROUND: SEPTA and PATCO entered into an agreement on August 29, 2013, to perform emergency repairs and service to PATCO’s elevators and escalators at a cost of $20,000.00. The original agreement was to end on September 13, 2013. Additional work was required, so the contract was amended to extend the period to September 23, 2013 at an additional cost of $5,574.61. When a maintenance contract could not be executed with Fujitec America following a formal Request for Bids, we requested SEPTA to continue providing these services beyond September 23, 2013. In order for SEPTA to continue these services, approval to spend up to a total of $100,000.00 was given by former Chief Executive Officer John Matheussen with consent by the Chairman and Vice Chairman under Authority Bylaws, Article XII C(8). This was presented to the Board at the December 2013 Board meeting, with the Board ratifying the action verbally. An agreement was executed for a period ending on June 1, 2014.

Continuing to provide maintenance and repair services for our elevators and escalators is essential to serving our customers. A modification to the agreement is required to increase funding by $182,935.94 to accommodate maintenance and repair services for the period prior to the June 30, 2014 execution of the five (5) year contract approved under Resolution PATCO-14-016.
This approval will condense services rendered by SEPTA from August 29, 2013 through June 30, 2014 into one approval, including previous agreements and addendums, and will cover all costs incurred by SEPTA during this interim period. The total costs incurred were $282,935.94.

SUMMARY:

<table>
<thead>
<tr>
<th>Amount:</th>
<th>$282,935.94</th>
</tr>
</thead>
<tbody>
<tr>
<td>Source of Funds:</td>
<td>General Fund/PATCO Operating Budget</td>
</tr>
<tr>
<td>Capital Project #:</td>
<td>N/A</td>
</tr>
<tr>
<td>Operating Budget:</td>
<td>PATCO Contractual Services – 52C</td>
</tr>
<tr>
<td>Master Plan Status:</td>
<td>N/A</td>
</tr>
<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>N/A</td>
</tr>
</tbody>
</table>
RESOLUTION

RESOLVED: That the Board authorizes staff to enter into a settlement agreement with SEPTA for the maintenance and service of PATCO’s elevators and escalators prior to execution of a contract with SEPTA under approved Resolution PATCO-14-016, as per the attached Summary Statement for a total amount not to exceed $282,935.94 during this period; and be it further

RESOLVED: 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 behalf 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 document(s) on behalf of PATCO.

SUMMARY:

Amount: $282,935.94
Source of Funds: General Fund/PATCO Operating Budget
Capital Project #: N/A
Operating Budget: PATCO Contractual Services – 52C
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: N/A
Other Parties Involved: N/A
NEW BUSINESS
SUMMARY STATEMENT

ITEM NO.: PATCO-14-039  
SUBJECT:  Consideration of Pending PATCO Contracts (Between $25,000 and $100,000)

COMMITTEE:  
New Business

COMMITTEE MEETING DATE:  
N/A

BOARD ACTION DATE:  
September 18, 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>RTR Technologies, Inc. Stockbridge, MA</td>
<td>Procurement and Delivery of Twenty (20) Disconnect Switches and Mounting Kits.</td>
<td>$30,990.50</td>
<td>Sole Source Provider, see attached Sole Source Justification Memo marked Exhibit “1”.</td>
<td>1. RTR Technologies, Inc. Stockbridge, MA</td>
<td>1. $30,990.50</td>
<td>General Funds</td>
</tr>
<tr>
<td>2</td>
<td>Saft America Cockeysville, MD</td>
<td>Procurement and Delivery of Six (6) Transil Car Batteries.</td>
<td>$34,578.00</td>
<td>Competitive Formal Bid, IFB 14-0014 was publicly advertised and issued to five (5) prospective bidders. Three (3) bids were received and publicly opened on August 26, 2014.</td>
<td>1. Saft America Cockeysville, MD 2. Hoppecke Batteries, Inc. Cherry Hill, NJ 3. J. Mikulsky Railway Reading, PA</td>
<td>1. $34,578.00 2. $34,974.00 3. No Bid</td>
<td>General Funds</td>
</tr>
<tr>
<td>3</td>
<td>Cleveland Track Material, Inc. Cleveland, OH</td>
<td>Procurement and Delivery of One (1) Rail Bound Manganese Steel Frog.</td>
<td>$26,248.00</td>
<td>Competitive Formal Bid, IFB 14-0011 was publicly advertised and issued to three (3) prospective bidders. Three (3) bids were received and publicly opened on August 21, 2014.</td>
<td>1. Cleveland Track Material, Inc. Cleveland, OH 2. Progress Rail Services Albertville, AL 3. LB Foster Pittsburgh, PA</td>
<td>1. $26,248.00 2. $36,800.00 3. NO BID</td>
<td>General Funds</td>
</tr>
<tr>
<td>4</td>
<td>A &amp; K Railroad Materials McMurray, PA</td>
<td>Procurement and Delivery of Thirty-Two (32) Bonded Insulated Rail Joint Assemblies.</td>
<td>$51,972.00</td>
<td>Competitive Formal Bid, IFB 14-0012 was publicly advertised and issued to six (6) prospective bidders. Four (4) bids were received and publicly opened on August 14, 2014.</td>
<td>1. A &amp; K Railroad Materials McMurray, PA 2. LB Foster Pittsburgh, PA 3. Koppers, Inc. Pittsburgh, PA 4. Atlantic Track and Turn Out Bloomfield, NJ</td>
<td>1. $51,972.00 2. $53,280.00 3. $54,368.00 4. $74,368.00</td>
<td>General Funds</td>
</tr>
<tr>
<td>5</td>
<td>Cubic Transportation Systems, Inc. San Diego, CA</td>
<td>Cubic Transportation Systems, Inc. to provide qualified technicians to install new Single Board Computers (SBC's) in fare and parking gates. Also, Cubic Technicians will perform preventative maintenance on all fare equipment.</td>
<td>$98,645.00</td>
<td>Sole Source Provider, see attached Sole Source Justification Memo marked Exhibit “2”.</td>
<td>1. Cubic Transportation Systems, Inc. San Diego, CA</td>
<td>1. $98,645.00</td>
<td>General Funds</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: William Shaw, Division Director/Project Manager

SUBJECT: SOLE SOURCE APPROVAL - RTR

PURCHASE REQUISITION: RS8492

DATE: Tuesday, July 29, 2014

Background:
A manual load fused disconnect switch capable of being opened and closed under high voltage conditions not exceeding 1000VDC is required to maintain system operations. The switch is utilized in conjunction with mainline switch point heating and third rail heating applications.

Justification for Proprietary/Sole Source:
RTR has designed a customized disconnect switch to address the criteria listed above. PATCO is currently utilizing the disconnect switch within Lindenwold Yard (Diamond Cross-Over). The switch design is also being utilized as a component device for third rail heating along the BFB (Contract 21-E). Due to the non-availability of a suitable similar product, I request that the amount of $30,990.50 be applied to procure the RTR product.

Cost:
$30,990.50

[Signatures]

Thomas G. Herron, Division Director
John Rink, GM-PATCO
James White, Acting CFO
John T. Hanson, CEO-DRPA/President-PATCO
EXHIBIT “2”

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: Kathleen Imperatore, Division Director/Project Manager

SUBJECT: SOLE SOURCE APPROVAL - Cubic Transportation Systems, Inc.

PURCHASE REQUISITION: 85571

DATE: Thursday, August 21, 2014

Background:
Cubic to provide qualified technicians to install new Single Board Computers (SBCs) in fare and parking gates. Also, technicians will perform PM on all fare equipment. Cubic will supply list of items maintained along with list of modules needing further bench repair.

Justification for Proprietary/Sole Source:
Cubic Transportation Systems in the system integrator of the PATCO AFT system. Software most fare equipment modules are proprietary to Cubic. Cubic is the only 3rd party available who has the knowledge to install and fix Cubic fare equipment.

Cost:
$98,645

Kathleen Imperatore, Division Director
John Rink, GM-PATCO
James White, Acting CFO
John T. Hanson, CEO-DRPA/ President-PATCO

Background:
(1) Capital project PD1105, PATCO Upgrade of Single Board Computers (SBCs) in fare and parking gates was originally planned to be a component purchase with labor performed by Fare Collection Maintenance staff. Due to retirements in the Maintenance Dept., qualified personnel are not available to replace the SBCs in the gates. The SBC upgraded components have been sitting in storage since April, 2014. SBCs must be upgraded in the gates due to increasing software requirements.

(2) Due to the lack of staff in Fare Maintenance, Preventive Maintenance is not being performed in a consistent manner on the fare devices. Cubic maintenance staff will PM all equipment, fix any issues where possible and list items which are in need of bench repair. Cubic will list PM procedures which need to be applied to the equipment for future maintenance reference.