DELAWARE RIVER PORT AUTHORITY & PORT AUTHORITY TRANSIT CORP.

October 16, 2014 Board Meeting

Thursday October 16, 2014
One Port Center
Board Room
Camden, NJ
9:00 a.m.

John Hanson, Chief Executive Officer
DRPA BOARD
DELAWARE RIVER PORT AUTHORITY
BOARD MEETING
Thursday, October 16, 2014
ORDER OF BUSINESS

1. Roll Call

2. Report of the CEO

3. Report of the CFO

   Key Performance Indicators

4. Approval of September 18, 2014 Board Meeting Minutes

5. Approval of October 1, 2014 Board Meeting Minutes

6. Monthly List of Payments – Covering Month of September 2014

7. Monthly List of Purchase Orders and Contracts of September 2014

8. Approval of Operations & Maintenance Committee Minutes of October 1, 2014

9. Adopt Resolutions Approved by Operations & Maintenance Committee of October 1, 2014

   DRPA-14-122   Modification of General Engineering Consultant Services Agreements
   DRPA-14-123   Maintenance Contract for Andover Traffic Control And HVAC Systems for DRPA Bridge Facilities
   DRPA-14-124   Additional Funding to Current Watts Window Cleaning and Janitorial Co., Inc. Contract
   DRPA-14-125   Supplemental Unleaded Gasoline Purchase for DRPA

10. Approval of Finance Committee Minutes of October 1, 2014

11. Adopt Resolutions Approved by Finance Committee of October 1, 2014

   DRPA-14-126   Authorization to Reallocate Unspent PDP Bond Proceeds and Unspent Upfront Payments from Associated PDP Swaps and to Allocate Funding from the General Fund For Certain Loan Guarantees
   DRPA-14-127   Renewal of DRPA Commercial General Liability Policy
| DRPA-14-128 | Renewal of DRPA/PATCO Commercial Automobile Liability Policy |
| DRPA-14-129 | Renewal of DRPA Excess Workers’ Compensation & Employers’ Liability Policy |
| DRPA-14-130 | Renewal of DRPA/PATCO Commercial Umbrella Liability Policy |
| DRPA-14-131 | Renewal of DRPA Claims Made Excess Liability Insurance Policy |
| DRPA-14-132 | Age 65 & Over Retiree Medicare Part D Prescription Benefit – 2015 (DRPA/PATCO) |
| DRPA-14-133 | Age 65 & Over Retiree Medicare Supplemental Benefits – 2015 (DRPA/PATCO) |
| DRPA-14-134 | Recognizing the Rebranding of ING as Voya Financial |

12. Unfinished Business

13. New Business

| DRPA-14-135 | Consideration of Pending DRPA Contracts (Between $25,000 and $100,000) |
| DRPA-14-136 | Gateway Park Properties Transfer Agreement |
| DRPA-14-137 | Sale of 9.9 Acres of DRPA Property to the Camden Redevelopment Agency |

14. Citizens Advisory Committee Report

15. Public Comment

16. Executive Session

17. Adjournment
CEO REPORT
October 16, 2014

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

To the Commissioners:

The following are updates on DRPA projects and initiatives:

**PATCO/Ben Franklin Bridge Rail Rehabilitation Project:** We continue to make progress and are reaching all the project milestones. We are on track with the scheduled completion of the continuous north track outage on October 21st and are on target to have the track back in service for the October 22nd morning rush hour.

**PATCO:** The new schedule enhancements are being well received. 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. Passenger congestion on the platform at 15/16 Locust has been reduced.

**PATCO Train Car Rehabilitation Project**: Testing of the prototype cars is ongoing. The contractor is working on software issues that involve signaling between the rehabilitated cars and the PATCO system. When these issues are resolved, we will begin the testing which requires 500 miles of successful continuous operation.

**Enterprise Resource Planning**: Work continues on this authority-wide ERP system that will allow us to improve operations and asset management, as we create greater transparency, effectiveness and efficiency in our operations and reporting.

The Quintel team has been on-site for almost a month and the program is moving forward at a steady pace. The majority of the time has focused on blueprinting sessions where Project Team
members from various DRPA departments and divisions work together to create the future processes. Blueprinting is projected to last through the end of the year. A monthly newsletter with project updates will be released to all employees starting next week.

**Finance:** The Operating and Capital Budget Review Committees kicked off the 2015 budget meetings last week. Once these meetings are concluded, preliminary Capital and Operating budgets are submitted to the Finance Committee for review in early November.

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**STEWARDSHIP**

During the past two weeks I have been meeting with groups of employees across DRPA and PATCO to share my vision for the Authority and to listen to them talk about their workplace issues and concerns. It has been a rewarding and humbling experience and I am grateful that so many employees have been very candid and honest with their feedback. The input I receive from our employees is extremely important to help pin down the key issues and opportunities facing the Authority as we work toward building the necessary credibility and trust that will bring about the changes that will help shift public perception and cause others to regard the Authority as an exceptional stewardship organization. So far, I’ve met with eight groups of employees at OPC, PATCO and our bridge facilities and more meetings are scheduled. Initial meetings have been primarily with non-represented employees, but I will also meet with all represented employees. In the next two weeks, I will be distributing an employee survey to solicit additional data and information that will help us to more clearly diagnose the areas where we are succeeding and those where we can and must improve.

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

- **Karen Dougherty:** PATCO’s Karen Dougherty was contacted by two seniors looking for help getting from Lindenwold to Atlantic City and who needed permission to park at Lindenwold. Hearing that the couple was travelling on the train for the first time and noticing that they seemed nervous about this trip, Karen used her 22 years of PATCO experience and walked them through the entire process including how to purchase tickets and even helping them with transportation options in Atlantic City. The PATCO Transit Unit was also notified that their car would be on our lot overnight. Karen’s actions reflect positively on all of us who represent the Authority. These customers will spread the word about how well Karen, and by extension PATCO, treats those who need help. A note of gratitude followed:

  “…thank you for your assistance in making our trip stress-free. The transition was smooth with your help on each end. Our vehicle was safe and secure. God Bless you and your family.”
**Anthony “Tony” Bocchino:** Tony is a PATCO Way & Power Maintainer who saved the day for a frantic PATCO passenger who dropped her ring down a sidewalk grate at 8th and Market in Philadelphia. What could have been a heartbreaking loss, turned into a happy ending. Judging by the three emoji, Tony clearly went the extra mile for this customer who tweeted this grateful message to her followers:

“Thank you Tony from @RidePATCO for digging through a sidewalk grate with me and fishing out my ring!!! You just #mademyday !!! 😊😊😊

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 September 2014


|----------|--------|---------|-----------|---------|---------|----------------|----------------|

Reportable Accidents:
- CBB: 2
- BFB: 6
- PATCO: 4
- BRB: 1
- WWB: 17

Non Reportable Accidents:
- CBB: 1
- BFB: 17
- PATCO: 4
- BRB: 1
- WWB: 12

Accident with Injuries:
- CBB: 0
- BFB: 0
- PATCO: 1
- BRB: 0
- WWB: 3

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Activity for the Month of September 2014

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<td>48 Minor Incident Report</td>
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<td>17X Open/Secured Property</td>
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<tr>
<td>14 Intoxicated Subject (not DWI)</td>
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## DELAWARE RIVER PORT AUTHORITY
### TRAFFIC & BRIDGE TOLL FIGURES
#### FOR THE PERIODS INDICATED

#### MONTH OF AUGUST

<table>
<thead>
<tr>
<th></th>
<th>2014 Tolls</th>
<th>2013 Tolls</th>
<th>INC/(DEC)</th>
<th>AMOUNT</th>
<th>2014 Tolls</th>
<th>2013 Tolls</th>
<th>INC/(DEC)</th>
<th>AMOUNT</th>
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<tbody>
<tr>
<td><strong>TRAFFIC</strong></td>
<td><strong>TOLLS</strong></td>
<td><strong>TRAFFIC</strong></td>
<td><strong>TOLLS</strong></td>
<td></td>
<td><strong>%</strong></td>
<td><strong>AMOUNT</strong></td>
<td><strong>%</strong></td>
<td><strong>AMOUNT</strong></td>
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<tr>
<td><strong>BEN FRANKLIN</strong></td>
<td>$8,815,096.36</td>
<td>$9,113,866.53</td>
<td>-3.67</td>
<td>($60,634)</td>
<td>-$3.28</td>
<td>($298,770.17)</td>
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<tr>
<td><strong>WALT WHITMAN</strong></td>
<td>10,959,891.84</td>
<td>10,389,749.31</td>
<td>4.76</td>
<td>81,462</td>
<td>5.49</td>
<td>570,142.53</td>
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<tr>
<td><strong>COMMODORE BARRY</strong></td>
<td>4,668,524.53</td>
<td>4,453,664.33</td>
<td>2.05</td>
<td>12,696</td>
<td>4.82</td>
<td>214,860.20</td>
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<tr>
<td><strong>BETSY ROSS</strong></td>
<td>2,814,392.01</td>
<td>3,282,744.89</td>
<td>-17.17</td>
<td>(85,632)</td>
<td>-14.27</td>
<td>(468,352.88)</td>
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<tr>
<td><strong>TOTALS</strong></td>
<td>$27,257,904.74</td>
<td>$27,240,025.06</td>
<td>-1.16</td>
<td>(52,108)</td>
<td>0.07</td>
<td>$17,879.68</td>
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#### YEAR TO DATE

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<th>AMOUNT</th>
<th>2014 Tolls</th>
<th>2013 Tolls</th>
<th>INC/(DEC)</th>
<th>AMOUNT</th>
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<tr>
<td><strong>TRAFFIC</strong></td>
<td><strong>TOLLS</strong></td>
<td><strong>TRAFFIC</strong></td>
<td><strong>TOLLS</strong></td>
<td></td>
<td><strong>%</strong></td>
<td><strong>AMOUNT</strong></td>
<td><strong>%</strong></td>
<td><strong>AMOUNT</strong></td>
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<tr>
<td><strong>BEN FRANKLIN</strong></td>
<td>$66,242,706.01</td>
<td>$68,379,074.68</td>
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<td>(434,075)</td>
<td>-3.12</td>
<td>($2,136,368.67)</td>
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<td><strong>WALT WHITMAN</strong></td>
<td>76,687,008.85</td>
<td>74,974,330.65</td>
<td>1.21</td>
<td>147,285</td>
<td>2.28</td>
<td>1,712,678.20</td>
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<tr>
<td><strong>COMMODORE BARRY</strong></td>
<td>32,775,614.10</td>
<td>32,155,805.16</td>
<td>0.45</td>
<td>19,492</td>
<td>1.93</td>
<td>619,808.94</td>
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<tr>
<td><strong>BETSY ROSS</strong></td>
<td>21,694,934.61</td>
<td>22,397,682.29</td>
<td>-3.91</td>
<td>(129,914)</td>
<td>-3.14</td>
<td>(702,747.68)</td>
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<tr>
<td><strong>TOTALS</strong></td>
<td>$197,400,263.57</td>
<td>$197,906,892.78</td>
<td>-1.23</td>
<td>(397,212)</td>
<td>-0.26</td>
<td>($506,629.21)</td>
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Distribution: John Hanson, Jim White
## REVENUE AUDIT

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

<table>
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<tr>
<th></th>
<th>2013</th>
<th>2014</th>
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<tbody>
<tr>
<td>Cash Revenue</td>
<td>$9,480,003.67</td>
<td>$9,128,612.64</td>
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<tr>
<td>ETC Revenue</td>
<td>$17,758,623.39</td>
<td>$14,768,887.10</td>
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<tr>
<td>Total Revenue</td>
<td>$27,238,627.06</td>
<td>$23,897,499.74</td>
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<tr>
<td>Non ETC Traffic</td>
<td>1,751,854</td>
<td>1,683,860</td>
</tr>
<tr>
<td>ETC Traffic</td>
<td>2,731,927</td>
<td>2,747,813</td>
</tr>
<tr>
<td>Total Traffic</td>
<td>4,483,781</td>
<td>4,431,673</td>
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</tbody>
</table>
REPORT OF THE CHIEF EXECUTIVE OFFICER

ATTACHMENT 2

PERSONNEL ACTIONS
TEMPORARY APPOINTMENTS - None

APPOINTMENTS

Anne Bardsley  Accountant  Finance Division  Eff: 09/08/14
       Accounting (OPC)

Robert L. Harper, III Network Technician  Finance Division  Eff: 09/08/14
       Information Services - Production Systems (OPC)

TEMPORARY ASSIGNMENT TO HIGHER CLASSIFICATION

Karen A. Fanning  From: Administrative Coordinator Administration Division  Eff: 09/06/14 to 03/06/2015
       Benefits Administration (OPC)  To: Acting Insurance Administrator
                                         Administration Division  To: Acting Executive Secretary
                                         Benefits Administration (OPC)  Finance Division
                                         Office of the Chief Financial Officer (OPC)

Roberto F. DiCarlo  From: Corporal of Police Public Safety Division  Eff: 09/20/14 to 12/19/14
       Public Safety (WWB)  To: Acting Sergeant of Police
                                         Public Safety Division
                                         Public Safety (BRB)

Gary D. Smith  From: Corporal of Police Public Safety Division  Eff: 09/20/14 to 12/19/14
       Public Safety (WWB)  To: Acting Sergeant of Police
                                         Public Safety Division
                                         Public Safety (BRB)

Ilene M. Orem-O’Hara  From: Administrative Secretary Finance Division  Eff: 09/27/14 to 12/26/14
       Finance Director’s Office (OPC)  To: Acting Executive Secretary
                                         Finance Division
                                         Office of the Chief Financial Officer (OPC)
**PROMOTIONS**

<table>
<thead>
<tr>
<th>Name</th>
<th>From</th>
<th>To</th>
<th>Eff</th>
</tr>
</thead>
<tbody>
<tr>
<td>Yvette M. Martelli</td>
<td>Administrative Secretary Inspector General Division Inspector General Office (OPC)</td>
<td>Administrative Coordinator Inspector General Division Inspector General Office (OPC)</td>
<td>05/14/14 [retro]</td>
</tr>
<tr>
<td>Joseph E. Smith</td>
<td>Toll Collector Operations Division Bridge/Toll (BRB)</td>
<td>C&amp;M Mechanic Operations Division Construction &amp; Maintenance (BRB)</td>
<td>09/27/14</td>
</tr>
</tbody>
</table>

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

**INTERAGENCY TRANSFERS to PATCO - from DRPA**

<table>
<thead>
<tr>
<th>Name</th>
<th>From</th>
<th>To</th>
<th>Eff</th>
</tr>
</thead>
<tbody>
<tr>
<td>Joel Maldonado</td>
<td>Reproduction Technician Administration Division Printing Services (BFB)</td>
<td>Storekeeper PATCO Purchasing</td>
<td>09/13/14</td>
</tr>
</tbody>
</table>

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

**TRANSFERS - DEPARTMENTAL** - None

**TITLE CHANGE ONLY** - None

**RETIREMENTS**

<table>
<thead>
<tr>
<th>Name</th>
<th>From</th>
<th>Eff</th>
</tr>
</thead>
<tbody>
<tr>
<td>Victoria A. Gallelli</td>
<td>Administrative Secretary Public Safety Division Public Safety Administration (BFB)</td>
<td>09/19/14</td>
</tr>
<tr>
<td>Toni E. Cox</td>
<td>User Support Administrator Finance Division Information Services - Production Systems (OPC)</td>
<td>09/26/14</td>
</tr>
</tbody>
</table>

**RESIGNATIONS**

<table>
<thead>
<tr>
<th>Name</th>
<th>From</th>
<th>Eff</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kyle D.A. McLaughlin</td>
<td>Temporary No Benefits Engineering Division Engineering - Administration (OPC)</td>
<td>09/17/14</td>
</tr>
</tbody>
</table>

**DECEASED** - None
RESOLUTION

WHEREAS,  VICTORIA A. GALLELLI has faithfully served the Delaware River Port Authority for NINETEEN years in a conscientious and reliable manner, and

WHEREAS,  VICTORIA A. GALLELLI wishes to accept retirement effective September 19, 2014 under the provisions of her employment benefits; now therefore,

BE IT RESOLVED: That, the Commissioners of the Delaware River Port Authority accept your retirement request from your position, Administrative Secretary, 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 VICTORIA A. GALLELLI.
RESOLUTION

WHEREAS, TONI E. COX has faithfully served the Delaware River Port Authority for TWENTY-NINE years in a conscientious and reliable manner, and

WHEREAS, TONI E. COX wishes to accept retirement effective September 26, 2014 under the provisions of her employment benefits; now therefore,

BE IT RESOLVED: That, the Commissioners of the Delaware River Port Authority accept your retirement request from your position, User Support Administrator, 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 TONI E. COX.
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

October 15, 2014
Authorized payments for Contracts and Engineers for the Bridges and PATCO Systems As follows: (see accompanying Schedule 1)

Contracts and Engineers: $8,978,843.27

2014 CAPITAL BUDGET
SUBSTITUTION OF PROJECTS

2014 Capital Budget – Realignment of Funds – From Commodore Barry Bridge - Deleading and Repainting CB1203 to Schedule A: DRPA Miscellaneous Projects – Replacement Under Deck Lighting Philadelphia & Camden Approaches A14001. This Funding Will be Used to Replace all Under Deck Lighting at Both Camden and Philadelphia Approaches at BFB. Budgeted Amount: $177,000.00.


2014 Capital Budget – Realignment of Funds – From Schedule T: Technology Projects & Equipment – Fare Collection Data Security Upgrade T12009 to Schedule T: Technology Projects & Equipment – Cannon Scanner for HRS T14018. This Funding Will be Used to Purchase High Volume Scanner for HRS. Budgeted Amount: $8,017.00.
<table>
<thead>
<tr>
<th>Resolution #</th>
<th>Contract/Engineer</th>
<th>Amount</th>
<th>Percent</th>
<th>Completed Work (Billed)</th>
<th>Retained Amount</th>
<th>Prior Payments</th>
<th>Invoice No.</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>(DRPA-13-112)</td>
<td>A.E. Stone, Inc. Ferry Avenue &amp; Collingswood Station Parking Lot Reconstruction.</td>
<td>$2,499,800</td>
<td>75.6%</td>
<td>$1,889,674</td>
<td>$156,979</td>
<td>$1,253,863</td>
<td>5(PF1301)</td>
<td>$478,832</td>
</tr>
<tr>
<td>(DRPA-12-080)</td>
<td>HNTB Corporation BFB PATCO Track Rehabilitation - C.M.S. for Contract No. 21-E</td>
<td>7,681,466.69</td>
<td>46.8%</td>
<td>3,593,595.86</td>
<td>338,411.78</td>
<td>2,999,297.36</td>
<td>19</td>
<td>255,886.72</td>
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<tr>
<td>(DRPA-11-065)</td>
<td>PATCO Lindenwold Yard Track Rehabilitation -Design Services</td>
<td>3,900,674.66</td>
<td>97.8%</td>
<td>3,021,542.93</td>
<td>264,564.87</td>
<td>2,754,600.54</td>
<td>30</td>
<td>2,077.52</td>
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<tr>
<td>(DRPA-11-094)</td>
<td>CBB New Jersey Approach Pavement Rehabilitation-Design Services</td>
<td>87,061.56</td>
<td>3.8%</td>
<td>3,340.44</td>
<td>0.00</td>
<td>0.00</td>
<td>1</td>
<td>3,340.44</td>
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<tr>
<td>(DRPA-14-001)</td>
<td>Carr &amp; Duff, Inc. PATCO Front St. to Locus St. Feeder Repair(Circuit 302)</td>
<td>270,440.80</td>
<td>100.0%</td>
<td>270,440.80</td>
<td>0.00</td>
<td>254,000.00</td>
<td>4</td>
<td>16,440.80</td>
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<td>(DRPA-13-042)</td>
<td>Ammann &amp; Whitney WWB Design Services for Painting the Suspension Spans &amp; Towers</td>
<td>381,295.00</td>
<td>37.6%</td>
<td>143,413.24</td>
<td>94,170.09</td>
<td>10</td>
<td>38,380.64</td>
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<td>(DRPA-08-057)</td>
<td>WWB Anchorage Dehumidification Project</td>
<td>576,556.00</td>
<td>97.9%</td>
<td>564,431.86</td>
<td>0.00</td>
<td>538,416.15</td>
<td>25</td>
<td>26,015.71</td>
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<tr>
<td>(DRPA-11-094)</td>
<td>Urban Engineers, Inc. Task Order # CM4508 CMS for WWB NJ Approach Substructure Rehabilitation</td>
<td>95,389.01</td>
<td>30.9%</td>
<td>29,453.16</td>
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<td>29,453.16</td>
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<tr>
<td>(DRPA-11-094)</td>
<td>Task Order # CM4507 CMS for Ferry Ave &amp; Collingswood Parking Lots Paving &amp; Repairs</td>
<td>79,949.78</td>
<td>46.0%</td>
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<td>14,571.80</td>
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<td>22,222.48</td>
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<tr>
<td>(DRPA-11-094)</td>
<td>Jacobs Engineering Group, Inc. DRPA/PATCO RF Coverage Enhancement Design Services</td>
<td>51,744.47</td>
<td>13.0%</td>
<td>6,743.71</td>
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<td>4,653.19</td>
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<td>2,090.52</td>
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<td>(DRPA-14-010)</td>
<td>James J. Anderson Construction Co. Inc BFB Miscellaneous Pavement Repairs</td>
<td>1,024,811.45</td>
<td>76.6%</td>
<td>784,798.15</td>
<td>78,479.82</td>
<td>0.00</td>
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<td>706,318.33</td>
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<td>(DRPA-13-134)</td>
<td>Career Concepts, Incorporated Salary Review/Audit Services</td>
<td>140,000.00</td>
<td>2.4%</td>
<td>3,400.00</td>
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<td>Various</td>
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<td>(DRPA-12-093)</td>
<td>Hatch Mott MacDonald Concept Study for PATCO Subway Tunnels Forced Air Ventilation</td>
<td>621,090.00</td>
<td>92.1%</td>
<td>571,737.01</td>
<td>54,730.95</td>
<td>452,521.53</td>
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<td>64,484.53</td>
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<td>(DRPA-13-081)</td>
<td>Pennoni Associates PATCO Outbound Study</td>
<td>1,640,712.24</td>
<td>52.2%</td>
<td>855,765.87</td>
<td>54,682.43</td>
<td>747,883.10</td>
<td>12</td>
<td>53,200.34</td>
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<td>(DRPA-12-010)</td>
<td>A.P. Construction, Inc. PATCO Escalator Replacements at Woodcrest, 12th-13th &amp; 15th-16th &amp; Locust Stations</td>
<td>4,718,000.00</td>
<td>79.1%</td>
<td>3,733,650.00</td>
<td>309,582.50</td>
<td>3,334,220.00</td>
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<td>89,847.50</td>
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<td>(DRPA-12-011)</td>
<td>Burns Engineering, Inc. Escalator Replacements at Woodcrest, 12th &amp; 13th &amp; Locust Streets</td>
<td>718,383.00</td>
<td>78.6%</td>
<td>564,904.34</td>
<td>56,490.39</td>
<td>484,078.03</td>
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<td>24,335.92</td>
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<td>(DRPA-14-031)</td>
<td>Kaser Mechanical, LLC WWB Boiler Replacement Project</td>
<td>474,935.00</td>
<td>82.2%</td>
<td>390,526.50</td>
<td>39,052.65</td>
<td>270,895.77</td>
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<td>80,578.08</td>
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<td>(DRPA-10-154)</td>
<td>Alstom PATCO Transit Car Overhaul</td>
<td>194,197,337.00</td>
<td>21.8%</td>
<td>42,298,045.81</td>
<td>2,114,902.30</td>
<td>38,966,292.39</td>
<td>22</td>
<td>1,216,851.12</td>
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<tr>
<td>(DRPA-13-001)</td>
<td>AECOM (formerly DMJM &amp; Harris, Inc.) PATCO Right of Way Embankment - Phase 5</td>
<td>610,096.00</td>
<td>54.3%</td>
<td>331,368.04</td>
<td>20,678.55</td>
<td>310,137.52</td>
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<td>551.97</td>
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<tr>
<td>Resolution #</td>
<td>Contract/Engineer</td>
<td>Contract Amount</td>
<td>Completed Work (Billed) Amount</td>
<td>Retained Amount</td>
<td>Prior Payments</td>
<td>Invoice No.</td>
<td>Amount</td>
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<tr>
<td>(DRPA-11-094)</td>
<td>Remington &amp; Vernick Engineers, Inc. Task Order # EM4219 Penns Landing Water Shuttle Ramp Project</td>
<td>64,562.83</td>
<td>62,214.61</td>
<td>0.00</td>
<td>17,552.63</td>
<td>3,445</td>
<td>44,661.98</td>
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<tr>
<td>(DRPA-11-094)</td>
<td>Task Order # EM4211 WWB Dehumidification Chamber Construction, Admin. &amp; Part Time Inspection</td>
<td>97,931.44</td>
<td>97,692.56</td>
<td>0.00</td>
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<td>5,238.32</td>
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<tr>
<td>(DRPA-11-094)</td>
<td>Relocation of WWB Channel Markers, Professional Land Survey Services</td>
<td>14,715.14</td>
<td>4,099.88</td>
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<td>4,099.88</td>
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<tr>
<td>(DRPA-11-094)</td>
<td>Task Order # EM4215 BFB Chiller Replacement, Design &amp; Construction Admin.</td>
<td>35,882.22</td>
<td>21,878.94</td>
<td>0.00</td>
<td>21,575.10</td>
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<td>303.84</td>
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<tr>
<td>(DRPA-11-094)</td>
<td>Task Order # EM4209 OPC 6th Floor Computer Room New Emergency Power System</td>
<td>31,675.33</td>
<td>29,913.58</td>
<td>0.00</td>
<td>29,661.53</td>
<td>17</td>
<td>252.05</td>
<td></td>
</tr>
<tr>
<td>(DRPA-11-094)</td>
<td>CBB Switchgear Replacement Project, Professional Design &amp; Contract Administration Services</td>
<td>52,098.84</td>
<td>22,204.73</td>
<td>0.00</td>
<td>21,234.08</td>
<td>4</td>
<td>970.65</td>
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</tr>
<tr>
<td>(DRPA-13-117)</td>
<td>Northeast Work and Safety Boats, LLC Safety Boat Services</td>
<td>90,000.00</td>
<td>4,819.00</td>
<td>0.00</td>
<td>4,047.96</td>
<td>2469</td>
<td>771.04</td>
<td></td>
</tr>
<tr>
<td>(DRPA-14-009)</td>
<td>South State, Inc WWB NJ Approach Structure Rehabilitation</td>
<td>1,835,460.00</td>
<td>601,509.14</td>
<td>60,150.91</td>
<td>270,229.62</td>
<td>2</td>
<td>271,128.61</td>
<td></td>
</tr>
<tr>
<td>(DRPA-10-135)</td>
<td>SunGard Recovery Services System Disaster Recovery Services 04/01/2011 - 03/31/2016</td>
<td>225,240.00</td>
<td>154,320.32</td>
<td>0.00</td>
<td>150,489.32</td>
<td>152518672</td>
<td>3,831.00</td>
<td></td>
</tr>
<tr>
<td>(DRPA-11-096)</td>
<td>Interstate Mobile Care DOT CDL &amp; FTA Physicals</td>
<td>175,425.00</td>
<td>172,405.00</td>
<td>0.00</td>
<td>171,314.00</td>
<td>12640</td>
<td>1,091.00</td>
<td></td>
</tr>
<tr>
<td>(DRPA-13-095)</td>
<td>LAZ Parking Temporary Toll Collectors</td>
<td>2,826,951.00</td>
<td>715,237.22</td>
<td>0.00</td>
<td>623,056.28</td>
<td>VARIOUS</td>
<td>92,180.94</td>
<td></td>
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<tr>
<td>(DRPA-13-041)</td>
<td>TransSystems PATCO - 2013 Biennial Inspection Repairs</td>
<td>126,805.29</td>
<td>115,817.03</td>
<td>10,460.58</td>
<td>101,220.29</td>
<td>11</td>
<td>4,136.16</td>
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<tr>
<td>(DRPA-11-006)</td>
<td>Benefit Harbor, LP Benefits Consulting Services</td>
<td>188,188.00</td>
<td>170,547.53</td>
<td>0.00</td>
<td>159,846.27</td>
<td>VARIOUS</td>
<td>10,701.26</td>
<td></td>
</tr>
<tr>
<td>(DRPA-13-079)</td>
<td>Railroad/Iron Bridge - A Joint Venture Benjamin Franklin Bridge PATCO Track Rehabilitation</td>
<td>102,800,314.00</td>
<td>51,519,746.13</td>
<td>5,506,116.81</td>
<td>40,666,599.42</td>
<td>13</td>
<td>5,347,029.90</td>
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<tr>
<td>(DRPA-11-027)</td>
<td>Canon Financial Services, Inc. Canon Copier Equipment - Lease Payment</td>
<td>382,260.00</td>
<td>191,130.00</td>
<td>0.00</td>
<td>184,759.00</td>
<td>13986902</td>
<td>6,371.00</td>
<td></td>
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<tr>
<td>(DRPA-11-027)</td>
<td>Canon Copier Equipment - Uniform Software Payment</td>
<td>73,669.20</td>
<td>38,127.42</td>
<td>0.00</td>
<td>36,899.60</td>
<td>14103617</td>
<td>1,227.82</td>
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<tr>
<td>(DRPA-12-050)</td>
<td>Grant Thornton LLP ERP Consulting Services</td>
<td>1,355,270.00</td>
<td>722,984.79</td>
<td>0.00</td>
<td>649,734.79</td>
<td>VARIOUS</td>
<td>73,250.00</td>
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</tr>
<tr>
<td><strong>Total Contract and Engineer Payments</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td><strong>8,978,843.27</strong></td>
<td></td>
</tr>
</tbody>
</table>
MONTHLY REPORT
GENERAL PROCUREMENT ACTIVITY

During the month of September there were 66 Purchase Orders awarded totaling $907,773.15.

Approximately 73.99% or $671,643.59 of the monthly dollar total was made available to MBE and WBE’s, representing 33.33% or 22 of the monthly total number of Purchase Orders.

Of the total monthly procurement available to MBE’s and WBE’s, approximately 2.78% or $18,667.96 was awarded to MBE’s and approximately 0.0% or $0.00 was awarded to WBE’s.

Of the total number of Purchase Orders available to MBE’s and WBE’s, approximately 59.09% or 13 Purchase Orders were awarded to MBE’s and 0.0% or 0 Purchase Orders were awarded to WBE’s.
The DRPA Risk Management & Safety Staff were in attendance for the following meetings for the month of August.

### Contractor Meetings Attended By Risk Management & Safety

<table>
<thead>
<tr>
<th>DATE</th>
<th>CONTRACTOR</th>
<th>DRPA CONTRACT NO.</th>
<th>PROJECT/WORK AREA</th>
</tr>
</thead>
<tbody>
<tr>
<td>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>Chammmings Electric</td>
<td>G-27-2013</td>
<td>Pre-Bid meeting for Ben Franklin Bridge Administration and Annex Buildings Chiller Replacement Project.</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>DATE</th>
<th>NAME OF MEETING</th>
</tr>
</thead>
<tbody>
<tr>
<td>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>

### Risk Management Meetings Attended By Risk Management

<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.
REPORT OF THE CHIEF EXECUTIVE OFFICER
ATTACHMENT 5
AFFIRMATIVE ACTION REPORT
QUARTER ENDING SEPTEMBER 30, 2014
## DELAWARE RIVER PORT AUTHORITY AFFIRMATIVE ACTION SCORECARD
### ATTACHMENT 5
#### QUARTER ENDING SEPTEMBER 30, 2014

<table>
<thead>
<tr>
<th>EEO CATEGORIES</th>
<th>TOTAL EMPLOYEES</th>
<th>BLACK or HISPANIC AMERICAN</th>
<th>AMERICAN INDIAN or ALASKA NATIVE</th>
<th>TWO or MORE RACES</th>
<th>TOTAL MINORITY</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>FEMALE</td>
<td>FEMALE</td>
<td>FEMALE</td>
<td></td>
</tr>
<tr>
<td>-</td>
<td></td>
<td># %</td>
<td># %</td>
<td># %</td>
<td># %</td>
</tr>
<tr>
<td>OFFICIALS &amp; MANAGERS</td>
<td>69</td>
<td>15 22%</td>
<td>2 3%</td>
<td>1 1%</td>
<td>0 0%</td>
</tr>
<tr>
<td>PROFESSIONALS</td>
<td>86</td>
<td>33 38%</td>
<td>6 7%</td>
<td>4 5%</td>
<td>0 0%</td>
</tr>
<tr>
<td>TECHNICIANS</td>
<td>18</td>
<td>3 17%</td>
<td>2 11%</td>
<td>0 0%</td>
<td>0 0%</td>
</tr>
<tr>
<td>SERVICE WORKERS</td>
<td>135</td>
<td>9 7%</td>
<td>9 7%</td>
<td>0 0%</td>
<td>0 0%</td>
</tr>
<tr>
<td>OFFICE &amp; CLERICAL</td>
<td>117</td>
<td>57 49%</td>
<td>2 2%</td>
<td>0 0%</td>
<td>0 0%</td>
</tr>
<tr>
<td>CRAFT WORKERS (SKILLED)</td>
<td>133</td>
<td>4 3%</td>
<td>5 4%</td>
<td>1 1%</td>
<td>0 0%</td>
</tr>
<tr>
<td>TOTALS</td>
<td>558</td>
<td>121 22%</td>
<td>85 15%</td>
<td>24 4%</td>
<td>8 1%</td>
</tr>
</tbody>
</table>

### QUARTER ENDING JUNE 30, 2014

<table>
<thead>
<tr>
<th>EEO CATEGORIES</th>
<th>TOTAL EMPLOYEES</th>
<th>BLACK or HISPANIC AMERICAN</th>
<th>AMERICAN INDIAN or ALASKA NATIVE</th>
<th>TWO or MORE RACES</th>
<th>TOTAL MINORITY</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>FEMALE</td>
<td>FEMALE</td>
<td>FEMALE</td>
<td></td>
</tr>
<tr>
<td>-</td>
<td></td>
<td># %</td>
<td># %</td>
<td># %</td>
<td># %</td>
</tr>
<tr>
<td>OFFICIALS &amp; MANAGERS</td>
<td>70</td>
<td>15 21%</td>
<td>2 3%</td>
<td>1 1%</td>
<td>0 0%</td>
</tr>
<tr>
<td>PROFESSIONALS</td>
<td>84</td>
<td>31 37%</td>
<td>6 7%</td>
<td>4 5%</td>
<td>0 0%</td>
</tr>
<tr>
<td>TECHNICIANS</td>
<td>18</td>
<td>4 22%</td>
<td>2 11%</td>
<td>0 0%</td>
<td>0 0%</td>
</tr>
<tr>
<td>SERVICE WORKERS</td>
<td>132</td>
<td>8 6%</td>
<td>8 6%</td>
<td>0 0%</td>
<td>0 0%</td>
</tr>
<tr>
<td>OFFICE &amp; CLERICAL</td>
<td>123</td>
<td>60 49%</td>
<td>3 2%</td>
<td>0 0%</td>
<td>0 0%</td>
</tr>
<tr>
<td>CRAFT WORKERS (SKILLED)</td>
<td>132</td>
<td>4 3%</td>
<td>5 4%</td>
<td>1 1%</td>
<td>0 0%</td>
</tr>
<tr>
<td>TOTALS</td>
<td>559</td>
<td>122 22%</td>
<td>83 15%</td>
<td>24 4%</td>
<td>8 1%</td>
</tr>
</tbody>
</table>
DRPA Dashboard

September, 2013 ---- August, 2014

DRPA Bridge Traffic

100.09 %

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

DRPA Bridge Revenue

101.21 %

Legend
- Green: On Budget
- Yellow: Under Budget between 0-2%
- Red: 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>Aug, 2014</td>
<td>4,431,673</td>
<td>4,435,813</td>
<td>99.91 %</td>
</tr>
<tr>
<td>Jul, 2014</td>
<td>4,417,869</td>
<td>4,330,036</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>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Date</th>
<th>Actual</th>
<th>Budgeted</th>
<th>% of Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Aug, 2014</td>
<td>$27,257,905</td>
<td>$27,091,721</td>
<td>100.61 %</td>
</tr>
<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>$26,006,757</td>
<td>$25,919,887</td>
<td>100.31 %</td>
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<tr>
<td>Apr, 2014</td>
<td>$24,893,116</td>
<td>$24,407,698</td>
<td>101.99 %</td>
</tr>
<tr>
<td>Mar, 2014</td>
<td>$23,771,977</td>
<td>$23,529,594</td>
<td>101.03 %</td>
</tr>
<tr>
<td>Feb, 2014</td>
<td>$19,949,220</td>
<td>$20,864,364</td>
<td>95.51 %</td>
</tr>
<tr>
<td>Jan, 2014</td>
<td>$21,485,660</td>
<td>$21,851,269</td>
<td>98.33 %</td>
</tr>
<tr>
<td>Dec, 2013</td>
<td>$22,570,293</td>
<td>$22,838,288</td>
<td>98.83 %</td>
</tr>
<tr>
<td>Nov, 2013</td>
<td>$23,187,369</td>
<td>$23,671,428</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>103.15 %</td>
</tr>
</tbody>
</table>
**DRPA Dashboard**

**September, 2013** ---- **August, 2014**

### DRPA Operating Budget

- **95.58%**

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

<table>
<thead>
<tr>
<th>Date</th>
<th>Actual</th>
<th>Budgeted</th>
<th>% of Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Aug, 2014</td>
<td>$7,222,690</td>
<td>$7,181,403</td>
<td>100.57%</td>
</tr>
<tr>
<td>Jul, 2014</td>
<td>$5,657,961</td>
<td>$7,181,403</td>
<td>78.79%</td>
</tr>
<tr>
<td>Jun, 2014</td>
<td>$7,337,703</td>
<td>$7,181,403</td>
<td>102.18%</td>
</tr>
<tr>
<td>May, 2014</td>
<td>$6,973,538</td>
<td>$7,181,403</td>
<td>97.11%</td>
</tr>
<tr>
<td>Apr, 2014</td>
<td>$6,662,197</td>
<td>$7,181,403</td>
<td>92.77%</td>
</tr>
<tr>
<td>Mar, 2014</td>
<td>$6,982,520</td>
<td>$7,181,403</td>
<td>97.23%</td>
</tr>
<tr>
<td>Feb, 2014</td>
<td>$7,024,398</td>
<td>$7,181,403</td>
<td>97.81%</td>
</tr>
<tr>
<td>Jan, 2014</td>
<td>$5,657,385</td>
<td>$7,181,403</td>
<td>78.76%</td>
</tr>
<tr>
<td>Dec, 2013</td>
<td>$8,845,067</td>
<td>$7,034,106</td>
<td>125.75%</td>
</tr>
<tr>
<td>Nov, 2013</td>
<td>$6,549,507</td>
<td>$7,034,106</td>
<td>93.11%</td>
</tr>
<tr>
<td>Oct, 2013</td>
<td>$6,031,639</td>
<td>$7,034,106</td>
<td>85.75%</td>
</tr>
<tr>
<td>Sep, 2013</td>
<td>$6,861,218</td>
<td>$7,034,106</td>
<td>97.54%</td>
</tr>
</tbody>
</table>

### DRPA Capital Budget

- **55.04%**

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

<table>
<thead>
<tr>
<th>Date</th>
<th>Actual</th>
<th>Budgeted</th>
<th>% of Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Aug, 2014</td>
<td>$9,017,082</td>
<td>$17,795,754</td>
<td>50.67%</td>
</tr>
<tr>
<td>Jul, 2014</td>
<td>$9,471,088</td>
<td>$19,460,573</td>
<td>48.67%</td>
</tr>
<tr>
<td>Jun, 2014</td>
<td>$18,515,446</td>
<td>$18,819,319</td>
<td>98.39%</td>
</tr>
<tr>
<td>May, 2014</td>
<td>$7,787,550</td>
<td>$16,833,749</td>
<td>46.26%</td>
</tr>
<tr>
<td>Apr, 2014</td>
<td>$6,666,762</td>
<td>$12,625,267</td>
<td>52.80%</td>
</tr>
<tr>
<td>Mar, 2014</td>
<td>$8,456,032</td>
<td>$8,703,664</td>
<td>97.15%</td>
</tr>
<tr>
<td>Feb, 2014</td>
<td>$10,804,512</td>
<td>$7,766,907</td>
<td>139.11%</td>
</tr>
<tr>
<td>Jan, 2014</td>
<td>$5,946,535</td>
<td>$18,383,055</td>
<td>32.35%</td>
</tr>
<tr>
<td>Dec, 2013</td>
<td>$1,894,366</td>
<td>$13,072,788</td>
<td>14.49%</td>
</tr>
<tr>
<td>Nov, 2013</td>
<td>$8,726,340</td>
<td>$13,852,779</td>
<td>62.99%</td>
</tr>
<tr>
<td>Oct, 2013</td>
<td>$12,588,051</td>
<td>$19,305,599</td>
<td>65.20%</td>
</tr>
<tr>
<td>Sep, 2013</td>
<td>$2,691,073</td>
<td>$19,741,753</td>
<td>13.63%</td>
</tr>
</tbody>
</table>
**DRPA Dashboard**

September, 2013 — August, 2014

**PATCO Ridership**

98.71%

**PATCO Revenue**

101.38%

### PATCO Ridership

<table>
<thead>
<tr>
<th>Date</th>
<th>Actual</th>
<th>Budgeted</th>
<th>% of Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Aug, 2014</td>
<td>809,051</td>
<td>852,228</td>
<td>94.93 %</td>
</tr>
<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>861,706</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>104.49 %</td>
</tr>
</tbody>
</table>

### PATCO Revenue

<table>
<thead>
<tr>
<th>Date</th>
<th>Actual</th>
<th>Budgeted</th>
<th>% of Budget</th>
</tr>
</thead>
<tbody>
<tr>
<td>Aug, 2014</td>
<td>$2,081,082</td>
<td>$2,175,188</td>
<td>95.57 %</td>
</tr>
<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>96.06 %</td>
</tr>
<tr>
<td>May, 2014</td>
<td>$2,511,280</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>99.52 %</td>
</tr>
<tr>
<td>Feb, 2014</td>
<td>$1,951,205</td>
<td>$2,025,067</td>
<td>96.35 %</td>
</tr>
<tr>
<td>Jan, 2014</td>
<td>$2,132,289</td>
<td>$2,192,226</td>
<td>97.27 %</td>
</tr>
<tr>
<td>Dec, 2013</td>
<td>$2,162,254</td>
<td>$1,999,688</td>
<td>103.13 %</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>
</tbody>
</table>
DRPA Dashboard

PATCO Operating Budget

101.35 %

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

PATCO Operating Ratio:
Actual vs Budget

100.03 %

Legend
- On Budget
- Under Budget between 0-5%
- Under Budget between 5-10%
- 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>Aug. 2014</td>
<td>$4,169,349</td>
<td>$4,205,109</td>
<td>97.30 %</td>
</tr>
<tr>
<td>Jul. 2014</td>
<td>$3,618,742</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>$4,318,390</td>
<td>92.74 %</td>
</tr>
<tr>
<td>Dec. 2013</td>
<td>$5,335,268</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>
</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>Aug. 2014</td>
<td>$2,081,082</td>
<td>$2,175,183</td>
<td>$4,109,349</td>
<td>$4,205,109</td>
<td>96.33 %</td>
</tr>
<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>$3,386,287</td>
<td>$3,841,942</td>
<td>109.69 %</td>
</tr>
<tr>
<td>May. 2014</td>
<td>$2,611,280</td>
<td>$2,308,294</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>$2,205,032</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>$2,192,126</td>
<td>$4,004,814</td>
<td>$4,318,390</td>
<td>104.88 %</td>
</tr>
<tr>
<td>Dec. 2013</td>
<td>$2,162,254</td>
<td>$1,999,588</td>
<td>$5,335,268</td>
<td>$3,803,087</td>
<td>77.04 %</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>
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<tr>
<td>Oct. 2013</td>
<td>$2,512,388</td>
<td>$2,426,178</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>108.08 %</td>
</tr>
</tbody>
</table>
DRPA Dashboard

September, 2013 ---- August, 2014

PATCO On Time Performance

94.26 %

Goal: 98%

Legend
- On Time Over 98%
- On Time between 95-98%
- On Time below 95%

PATCO Incidents

<table>
<thead>
<tr>
<th>Incident</th>
<th>Count</th>
</tr>
</thead>
<tbody>
<tr>
<td>Equipment Defect</td>
<td>15</td>
</tr>
<tr>
<td>W&amp;P Elec. - Signal - Radio</td>
<td>7</td>
</tr>
<tr>
<td>Other</td>
<td>5</td>
</tr>
<tr>
<td>Transit Operations</td>
<td>4</td>
</tr>
<tr>
<td>Passenger Issues</td>
<td>3</td>
</tr>
<tr>
<td>W&amp;P Track - Wayside</td>
<td>2</td>
</tr>
<tr>
<td>Speed Restrictions</td>
<td>2</td>
</tr>
<tr>
<td>Deer/Animals</td>
<td>2</td>
</tr>
<tr>
<td>Public Safety Issues</td>
<td>1</td>
</tr>
<tr>
<td>Trespassers</td>
<td>1</td>
</tr>
<tr>
<td>Weather</td>
<td></td>
</tr>
<tr>
<td>Lack of Equipment</td>
<td></td>
</tr>
</tbody>
</table>

AUGUST 2014
DRPA Dashboard

**DRPA Open Positions**

<table>
<thead>
<tr>
<th>Date</th>
<th>DRPA Filled</th>
<th>DRPA Open</th>
</tr>
</thead>
<tbody>
<tr>
<td>Aug, 2014</td>
<td>555</td>
<td>41</td>
</tr>
<tr>
<td>Jul, 2014</td>
<td>551</td>
<td>39</td>
</tr>
<tr>
<td>Jun, 2014</td>
<td>551</td>
<td>39</td>
</tr>
<tr>
<td>May, 2014</td>
<td>554</td>
<td>36</td>
</tr>
<tr>
<td>Apr, 2014</td>
<td>557</td>
<td>33</td>
</tr>
<tr>
<td>Mar, 2014</td>
<td>558</td>
<td>32</td>
</tr>
<tr>
<td>Feb, 2014</td>
<td>558</td>
<td>32</td>
</tr>
<tr>
<td>Jan, 2014</td>
<td>556</td>
<td>34</td>
</tr>
<tr>
<td>Dec, 2013</td>
<td>557</td>
<td>32</td>
</tr>
<tr>
<td>Nov, 2013</td>
<td>557</td>
<td>32</td>
</tr>
<tr>
<td>Oct, 2013</td>
<td>557</td>
<td>32</td>
</tr>
<tr>
<td>Sep, 2013</td>
<td>562</td>
<td>37</td>
</tr>
</tbody>
</table>

**PATCO Open Positions**

<table>
<thead>
<tr>
<th>Date</th>
<th>PATCO Filled</th>
<th>PATCO Open</th>
</tr>
</thead>
<tbody>
<tr>
<td>Aug, 2014</td>
<td>299</td>
<td>33</td>
</tr>
<tr>
<td>Jul, 2014</td>
<td>301</td>
<td>31</td>
</tr>
<tr>
<td>Jun, 2014</td>
<td>304</td>
<td>28</td>
</tr>
<tr>
<td>May, 2014</td>
<td>302</td>
<td>30</td>
</tr>
<tr>
<td>Apr, 2014</td>
<td>307</td>
<td>25</td>
</tr>
<tr>
<td>Mar, 2014</td>
<td>310</td>
<td>22</td>
</tr>
<tr>
<td>Feb, 2014</td>
<td>308</td>
<td>24</td>
</tr>
<tr>
<td>Jan, 2014</td>
<td>305</td>
<td>27</td>
</tr>
<tr>
<td>Dec, 2013</td>
<td>313</td>
<td>24</td>
</tr>
<tr>
<td>Nov, 2013</td>
<td>313</td>
<td>24</td>
</tr>
<tr>
<td>Oct, 2013</td>
<td>312</td>
<td>25</td>
</tr>
<tr>
<td>Sep, 2013</td>
<td>311</td>
<td>26</td>
</tr>
</tbody>
</table>
### YEAR-TO-YEAR COMPARISON

<table>
<thead>
<tr>
<th></th>
<th>2013 Actual</th>
<th>2014 Actual</th>
<th>Year-to-Year Change</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>DRPA Traffic</td>
<td>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>
</tbody>
</table>

Note: Snow impacted January/February/March 2014

<table>
<thead>
<tr>
<th></th>
<th>2014 YTD thru 8/31/14</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>DRPA Traffic</td>
<td>27,477,051</td>
<td>$170,142,359</td>
</tr>
<tr>
<td>DRPA Toll Revenues</td>
<td>$168,653,503</td>
<td>$1,488,856</td>
</tr>
<tr>
<td>PATCO Ridership</td>
<td>7,069,076</td>
<td>6,651,874</td>
</tr>
<tr>
<td>PATCO Revenues</td>
<td>$18,442,779</td>
<td>$17,559,076</td>
</tr>
<tr>
<td>Average Fare</td>
<td>$2.4220</td>
<td>$2.4000</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>$1,488,856</td>
<td>0.88%</td>
<td></td>
</tr>
<tr>
<td>PATCO Ridership</td>
<td>7,069,076</td>
<td>6,651,874</td>
<td>(417,202)</td>
<td>-5.90%</td>
</tr>
<tr>
<td>PATCO Revenues</td>
<td>$18,442,779</td>
<td>$17,559,076</td>
<td>(883,703)</td>
<td>-4.79%</td>
</tr>
<tr>
<td>Average Fare</td>
<td>$2.4220</td>
<td>$2.4000</td>
<td>($0.0220)</td>
<td>-0.91%</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>$57,451,223</td>
<td>$53,518,392</td>
<td>($3,932,832)</td>
<td>-6.85%</td>
</tr>
<tr>
<td>PATCO Budget</td>
<td>$31,637,391</td>
<td>$31,378,365</td>
<td>($259,026)</td>
<td>-0.82%</td>
</tr>
<tr>
<td>Total</td>
<td>$89,088,614</td>
<td>$84,896,757</td>
<td>($4,191,858)</td>
<td>-4.71%</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>($13,926,909)</td>
<td>($13,819,289)</td>
<td>$107,620</td>
<td>0.77%</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th></th>
<th>09/30/2013 Actual</th>
<th>09/30/2014 Actual</th>
<th>Year-to-Year Change</th>
<th>% Change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project Fund Drawdowns</td>
<td>$ -</td>
<td>$ 78.5</td>
<td>$ 78.5</td>
<td>-</td>
</tr>
<tr>
<td>General Fund</td>
<td>$ 53.0</td>
<td>$ -</td>
<td>$(53.0)</td>
<td>-</td>
</tr>
<tr>
<td>Total</td>
<td>$ 53.0</td>
<td>$ 78.5</td>
<td>$ 25.5</td>
<td>48.11%</td>
</tr>
</tbody>
</table>

Increase since last month: $6.9 million

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

### (Capital) Project Fund Balance - September 30, 2014

$266.80 million

*Project fund consists of proceeds from the December 2013 revenue bond issuance. $348.8 million in net proceeds (after costs of issuance, debt reserve fund requirements and reimbursement to the General Fund (per the Board’s Resolution #12-051:Reimbursement of Expenditures Resolution). $82.1 million in proceeds used to fund December 2013’s through September 2014’s capital expenditures.

### Estimated General Fund Balance - September 30, 2014

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Estimated Current Balance (*)</td>
<td>437.4 million</td>
</tr>
<tr>
<td>Est. Change from previous month</td>
<td>6.4 million - increase since 8/31/14</td>
</tr>
</tbody>
</table>
### TOTAL DRPA BOND DEBT

#### Outstanding Bond Issues

<table>
<thead>
<tr>
<th>Bond Type</th>
<th>09/30/14</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) $17,620</td>
</tr>
<tr>
<td>2010 Rev. Refunding Bonds</td>
<td>$337,255</td>
<td>$350,000</td>
<td>$(12,745) $(20,300)</td>
</tr>
<tr>
<td>2010 Revenue Bonds</td>
<td>$308,375</td>
<td>$308,375</td>
<td>0</td>
</tr>
<tr>
<td>2013 Revenue Bonds</td>
<td>$476,585</td>
<td>$476,585</td>
<td>0</td>
</tr>
<tr>
<td><strong>Total Senior (Revenue) Bonds</strong></td>
<td>$1,410,015</td>
<td>$1,439,470</td>
<td>$(29,455) $(37,920)</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) $(3,665)</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) $(5,800)</td>
</tr>
<tr>
<td><strong>Total Subordinated Bonds</strong></td>
<td>$174,915</td>
<td>$184,110</td>
<td>$(9,195) $(9,465)</td>
</tr>
<tr>
<td><strong>Total Debt Outstanding</strong></td>
<td>$1,584,930</td>
<td>$1,623,580</td>
<td>$(38,650) $(47,385)</td>
</tr>
</tbody>
</table>

#### Total Bond Debt By Type- 9/30/14 (in thousands)

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

#### Bond Ratings (Moody’s/S&P)

- S&P upgraded DRPA Revenue and PDP Bonds in Nov. 2013 to A and BBB positive
- Moody’s moved all DRPA bonds to stable outlook in Nov. 2013

### Letter of Credit O/S

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

### Total Swap Valuation - 8/31/2014 (in millions)

<table>
<thead>
<tr>
<th>Original Notional Amount</th>
<th>Current Notional 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>
<td></td>
</tr>
</tbody>
</table>

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

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.
PRESENT

PENNSYLVANIA

William Sasso, Esquire
Michelle Kichline, Esquire
Walter D'Alessio
Joann Bell
John Lisko, Esquire (for Robert McCord)
Eugene DePasquale (via telephone)
John J. Dougherty
Andrew Reilly, Esquire
Victoria Madden

NEW JERSEY

Jeffrey L. Nash, Esquire, Vice Chairman
(Chaired the meeting)
Albert Frattali
Richard Sweeney
Charles Fentress
Denise Mason
E. Frank DiAntonio (via telephone)

Officers and Chiefs

John Hanson, Chief Executive Officer
Danielle McNichol, General Counsel and
Corporate Secretary
Kristen Mayock, Deputy General Counsel
Michael Conallen, Deputy Chief Executive Officer
James White, Chief Financial Officer
Timothy Pulte, Chief Operations 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
Elizabeth McGee, Administrative Coordinator
William Shanahan, Director, Gov. Relations
Susan Squillace, Manager, Purchasing
Dawn Whiton, Administrative Coordinator
Dan Auletto, Bridge Director, WWB
Mark Lopez, Mgr. Government Relations
Barbara Holcomb, Manager Capital Grants
Jesse Graziani, Toll Manager, BFB/BRB
Matt Luongo, Lt. Police, BFB
Fran O’Brien, Manager Comm./Customer Relations
Tony DeSantis, DRPA, CAC

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
John Boyle, CAC
Tara Chupka, IBEW
Peter Nissan, Acacia
Kathy Clupper, PFM
Paul Nussbaum, Inquirer
Arnold Alston, Wells Fargo
Chris Rupe
Jim Blume
Dan Walworth, Duane Morris
Frank Keel
Brian Stevenson
Speakers

Charles Roberts, Ironworkers Local 401
Nina McKissock
Father Waters
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VICE CHAIRMAN NASH: Good morning, everyone.
Welcome to the monthly meeting of the Delaware River Port Authority. Thank you very much for being here today in this historic building.

We're going to begin with a moment of silence. I'll ask everyone to please rise and remain standing after the moment for the Pledge of Allegiance. A moment of silence today in memory of the Corporal Brian Dixon, age 38, of Dunmore, Pennsylvania, who was horrifically shot and killed while on duty. That is where the Chairman of this Board is today at the funeral of that officer comforting the family. And also our prayers go to Trooper Alex Douglas, who was also injured in that attack. So please, a moment of silence.

(Moment of Silence.)

VICE CHAIRMAN NASH: Thank you. And we also remember today one of our foremen, Ways and Power Track Foreman, Paul Seykot, a long-time employee of the authority who died while working an overtime shift.
last week.

Mr. Hanson: After the shift.

VICE CHAIRMAN NASH: After the shift. And he and our family in our prayers as well.

Thank you.

(Pledge of Allegiance.)

VICE CHAIRMAN NASH: Ask the corporate secretary to please call the roll.

MS. McNICHOL: Vice Chairman Nash?

VICE CHAIRMAN NASH: Here.

MS. McNICHOL: Commissioner Mason?

COMMISSIONER MASON: Here.

MS. McNICHOL: Commissioner Kichline?

COMMISSIONER KICHLINE: Here.

MS. McNICHOL: Commission DiAntonio?

COMMISSIONER DiANTONIO: Here.

MS. McNICHOL: Commissioner Frattali?

COMMISSIONER FRATTALI: Here.

MS. McNICHOL: Commissioner Sweeney?

COMMISSIONER SWEENEY: Here.

MS. McNICHOL: Commissioner Sasso?

COMMISSIONER SASSO: Here.
MS. McNICHOL: Commissioner Riley?

COMMISSIONER RILEY: Here.

MS. McNICHOL: Commissioner Dougherty?

COMMISSIONER DOUGHERTY: Present.

MS. McNICHOL: Commissioner Fentress?

COMMISSIONER FENTRESS: Here.

MS. McNICHOL: Commissioner Lisko?

COMMISSIONER LISKO: Present.

MS. McNICHOL: You have a quorum, sir.

VICE CHAIRMAN NASH: Thank you very much.

Begin the meeting with --

Auditor General DEPASQUALE: I am on the phone.

MS. McNICHOL: Thank you, General.

VICE CHAIRMAN NASH: Is there anyone else on the phone?

Thank you, General DePasquale.

We'll begin with a report from the Chief Executive Officer.

MR. HANSON: Thank you, Vice Chairman Nash.

I just want to say that the report stands as submitted. I just want to highlight a couple of, a
couple of operational issues that we have on the way.

The Enterprise Resource Planning Project is underway. Kickoff of the new ERP system has begun. The team has collected data from various departments in order to create mockups, which will be used during the blueprinting and creating best practices.

Meetings with employees are ongoing and the details of the processes are being discussed. Our second continuous track outage on the Ben Franklin Bridge Track Project is underway. Began August 22nd.

Over the past three weeks, we've been able to identify areas where we've increased capacity and reduced passenger congestion, and we've made schedule enhancements that went into effect on Monday, September 15th.

I'd like to ask John Rink if he has any other comments on this project.

MR. RINK: No. I don't know if Mike will talk about the construction side. The enhancements we did, our field staff looked at the passenger flow during the evening rush and the morning rush. We made some adjustments to make sure our customers had a
better ride, less crowded trains, and move them home in the evenings. So far, the schedule is working well and things are running well in regards to that.

MR. HANSON: Thanks.

Mr. Venuto, any comments on how the contractor's work is progressing?

MR. VENUTO: Yes, sir. I will say the schedule on the 50-day outage is going well.

I would utilize some lessons learned from the first 60-day outage and incorporate them into our scheduling process for this term. And we are progressing well with the sandblasting and painting, followed up by the track work that we've established. So far we're making good progress.

MR. HANSON: Mike, do you want to continue with an update on the PATCO Car Rehabilitation Project?

MR. VENUTO: Yes. Right now, as I've indicated before, we have eight of the pilot cars in our Lindenwold shop, currently being tested on our PATCO system. We are approximately 90 percent through the testing. We're finalizing contract items and the
details of our 500-mile test. I would still expect to start that 500-mile test this month. The 500-mile test validates that the cars run as they were designed. At this point we're focusing on the integration of new cars into the PATCO system and then communications within the car systems. We've been testing some new software systems to alleviate some of the buzz we've had. We've tested in the lab, and we have some positive results. So new communications software is being installed this week. We do have six more cars nearing completion at the Wornel (ph.) shop, and will be ready to be shipped upon acceptance of the initial eight cars.

MR. HANSON: Thank you.

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

MR. RINK: For the month of August our elevators were at 98.5 percent, a target of 90 percent. The escalators operate at 96.7 percent, exceeding our target of 90 percent. The contractor that is installing the new escalators at Woodcrest at
15th, 16th. Within the next couple of weeks we anticipate the down escalator at Woodcrest to be put back into service.

MR. HANSON: Thanks, John.

I'd like to, I would like to recognize the work of one of our toll collectors at the Ben Franklin Bridge, Janet Romani. She's been called by one of our bridge customers a wonderful example of a human being and a fine employee. According to that customer she was following her newly licensed 17-year-old son, and Janet saved the day. Panicked mother lost track of her son was across the bridge by mistake. Her phone was uncharged. She had no way of contacting her son, he had no idea how to get back from Philadelphia. Toll collector Romani saw the mother's plight. She called the woman's son from her personal phone, and then patiently directed the mother and son to a safe place where they were reunited. She followed up with a text to check on their safe arrival. Clearly an example of one of our employees going above and beyond their duties on behalf of our customers.

Finally, I would just like to make mention,
the tragedy that happened earlier this week to PATCO.
The individual was struck by a train at 8th and Market
and I would like to report that the train operator who
was involved in this tragedy seems to be doing well
according to Mr. Rink, and he's eager to come back to
work. So that concludes my comments.

VICE CHAIRMAN NASH: Thank you.

Next will be the report of the Chief
Financial Officer.

MR. WHITE: Good morning, Mr. Vice Chair and
Commissioners. I'd like to turn your attention in
your packet to the DRPA dashboard. I will also be
using as a supplemental document the document we use
in the Finance Committee meeting, which is also called
the DRPA Unaudited Financial Summary.

As you look at the DRPA dashboard, just a
couple of overall comments I wanted to make. If
you'll look at that dashboard, you will see four out
of the last five months bridge traffic has exceeded
the budget. So we've recovered from some of the
traffic losses that we had during the earlier part of
the year because of inclement weather. Also,
additionally, if you'll look at the dashboard under DRPA bridge revenue, five out of the last five months our actual revenues have exceeded budget. So we've seen improvement there, particularly in revenue and in traffic. And from the preliminary information I have for the month of August, it appears that the traffic was flatter. It may be slightly above August of last year. Year-to-date, when you look at the traffic and the revenues, we are still around $345,000 less than last year. DRPA total revenues are around $524,000 less than last year. However, when you look at the budget, DRPA traffic is only around $28,000 below what we estimated, and DRPA revenues, total revenues are $1.5 million over budget. The reason for that is because we did budget three decrement against the toll revenues. We budgeted three inclement weather days, and that helped us to stay, given the fact we had a tough time this year, that's the reason we're so close to budget. So if you will turn to the second portion, DRPA Operating Budget, DRPA Capital Budget, again we see trends for the most part that DRPA operating budget actuals are less than budget except for the
month of June. So we are year-to-date through July we are roughly $3.9 million below budget or roughly eight percent under budget at this point in terms of the DRPA Operating Budget. That is primarily driven by the fact of unfilled positions and payroll and ESC expenses being significantly below our budget.

Capital Budget. We had an aggressive expenditures during the month of June. July we still had a healthy $9.1 million spent. But significantly different than the $18.5 million, which was primarily driven by the Ben Franklin Bridge PATCO car project payments that we made to the vendor there.

If you'll turn to PATCO ridership. PATCO ridership has been between 95 and 98 percent of budget during 2014. Obviously there's been an impact because of the track rehab project. The revenue trend has been in the 95 to 99 percent range with the one exception being during the month of May when we had an extraordinary miscellaneous receipt that caused revenues to exceed the budget there.

If you'll turn to PATCO Operating Budget, the operating budget actuals are less than budget;
particularly the last two months. Earlier in the year because of overtime and other factors, the PATCO expenditures were over budget. Year-to-date we are $143,000 less than budget or roughly a half a percent less than budget at this point through July 31.

And if you will turn now to PATCO on-time performance, that has improved in terms of trend. From April we see a trend of 96.1 percent. It has now reached July, 97.2 percent.

And, John Rink, I don't know if you want to make any comments related to that, but, obviously, the trend here is a positive one over the last four months.

MR. RINK: Yes. For the last five months coming out of the winter and concluding the Ben Franklin Bridge schedule, we've improved our on-time performance. We've had our equipment run to schedule. Everything has been running normal on schedule. And with that we have improved our on-time performance. The last couple of months the number of trips that you notice on that scheduled amount of trips is lower than previous months, and that's due to the fact that we're running less trains during the bridge outage schedule.
VICE CHAIRMAN NASH: I'm going to ask everybody to speak directly into the microphone motorcycle it's hard to hear. Or maybe it's just me, but it's very hard to hear.

MR. RINK: Okay. Can you hear me okay?

VICE CHAIRMAN NASH: Not great.

MR. RINK: Okay, very good. I'm sorry.

The last item I wanted to show on the DRPA dashboard is to just make a comment related to DRPA open positions and PATCO open positions. Obviously that's one of the reasons why the actuals are less than budget. We still have a fair number of unfilled positions, and that drives the personnel expenses and the healthcare expenses, et cetera. So that's worth noting.

So generally our revenues are up, particularly as it relates to the DRPA, and our expenses are down. So that means from a cash flow perspective, we're exceeding budget. And that concludes my remarks.

VICE CHAIRMAN NASH: Jim, let me ask you, what, and this is an issue that's important to many of
the commuters, what is the status of the traffic study that we're conducting.

MR. WHITE: That we're conducting? We're awaiting for the final signatures on the contract extension. We've provided data to the, to the firm that is working related to that, but we can't start until the documents are signed. We're looking to add results hopefully in a six-week timeframe. So that's the status where we are at this point.

VICE CHAIRMAN NASH: The traffic study is required if we are going to give our commuters a break on the tolls.

MR. WHITE: That's correct. We have to do, we have to get a traffic certification. In addition we need to get a certification related to operating expenses in order for that to happen. I have with me Pete Nissan from Acacia.

VICE CHAIRMAN NASH: We don't need to get into the details right now.

MR. WHITE: Okay, no details.

VICE CHAIRMAN NASH: I know that Lieutenant Governor Cawley has been interested as have I and the
Commissioners about exploring opportunities to give
our commuters a break.

MR. WHITE: Okay.

VICE CHAIRMAN NASH: And we need to have
that traffic study done as quickly as possible.

MR. WHITE: Very good. We're also seeking
estimates on what programming would be necessary in
order for us to enact it as well.

VICE CHAIRMAN NASH: Very good.

MR. WHITE: That concludes my report.

VICE CHAIRMAN NASH: Any questions for the
CFO? Yes.

COMMISSIONER DOUGHERTY: You mentioned open
jobs. You know, I was going to do it later in the
session, but I was hoping to maybe get an update on
all the vacancies, all the jobs that still have
interim titles associated with them, and, you know,
maybe get a breakdown of some of the contracts that we
do have. And some of the people haven't had a raise
in maybe seven, eight years. And want to have that
discussion a little bit --

VICE CHAIRMAN NASH: Speak closer into the
mic.  COMMISSIONER DOUGHERTY: Okay. I said I'm going to do it a little bit later, but you mentioned open jobs. So I was hoping that, you know, a little bit probably on the new business. So if you in the meantime you can get me some sort of number of how many open jobs we have, how many interim titles we still have, okay. And I want to talk about, you know, we have people that haven't had a raise in 7, 8, 9 years, you know. And I understand there's legislation that, you know, but that's not my concern. My concern is about, you know, you have on one side of the aisle you still have people that haven't been reappointed, you know. On the other side of the aisle you have an election in November. And we shouldn't let politics control business. Okay. So we should have a business game plan. We should stick to the business game plan. I mean if it means -- you know, we can't be paralyzed by politics when it comes to people who deliver the critical services to make sure that this Authority runs.

VICE CHAIRMAN NASH: I agree with the Commissioner that the unrepresented employees of this
Authority have not received a raise in six years. And especially the Pennsylvania residents, they are now paying extra money because one of the benefits that they had a long time ago 1926 actually was that they were able to use the bridge without paying for it, and that was ended two years ago. So these compensation issues are critical to the continued operation of this Authority. And Toni Brown, who directs HR, I'm going to ask you to provide Commissioner Dougherty and any Commissioner who wants, a complete list of all the outstanding vacancies. And also, John, if you can identify which of those vacancies are priority vacancies for the safe continued operation of the Authority.

Commissioner Sasso.

COMMISSIONER SASSO: I would just suggest that you send it to all the Commissioners. I think it's an excellent point, and everybody should have a copy so we can have an intelligent discussion about moving forward along the lines of what Commissioner Dougherty indicated.

COMMISSIONER DOUGHERTY: I'd like to
continue the conversation a little bit more later.

VICE CHAIRMAN NASH: As for the New Jersey appointments that's a decision of the Governor.

COMMISSIONER DOUGHERTY: Well, that's, again, you know, we can joke about that, but that's not my concern here when it comes relative to if I'm here, I've been here, I've been let go. I've been brought back. The system is still the same, the bridges still the same when I left, and the people that maintain the bridges are real important. And I want to make sure that we don't let the politics, you know, hold up the ability to make sure that we have qualified people here. For example, the gentleman to your right has done about six, seven months with the interim title on his name. I mean that's just not right, okay. When you have someone whose got a department that he's overseeing, we ask him to do something different for less money, when he's in a position that's actually one of the arms of the Authority that was working. So we've got to take a look at that. We've got to make a decision. So we can't worry about, you know, if we get overrode, we
get overrode. But then it's the responsibility of the person who overrode you not the responsibility of the Commissioners.

VICE CHAIRMAN NASH: Any other questions for the CFO?

All right, seeing none, I'm going to ask regarding the minutes for August the 20th -- oh, yes, I'm sorry, John.

MR. HANSON: Thank you, Chairman Nash. I have one disclosure to make that I neglected to make during the, during my CEO report, and that is that during this week I have agreed to allow the Girl Scouts to have a art judging contest on the Gateway Park area. There was some discussion about whether or not this was an in kind contribution because there is no fundraising. It's a community service project by the Scouts. We didn't prepare a resolution because it was contemplated at the last meeting that within two weeks the property would be transferred, and that was, that was stated at the meeting. That hasn't happened. So we thought that the art contest, which is going to occur this Saturday would wouldn't be our property
anymore. The Scouts had advertised it, and it's on
their website. It had been publicly disseminated.
The plans were set for this project. Everyone is
coming out. Thanks to the heroic efforts of Deputy
General Counsel Mayock, and then, and then General
Counsel McNichol, we were able to get a right of entry
together. We're making the arrangements to have the
gates open and to have the area cordoned off that they
are going to use. But, again, there's possibility
that if this is viewed to be an in kind contribution
then this decision is in violation of the reform
resolution that would have required a resolution
authorizing that. And I want to disclose that to the
Board at this time.

COMMISSIONER SASSO: Are you asking for a
resolution?

MR. HANSON: No. I mean we've given them
the right of entry. So I just want to make sure that
everybody is aware that this action was taken. And if
there were issues about whether or not it was in kind
contribution as well as we didn't think we were going
to own the property as of this Saturday, but right now
we still own it.

VICE CHAIRMAN NASH: So if we see Girl Scouts in the park, don't be worried.

MR. HANSON: Right.

VICE CHAIRMAN NASH: Okay.

MR. HANSON: Don't be worried.

VICE CHAIRMAN NASH: Don't call John at home.

MR. HANSON: We won't, and we won't be, we won't be ejecting them from the park.

VICE CHAIRMAN NASH: Thank you.

Are there any questions or concerns about the Girl Scouts coming into the park?

All right. Seeing none, thank you, John.

Next are the minutes of the August 20, 2014 Board meeting that were previously provided to the Commissioners. Are there any corrections?

COMMISSIONER SASSO: Move they be approved as submitted.

VICE CHAIRMAN NASH: Been a motion. Is there a second?

COMMISSIONER SWEENEY: Second.
VICE CHAIRMAN NASH: All those in favor.

ALL PRESENT COMMISSIONERS: Aye.

VICE CHAIRMAN NASH: Opposed.

Motion carries.

Next item is the monthly list of purchase orders and contracts covering the month of August 2014. Is there a motion to accept?

COMMISSIONER SWEENEY: Move the motion.

VICE CHAIRMAN NASH: There's been a motion. A second, please.

COMMISSIONER SASSO: Second.

VICE CHAIRMAN NASH: There's a second. All those in favor?

ALL PRESENT COMMISSIONERS: Aye.

VICE CHAIRMAN NASH: Opposed.

Motion carries.

We're going to go a little bit out of order and ask for public comments. I have two names of people who have pre-registered for public comment. The first is Charles Roberts of Local 401.

Mr. Roberts, please identify and give us your address for the record.
MR. ROBERTS: Charles J. Roberts.

VICE CHAIRMAN NASH: If you don't mind, stand by the microphone so everyone can hear.

MR. ROBERTS: My name is Charles J. Roberts. I'm a representative and steward for Local 401, currently working on the Walt Whitman Project, bridge project. I understand that you want to send the job out to bid for the repairs, remaining repairs on this bridge.

VICE CHAIRMAN NASH: You talking about the gusset plates that are required?

MR. ROBERTS: Yes. Yes.

VICE CHAIRMAN NASH: We're going to have a discussion probably executive session because it does involve contracts. The question that you're concerned about it is whether or not the DRPA under its existing procurement process --

MR. ROBERTS: Yes.

VICE CHAIRMAN NASH: -- is required to send out for an RFP and bid for the purchase of gusset plates.

MR. ROBERTS: Yes.
VICE CHAIRMAN NASH: Which is an important part of that. We're going to talk about that in executive session. But we do have procurement procedures that must be followed. What runs up against that procurement procedure is the practical need to have these gusset plates purchased as quickly as possible and not to delay the project so it's a, an enormous inconvenience not only to the contractors but also to the commuters. And the reason we need to go into executive session is to discuss those legal issues.

MR. ROBERTS: I've been doing bridge work for 18 years, and by far the decay on this bridge itself is the worst I've ever seen.

VICE CHAIRMAN NASH: We're going to make sure that a procurement procedure is not going to upend the safety of our commuters. I can assure you that. That's why we're going to address that issue today.

MR. ROBERTS: Okay. Yes.

VICE CHAIRMAN NASH: Commissioner.

COMMISSIONER SASSO: I just want to say,
Mr. Roberts, that we've discussed your work at the O&M Committee meeting, the Operations and Maintenance Committee meeting and the work that the general contractor has you on the job. We are exceedingly pleased with the work that you folks have done. Absolutely first-rate, well ahead of schedule. I just wanted to express my appreciation. I know I speak on behalf of the Commissioners for a job well done to date. And that's part of the consideration we're going to get involved in. But please don't think we're ignoring that. And thank you, thank you for your efforts.

MR. ROBERTS: I thank you. Just my point on the whole situation. There was a certain amount of repairs were done on there deemed emergency. Well, we did do those. We completed those in a timely fashion, faster than what, I guess we should have, but which is a great thing, but and along to doing those repairs, we discovered repairs that were far worse than what we took out and replaced. For example, if I may, a 15-inch hole in a load-bearing diagonal beam on the north or south side of the Philadelphia tower anchorage.
That's a load-bearing beam with a 15-inch hole. You could put a hard hat in that. And to me personally myself that's scary. And I've got to work around this. And find more. I mean there were ties placing gussets that we took out that had minimal holes. But some of the ones just setting and removing the load lines for everything else they were worse, and that's the point I'm trying to make. These repairs need to be done.

VICE CHAIRMAN NASH: John.

COMMISSIONER HANSON: I would also like to commend you on your work and thank you for the excellent work you and the contractor performed out there. I've been out there myself with General Counsel, with Deputy General Counsel, with the bridge director, and I've seen the, I've seen the issues that you've discussed. I would like to assure you and the public that we have had consulting engineer carefully examine those gusset plates. We have monitoring devices on several of the gusset plates that are out there, ensuring that there is no danger of a failure. I would also like to reiterate something that I've
said before, which is that even if there was a failure, and we've addressed the urgent repairs according to our consulting engineers, that failure would not result in a safety issue to commuters as I've been told again by our engineers. It would result in more extensive damage to the bridge. And so this is not a safety issue to our commuters, and, again, it is an issue that has been carefully examined by consulting engineers. Although I do understand the issues that you raise of efficiency, of the appearance of the plates there because I've been there and seen them with my own eyes, you know, being under that bridge on the platform under the bridge personally looking at them. And I don't know if our Chief Engineer, Mr. Venuto, do you have anything you want to add on that?

MR. VENUTO: Yeah. I'll reiterate what you said. We obviously did the first set of priority repairs at a very timely and efficient fashion, and we were very happy and pleased, and were able to take the restrictions off the bridge exactly when we intended. There are in fact more areas that need to be addressed
as you say. And we did a careful job of evaluating
where we drew the line between the immediate
priorities, which is the one that we did now versus
the other set of priorities that we had intended to
put for bid. And like Vice Chairman Nash said, we are
running up against the procurement procedures that we
had, and, again, we're going to talk about those in
executive session today. But you are correct, there
are ones that are out there that need repairs. But I
can assure the Commissioners and yourself, you know,
we ran calculations on each of the 45 total that needs
to be addressed, and we ran calculations on each of
the 45 to make sure, to be able to rank and prioritize
those, and that's where we came up with the list of
the ones that we did already and the ones that we are
going to go forward with.

MR. ROBERTS: Not even the concern of the
daily traveler, but you also have the shipping lane
not a concern to what we're doing, but to them it is.
Just taking these platforms down, the level of
material that's falling off the bridge, it's pretty
immense plus everything else. And I don't speak for
Wholesale or Delmonte, but it's a concern. So that's all I really have.

MR. VENUTO: Thank you, sir.

VICE CHAIRMAN NASH: Commissioners.

COMMISSIONER DOUGHERTY: You know I work alongside my brothers and sisters in the labor movement every day. But we're managed, right. We bring things in under budget all the time, on time all the time. The problem that the brother said here is that he made reference that there was a hole, and we responded to it. What's the process? Because in my experience, you know, when someone who is on the jobsite says that there's a problem, okay, it's usually a much bigger problem than we realize. So, you know, the process when we say because it comes across to anyone sitting out here it sounds pretty illogical that how could you, you know, have a 15-inch hole in the bridge and it really doesn't, you know, hold any bearing on the transportations back and forth. When, like the process is he would report that to his contractor. The contractor would report it to the DRPA person on the site. The person on the site
would get it back to Michael, and then we would immediately react to that. I mean is there, is there a, you know, you never want to scare anybody, but I mean when we see something like that, just explain to us a little bit the process in which we reacted to it.

VICE CHAIRMAN NASH: Mike, do you want to talk about that a little bit?

MR. VENUTO: Yes, sir. Commissioner, I got pretty much heard what he said. Some of it missed. So if I missed part of it just reiterate that part of it. But so the process is exactly, I think the initial question is if we see something onsite or we get reports back that we saw something onsite what's our process to go through. So what we have on the site, we have not only the contractor's eyes who are out there and the daily workers, we have our consulting engineers, who did the biennial inspection. So as we discovered that this would be a problem or as we discovered this as a problem during the biannual inspection, we came back to this Board and got a supplement to that contract for some enhanced investigation. So our internal engineers do some
work, our bridge operations folks onsite, and our consulting engineer also perform additional enhanced inspections. We did two other things. We also had them run calculations on the gusset plates based off the deck has new loading on it, new design loads 'cause it's a new deck. And what we did, one of the issues with the gusset plates is there are the old deck had expansion joints every sixth floor beam, and that is where we're seeing the corrosion on the gusset plates because of the salts getting through that. The new deck is a continuous deck. So we eliminated the majority of the joints. So that's, that is going to slow down the deterioration that we've seen over the past couple years. So we ran the calculations on the gusset plates based on the existing loading to determine, to prioritize. So we labeled them Priority 0, which was the ones we had to initially get, immediately get to, Priority 3, which was we had to get to them in three months; Priority 6 and Priority 12. And what we decided to do we vetted with the O&M Committee, was attend to all the P0's, P3's, and P6's in a priority under emergency authorization. The CEO
gave emergency authorization. And then we came back
to the O&M Committee. And then we have monitor string
gauges on three string gauges out there to monitor
conditions of the P12's. One that's in good shape,
one that has already started some deterioration, and
one of the new gusset plates to monitor the
performance to see how they react versus the design
loads in the event that we see something that we don't
expect and it then pushes it from a P12 to a P6. And
that's kind of how we made the cutoff of which ones we
would bid versus which ones we would do under
emergency powers.

MR. DOUGHERTY: It sounds to me based on my
experience that the people who are responsible for
overseeing this are comfortable with the contractor.
We have emergency powers around here. We hired a
public relations person because we had a backup of
PATCO, okay, from all their emergency powers. So I
would think that, you know, we're not talking about
taking a new contractor and placing him here,
somebody's favorite son. We're talking about using
someone who has already delivered a product in
probably the biggest life safety thing that we can do, keep the bridges safe. So I don't even know why we need executive sessions. That's something we should just do.

MR. HANSON: I agree with you. In fact, when we, you know, when we confronted this issue, we did do a million, $1.6 in emergency work. And when you look at this, Daniel Auletto, who is the Bridge Director for the Walt Whitman Bridge, he's back there.

COMMISSIONER DOUGHERTY: Just put not to exceed cap. Put not to exceed cap on it and just get the work done.

COMMISSIONER SASSO: I, for those of you who aren't aware, I chair the O&M Committee, and we have very, very thorough discussion at the O&M Committee about these types of issues, and we had extremely thorough discussion about this particular issue. And I'm in the same place as Commissioner Dougherty. We have a contractor that has gone over and above. We have a situation and, and by the way, I think I speak on behalf of the entire O&M Committee, and I want to mention that there are individuals on that Committee
who are far more experienced than I am in construction issues and construction problems, and as I look up and down this table, I see those individuals present today. But the fact of the matter is we've got a contractor who is performing over and above. We've got people on the job represented by Mr. Roberts here, who are doing a job over and above. It's something which makes sense to me from the standpoint of saving money for our commuters that we move forward and complete this effort without putting it out for formal bid. I know we have bid procedures, but the fact of the matter is by discussing it out here in the open and in public saying that we have an opportunity here to correct the problem, I don't know if it's an emergency problem or not, but I just don't want to be thinking about this at night whether or not, you know, maybe the consultant is wrong and maybe it is an emergency problem. I would just like to get the job done. So we do have a resolution to move forward and, you know, if the rest of the Board is comfortable. But I think we have to have discussion about this. I would just like to make the resolution.
VICE CHAIRMAN NASH: There's been a resolution. I think there had been a resolution proposed by the O&M Committee initially to move forward with this purchase.

MR. HANSON: We removed it from the packet subsequent to the O&M Committee meeting. We realized that at the O&M Committee meeting that it didn't appear to qualify as an emergency. However, I authorized it to be placed on the agenda to give us further time. Because Bridge Director Auletto raised a number of important issues. The crowding of the construction schedule, the length of time of the construction season, particularly in view of the harsh winter that we had last winter when we didn't get as much work as we had had done. And we looked at it very, very carefully, and still could not justify it in the context of our procurement procedures as an emergency, even though Director Auletto was very anxious to get the work done. COO Pulte, Chief Engineer Venuto and myself, it did not appear to be emergent. In addition to the superior work of the contractor, that's already been mentioned, the
crowding of the construction schedule, all those other
things still appeared that it could be accomplished by
the time specified by the consultant. Although just
at the end of the time specified by the consultant in
a way that would maintain the integrity of the bridge
structure. But I think every one of us would say for
all those reasons that we would much prefer to have it
done and out of the way.

COMMISSIONER FRATTALI: You know, I'm not an
engineer, but I've got 44 years in the iron worker
industry. What we're missing here is when you do a
job and you guys get into the flow of the job,
productivity goes up. Now these guys, you know,
engineering inspector, one gusset plate every 12 days,
they're getting six. That's money saving to the
DRPA. We shut this project down to go through the
procurement process, we've got to reengineer it, we've
got to put it out to bid. We're going to waste time.
We got a new crew coming in that's got to get
acclimated to the work again. Mike, what did you say
that dollar figure was? Two million more?

MR. VENUTO: We're estimating approximately
$2.7 million for the remaining 30.

COMMISSIONER FRATTALI: Sometimes you've just to use common sense. I mean, you know, a similar thing happened at the Ben Franklin Bridge Rail Project. We delayed and stalled, and it cost us a million dollars more for that project. I see, more than that, I see the same thing happening now, you know. Sometimes like Commissioner Dougherty said, we should just do it. We're the Board, you know. I just don't understand. It's not making sense to me.

VICE CHAIRMAN NASH: Well here's a suggestion. I do agree. If this is going to cost the toll payers another two to three million dollars and shut down a project, which apparently has some safety concerns.

COMMISSIONER HANSON: Based on the conversation that I just had with General Counsel what we have heard here in this discussion, she recommends, and I agree, that this is the basis for a sole source justification which would conform to our procurement policies, and we could move forward under the sole source procurement vehicle.
VICE CHAIRMAN NASH: Do you need a resolution?

MR. HANSON: We would need a resolution to do that, yes.

VICE CHAIRMAN NASH: So does that resolution need to be framed in any way before we vote on it? We can put it under new business. We could do it right now?

MS. McNICHOL: It would need to go into new business, sir. And in addition to that, we're going to have to do a super majority because it is not currently on the agenda.

VICE CHAIRMAN NASH: Right. So our intent is under new business, which is forthcoming in a minute or so, we will introduce that resolution with great appreciation that you brought this matter to our attention, Mr. Roberts, and we will need, in order to introduce that resolution because it's not on the packet, we will need to introduce it and receive a super majority of the Commissioners. And assuming that we do receive that, we will pass that resolution under new business in a minute or so.
MR. ROBERTS: Thank you very much.

VICE CHAIRMAN NASH: You're welcome. Thank you for coming.

MR. ROBERTS: Thank you.

VICE CHAIRMAN NASH: The next speaker is Nina McKissock. Ms. McKissock, please identify where you're from.

MS. MCKISSOCK: Yes. Thank you. My name is Nina McKissock. I live at 509 Vine Street in Old City. Yes. Thank you. And I'm here representing the Old City Dog Owners Group. It's a newly formed group of people who are responsible dog owners, and we want to, we live right adjacent to the fenced in area on Fifth and Vine, which is DRPA property. It's a small L-shaped piece of property, if you, if you can remember. It parallels the Ben Franklin Bridge. And we would like to form a dog park, and we understand that you may have some questions about what our intentions are. We have written our mission, our mission statement, and I'd like to read that to you. It just takes a second.

VICE CHAIRMAN NASH: We had questions about
your intentions about creating a dog park?

    MS. MCKISSOCK: Possibly, yes.

VICE CHAIRMAN NASH: Other than putting dogs in the dog park? Is there possibly another intent?

    MS. MCKISSOCK: Yes. It will be for dogs and responsible owners. There are some questions about, you know, of course about liability. And, for instance if someone does get injured in the dog park, who is liable. So I want to work with you on that. Apart from that who is going to maintain it also.

VICE CHAIRMAN NASH: I would imagine that who will maintain the dog park is probably a critical issue. Who is speaking with Ms. Mcakisock?

    MS. MCKISSOCK: Tom is coming and, and he's on his way here, but I, I don't see him.

VICE CHAIRMAN NASH: Who went to DRPA?

    MS. MCKISSOCK: Fran O'Brien.

VICE CHAIRMAN NASH: Fran. Okay.

    MS. MCKISSOCK: Yes.

VICE CHAIRMAN NASH: I think what we'll do, I'm interested. I think dog parks are a great amenity to a community.
MS. MCKISSOCK: Yes.

VICE CHAIRMAN NASH: And I will work with you to see that if we could do this it's possible. Obviously it's a question who is going to maintain the dog park and clean it up.

MS. MCKISSOCK: Yes, Um-hum.

VICE CHAIRMAN NASH: That's always a big issue. But we'll try to work it out maybe with the City of Philadelphia's help and the community's help.

MS. MCKISSOCK: All right, so what, what are your expectations for us?

VICE CHAIRMAN NASH: I'm going to speak to Ms. O'Brien, and we'll follow-up with you, and maybe we'll have a meeting to discuss it further.

MS. MCKISSOCK: All right, fine. Thank you.

VICE CHAIRMAN NASH: Thank you.

MS. MCKISSOCK: Bye-bye. Thank you.

VICE CHAIRMAN NASH: What kind of dogs do you have?

MS. MCKISSOCK: I have a rescued Cavalier King Charles Spaniel, yeah.

VICE CHAIRMAN NASH: I have a rescue, half
Lab, half something chubby.

MS. MCKISSOCK: They're quite wonderful.

Thank you.

VICE CHAIRMAN NASH: Yeah. All right.

Thank you.

Are there any other public speakers?

Father.

FATHER WATERS: My name is Father Bill Waters, a member of the Augustinian community. I do not have a dog. For one month now I've been the new pastor at Saint Augustine Parish right on the bridge, and I come among you today to say it's a very historic parish. It's the first place that the Augustinian community ever came to in this country, which was in 1796. So I'm very happy to be here and to be among you and be here today, and to offer to you any assistance that we being right on the bridge may ever be of help to you. I really don't know what that might be. But we are right there, and if we can be of any help to you any way, we'd be happy to do so. Also mention since I'm here, I'd be, I will be less than honest to say I will be very happy when the
renovations are over on the bridge. The noise is incredible right where I am. My bedroom, my office. Sometimes we have to go out of our place to be able to make a phone call to hear. There's been an improvement. I'd like to thank Fran O'Brien tremendously. She deserves all the pay that she gets. She's a great community liaison. She really is. We were having the renovations and the noise, the jack hammering literally in the middle of the night, three o'clock, four o'clock in the night. And I understand why they use that for torture in wars now. That's improved. It's during the day. And we'll be very happy when it ends 'cause it really is a necessary inconvenience. I'm sure if it could be done another way it would be. I tell people it is a temporary inconvenience for permanent improvement, but we'll be very happy when that's over. We really will. If there's any way that we at Saint Augustine's can be of any help to you, we're right under the bridge, and be happy to do so. Thank you.

COMMISSIONER SASSO: Father, many times when I served on this Board when I wished someone was
praying for me. So that's, that's something, that's something you could do probably for all the Commissioners.

FATHER WATERS: We're praying that the renovations will be over soon. Thank you very much. If any help that we can be at any time, let us know.

VICE CHAIRMAN NASH: Father, it's an honor for you to be here today, and we greatly appreciate it. Mike Venuto is overseeing, and you now have an offer of divine assistance to get this job done on time. So I guess what I would ask, Michael, if you would communicate with the Church to make sure that if there is anything that we can do to help the church or if there is times that we should not be hammering and banging to assist. That's something that we might be able to assist with. So, you know, please communicate.

FATHER WATERS: Thank you.

VICE CHAIRMAN NASH: John.

COMMISSIONER DOUGHERTY: Just for the record, when you come over here in Pennsylvania you get Father Waters. When we go over Jersey we get
Elvis.

VICE CHAIRMAN NASH: Thank you very much. If anything we can do, let us know.

FATHER WATERS: That's why you pay five dollars to get into Philadelphia.

COMMISSIONER DOUGHERTY: Does Father Waters get 2.50 of it?

VICE CHAIRMAN NASH: All right. Thank you. Are there any other, any other public speakers?

All right, thank you very much.

We're going to go back to the agenda approval of the Audit Committee meeting minutes of September 3, 2014. And they have been previously provided to all Commissioners. Is there a motion to accept the minutes, the Committee minutes?

COMMISSIONER SASSO: So moved.

COMMISSIONER MASON: Second.

VICE CHAIRMAN NASH: All those in favor.

ALL PRESENT COMMISSIONERS: Aye.

VICE CHAIRMAN NASH: Opposed.

Motion carries.

Next is Resolution DRPA-14-108. It's
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 goals of resorting openness and
transparency in its transactions
Is there a motion to adopt 108?
COMMISSIONER SASSO: So moved.
COMMISSIONER MASON: Second.
VICE CHAIRMAN NASH: All those in favor.
ALL PRESENT COMMISSIONERS: Aye.
VICE CHAIRMAN NASH: Motion carries.
Any opposed? I guess not.
All right, the next is the approval of the
Operation and Maintenance Committee meeting minutes of
September 3, 2014. Is there a motion to approve?
COMMISSIONER FENTRESS: Move the motion.
COMMISSIONER MASON: Second.
VICE CHAIRMAN NASH: All those in favor.
ALL PRESENT COMMISSIONERS: Aye.
VICE CHAIRMAN NASH: Opposed.
Motion carries.
Next are the resolutions adopted by the
Operations and Maintenance Committee minutes of meeting of September 3, 2014, 109 through 114. Are there any questions regarding any of these resolutions?

Seeing none, I'll take them as a group. All those in favor.

ALL PRESENT COMMISSIONERS: Aye.

VICE CHAIRMAN NASH: Opposed.

All of those resolutions are adopted.

The next are the resolutions that are approved by the Finance Committee on September 12, 2014. They are Resolution 115 through 117. Are there any questions regarding those three resolutions? Seeing none, I'll take a motion to adopt all three of them together.

COMMISSIONER SASSO: So moved.

COMMISSIONER SWEENEY: Second.

VICE CHAIRMAN NASH: Any opposition?

All those in favor?

ALL PRESENT COMMISSIONERS: Aye.

VICE CHAIRMAN NASH: Opposed.

Those three resolutions are approved.
Next is unfinished business. Is there any unfinished business of the Board?

Seeing none, we'll move to new business.

We're begin with the new resolution that we had discussed regarding the purchase of gusset plates. And, John, you want to frame that resolution for us?

MR. HANSON: Yes. We are going to continue with the existing contractor as a modification, Mike, to the contract, is that how we'll do it?

MR. VENUTO: If I explain the draft, the draft resolution that we have initially put in and pulled. Commissioners, the resolution that was initially written was similar to the other contract modification resolutions that we typically do for change orders on contracts. We elected to do the gusset plate work with the existing contractor because we have provisions in an existing contract that warrants the deck rehabilitation that gave us the authority to do the direct work and then to proceed under a directive. So what we did, the Board previously approved what that, what that summary statement said, and it had the attachment that we
typically have about the contract change
modifications. What it, what the resolution showed
was two specific line items this Board previously
approved $750,000 following CEO Hanson's emergency
authorization to get started with the gusset plates.
And we were doing them under time and material at that
time. So the change order that I had or the
resolution I had proposed with two line items. One
would be an additional $715,000 to pay for the initial
15 gusset plates. And that's the $1.5 million that we
referred to earlier. The second line item in that
change order would be for the $2.7 million, which will
cover the remaining 30 gusset plates. So we'll
actually have two. I didn't think it was appropriate,
Commissioners, to give a $2.7 million change order
without addressing the remaining money that we owed
them already. So it basically has two, two line
items; one adding $750,000 to pay for the remaining of
the first 15 gusset plates, $2.7 million, which is our
estimate, moving forward for the remaining 30.

MR. HANSON: Mike, before I get into the
sole source justification rationale, this project will
be excluded from the OCIP because it's going to extend past the end of the year?

MR. VENUTO: Yes, sir.

MR. HANSON: Is that right?

MR. VENUTO: So, up to now we have been operating under the Owner Controlled Insurance Policy. That expires at the end of the year. We did look at trying to see if we could get this job completed before the end of the year to take advantage of the OCIP policy. But given the amount of work and the fact that we're trying to keep it from weekends, to keep it on normal work shift hours, it is going to push into next year which would mean it wouldn't be beneficial for us to extend the OCIP into next year. So we would ask the contractor to pay for their insurance. We'll have to provide insurance. And if we can discuss whether we're going to provide insurance from day one, from now moving forward or from December 31st moving forward. But I think based on some initial discussions we wanted to stop the OCIP, the work on the OCIP, and then get insurance from here moving forward.
MR. HANSON: And it would seem to me that the cleanest way to do it is for the whole additional piece taken out of the OCIP.

MR. VENUTO: Yes, yes, sir. So all work that's been completed and any work moving forward from this 30 gusset plates on will all be under their insurance, and will get a cost specifically for their insurance.

MR. HANSON: Just because we said different things, and I think it means the same thing, I just want to make sure there's no misunderstanding. The subject of the work that's going to be done under this sole source will all be moved out of the OCIP, right?

MR. VENUTO: Yes, sir.

MR. HANSON: Okay. Good. All right. So this resolution will be approved on a sole source procurement basis based on the cumulative effect of the newly discussed conditions as well as the greater economic benefit, including less delay, including greater efficiency, including cost savings, including the issues raised by Bridge Director Auletto relative to compressed construction schedules and uncertainty.
of construction seasons. They form the basis of the sole source recommendation.

VICE CHAIRMAN NASH: All right, thank you. Are there any questions regarding that resolution which we will now list as DRPA 14-121?

No other questions? Okay. We need a motion to have this added to the agenda by super majority.

Is there a --

COMMISSIONER FRATTALI: I make that motion.

COMMISSIONER SASSO: I second it.

VICE CHAIRMAN NASH: All those in favor.

ALL PRESENT COMMISSIONERS: Aye.

VICE CHAIRMAN NASH: Opposed?

All right, so the motion, so the resolution is now added to the business agenda. Now I need a motion to adopt that new resolution.

COMMISSIONER FRATTALI: Move the motion.

VICE CHAIRMAN NASH: Is there a second?

COMMISSIONER SASSO: Second.

VICE CHAIRMAN NASH: All those in favor.

ALL PRESENT COMMISSIONERS: Aye.

VICE CHAIRMAN NASH: Opposed?
All right. Mr. Roberts, it's been approved.

Next item for new business is DRPA-14-118,
consideration of pending DRPA contract between $25,000
and $100,000. Is there any questions on that
resolution?

Seeing none, I'll take a motion to adopt.

COMMISSIONER FENTRESS: Move.

VICE CHAIRMAN NASH: Is there a second?

COMMISSIONER SWEENEY: Second.

VICE CHAIRMAN NASH: All those in favor.

ALL PRESENT COMMISSIONERS: Aye.

VICE CHAIRMAN NASH: Opposed?

Motion carries.

DRPA-14-119 is there a motion to table?

COMMISSIONER SASSO: I'd like to propose a
motion to table this resolution. At the last Audit
Committee Meeting, Commissioner DePasquale came up
with some good ideas with regard to the procedure to
be followed for outside employment. I think what we'd
like to do is discuss that at the next Audit Committee
meeting. So I would move to table this motion.

VICE CHAIRMAN NASH: Been a motion to table.
COMMISSIONER MASON: Second.

VICE CHAIRMAN NASH: All those in favor.

ALL PRESENT COMMISSIONERS: Aye.

VICE CHAIRMAN NASH: Opposed?

that resolution is tabled.

The next item is 14-120. Easement to the City of Philadelphia for the gas meter installation along Hedley Street. Is there any questions on that resolution?

Seeing none, I'll take a motion to adopt.

COMMISSIONER SWEENEY: So moved.

VICE CHAIRMAN NASH: Is there a second, please.

COMMISSIONER SASSO: Second.

VICE CHAIRMAN NASH: All those in favor.

ALL PRESENT COMMISSIONERS: Aye.

VICE CHAIRMAN NASH: Opposed?

Motion carries.

The next item is the Citizens Advisory Board Report. Is there any members of the Citizens Advisory Board?

COMMISSIONER DOUGHERTY: New business
VICE CHAIRMAN NASH: I'm sorry?

COMMISSIONER DOUGHERTY: We're still on new business.

VICE CHAIRMAN NASH: Oh, I'm sorry. New business, yes.

COMMISSIONER DOUGHERTY: Just wanted to continue the conversation we had earlier that, you know, I think we should have, you know, and I don't know what committee it falls under, but I think we should have not only a gathering of the information. Again, you know, open jobs, contracts that have been open-ended for years closing in on a decade, interim titles. You know, again, we can't let things out of our control affect the way we do business. I think we need, you know, a however you want to title it, a definitive business management plan that includes the people in the building, you know. There's a perception out there that as administrations change, people change. That's really not true. It's basically only Board members. So the one thing that I know from over when you go to Camden for the meetings, the one gentleman who meets you at the front desk,
okay, probably lives in the neighborhood, great guy, great ambassador for the Authority, always makes you feel comfortable, still wants to see your identification tag, okay, but just good people. We can't let the workers, the people and from that guy to the police officers. You just can't say well there's a piece of legislation someplace that says we can't raise salaries. Okay. This is a business. You have to make decisions to keep, you know, approve resolution to keep the bridge safe just like you have to, you have to make sure that this Authority has a business game plan that you make sure that people are in place to run it, you know. We run it in-between meetings. We run it in in-between elections. But we need people to be able to run it that aren't paralyzed by politics and you've got a lot of good people here, and it's not loaded with drama or anything, but I think that you need something, and you should do it now. I think timing is right. That's point number one. Point number two, Franklin Square Station, I want to keep that on the agenda. I know that you have instituted, you know, a process, you know, you always
want to get reports.

MR. HANSON: Mike, can you say something about where we are on the Franklin Square update?

MR. VENUTO: Yes, sir. Since the station was opened in the '30s, it's been reopened, closed, and reopened two times. The latest time was 1976. And it was closed within two years after that. In 2003, the DRPA understood a study to evaluate the cost and cost of reopening under Franklin Square to take advantage of any potential ridership created by the development in and around Franklin Square. The study identified the improvements, which must be made to the station and develop ridership numbers and the associated cost. At that time in 2003 it cost between $5.2 and $6.5 million, with approximately 930 customers using it. In 2009, we updated that study based on the additional development that was done there, particularly the National Constitution Center. At that time it came back that it would be between $9 and $15 million dollars, depending on how we renovated it. But ridership numbers didn't change much. Over this week we executed a task order with
a consultant to update the study. We're going to
review the existing conditions of the stations, and
we're going to document changes made in the area from
the 2003 and the 2009 studies, and evaluate the
capital cost of reopening the station. We're going to
work with the Regional Metropolitan Planning
Organization, DBRPC to develop ridership estimates for
the current and future timeframes to capture any
effects of the projected development in and around
Franklin Square. So we expect that the new study will
take approximately 12 weeks to perform.

VICE CHAIRMAN NASH: I think that, listen,
I'm not an engineer, but I do see what's going on in
Northern Liberties when I'm not hanging out with Elvis
in New Jersey. To me this is natural. That Franklin
Square when it was constructed, the dynamics and the
demographics of the city have so dramatically changed
that our job is to move people in and out of places
where they want to be. And I believe that that
location is so key to the demographics, the new
demographics of the city that we have to not only
think about money, but we have to think about our job
of moving people in and out of key places. And that is, in my view, a natural location for another train station.

MR. DOUGHERTY: I was in Boston yesterday. The IBW pension money has invested close a billion dollars to put out 30-page marketing piece on 11th and 12th, Market and Chestnut. It's going to change the whole environment. It's going to open up Ludlow Street for those who know Center City from Market to Chestnut. It's going to open up Chestnut Street for the first time on that lower end. The Convention Center expansion is just basically starting to kick in. We've got private management. We're bringing the conventions in, okay. That area is jumping. The area, Franklin Square, has over 900,000 visitors this year alone. Okay. They, them numbers don't show up in studies. If we were worried about every rider, we wouldn't have a PATCO Speedline. I agree with Mr. Nash. And if you look at it correctly, anyone who hasn't been to Collingswood lately ought to stop there. It's a beautiful town, great restaurants. You hop on the Square and get right off. So it
benefits both, Jersey and Philly, you know. And I always thought that was the purpose, keep the bridges safe and get people to use it.

MR. HANSON: We will also include in the capital budget money so that we can take action if there's a decision to go forward based on the study. Budget process underway. And I've asked Mike to put something in so that we're prepared in the event that the Board makes the decision to go forward based on the study.

COMMISSIONER SASSO: Would Commissioner Dougherty be comfortable if we refer the station matter to O&M and the labor issue to the Labor Committee?

COMMISSIONER DOUGHERTY: Yes.

COMMISSIONER SASSO: Why don't we just do that. Two good points. We ought to be taking action on.

VICE CHAIRMAN NASH: This way it has the momentum of those committees to continue looking at the issues.

COMMISSIONER DOUGHERTY: Just at a
accelerated pace because, you know, we can't control
some of the things that we can't control, but they are
in front of us.

COMMISSIONER SASSO: The O&M Committee also
moves at an accelerated pace. Right, Mike?

COMMISSIONER DOUGHERTY: Listen, that's why
you're such a fast guy.

Mr. HANSON: We do have a task order now to
update the study. It's in place.

VICE CHAIRMAN NASH: Appreciate you doing
that.

COMMISSIONER DOUGHERTY: Thank you.

Apologize for my back.

VICE CHAIRMAN NASH: Anything else? Any
other matters of new business?

All right now seeing none, I'll move to the
Citizens Advisory Committee Report. Yes, sir.

MR. DESANTIS: Good morning.

VICE CHAIRMAN NASH: Tony, identify your
full name for the record.

MR. DESANTIS: I'm Tony DeSantis. I'm a
member of the DRPA CAC. I also live in Hollingsworth,
and, yes, it is a lovely town. We don't have much to report. We have people I want to thank. Grant for putting out the word about needing new members. We have about three new members under consideration. We have one member who has attended two meetings, and I think we've submitted his name already for consideration and we have two others. Unfortunately both of them, I believe are from New Jersey, from Barrington. One is currently working and the other is currently in graduate school at the University of Pennsylvania. In fact, he's on their Advisory Committee. So he's very interested. I think he'd be a good addition, if he can do it. I just have one question about the Franklin Square, the old Franklin Square study states it has 800 to 900 riders. Are those people that are new riders or are those people who would be coming from 8th and Market?

MR. VENUTO: I'm not exactly sure. I don't have the study here, but I believe that it was a little of both. I think we did expect to see some ridership from shift from 8th and Market. But I don't know, I don't know if the 266,000 per year is new
riders. But I, that I have to check and report back
to you. We can e-mail you that.

VICE CHAIRMAN NASH: And if you want, you
can have copies of whatever reports we have, and
perhaps you can help us in framing this new project
have the Citizens Advisory Board offer its assistance
as well.

MR. DESANTIS: Other than that, that's my
report.

VICE CHAIRMAN NASH: Thank you very much.

All right, I think what we're going to do is
hold the, hold the DRPA meeting in abeyance so that we
can come back to executive session after the PATCO
meeting so people don't have to leave and then come
back, if that's okay. So I'm not going to adjourn the
DRPA meeting, but I am going to call for the monthly
Board meeting of PATCO.

MS. McNICHOL: You have to vote to hold the
meeting in abeyance, sir. So that we can go into it.

VICE CHAIRMAN NASH: All right, so there's a
motion to hold the DRPA meeting in abeyance, whatever
that means.
MS. McNICHOL: Yes.

UNIDENTIFIED SPEAKER: Moved.

VICE CHAIRMAN NASH: Is there a second?

UNIDENTIFIED SPEAKER: Second.

VICE CHAIRMAN NASH: All those in favor of abeying the meeting?

ALL PRESENT COMMISSIONERS: Aye.

VICE CHAIRMAN NASH: All right. So the DRPA meeting is now held in abeyance.

MS. McNICHOL: Correct.

(DRPA meeting held in abeyance.)

(DRPA meeting continues.)

VICE CHAIRMAN NASH: We are now going to move back to session for the DRPA Board meeting. Do I have to make a motion to un-abey or abey?

Okay. Is there a motion to go back into open session on the DRPA meeting?

COMMISSIONER SASSO: So moved.

COMMISSIONER FRATALLI: Second.

VICE CHAIRMAN NASH: All those in favor.

ALL PRESENT COMMISSIONERS: Aye.

VICE CHAIRMAN NASH: Opposed?
All right. We're back into open session.

Now I'm going to take a motion to go into executive session to discuss matters of contract and legal issues.

COMMISSIONER SWEENEY: So moved.

VICE CHAIRMAN NASH: And at the time that these matters are going to be approved by the Board we will go back into open session for that purpose.

There's been a motion. Is there a second?

UNIDENTIFIED SPEAKER: Second.

VICE CHAIRMAN NASH: All those in favor.

UNIDENTIFIED SPEAKERS: Aye.

VICE CHAIRMAN NASH: Opposed.

Thank you very much everybody. We're not going to have any more public session so you are -- this meeting is over.

(Whereupon, the PATCO Board Meeting open session ended at 10:20 a.m., on September 18, 2014.)

(Executive Session.)
CERTIFICATE

This is to certify that the attached proceedings before the Delaware River Port Authority, Board Meeting on September 18, 2014, were held as herein appears, and that this is the original transcript thereof for the file of the Agency.

Timothy J. Atkinson, Jr., Reporter
FREE STATE REPORTING, INC.
MONTHLY LIST OF PAYMENTS
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** Capital Expenditure
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** Capital Expenditure
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** Capital Expenditure
## Monthly List of Payments 09/01/14 Thru 09/30/14

### Delaware River Port Authority

**Meeting Date:** 10/16/2014

### Vendors and Payments

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**Capital Expenditure**

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Page 6 of 7
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OPERATIONS & MAINTENANCE
DELAWARE RIVER PORT AUTHORITY

Operations & Maintenance Committee Meeting

One Port Center
2 Riverside Drive
Camden, New Jersey

Wednesday, October 1, 2014

Committee Members:

William Sasso, Esquire, Chairman
Albert Frattali, Vice Chairman
Andrew Reilly, Esquire
   (via telephone)
Richard Sweeney
Michelle Kichline, Esquire
   (via telephone)
E. Frank DiAntonio
Joann Bell
   (via telephone)

Also Present:

Peter Simon, Assistant Counsel,
   New Jersey Governor’s Authorities Unit
Christine Wechsler Rayer, Esquire,
   Deputy General Counsel, PA Governor’s Office
   (via telephone)
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
Barbara Holcomb, Manager, Capital Grants
Fran O'Brien, Manager, Customer & Community Relations
Sheila Milner, Administrative Coordinator
Elizabeth McGee, Administrative Coordinator
Dan Cosgrove, Senior Engineer
Philip Spinelli, Project Manager, PATCO
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P R O C E E D I N G S

(8:00 a.m.)

CHAIRMAN SASSO: I believe we have a quorum, so I'd like to call to order the meeting of the Operations & 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 Chair Fratalli?

VICE CHAIRMAN FRATALLI: Here.

MS. McNICHOL: Commissioner Reilly?

COMMISSIONER REILLY: Here.

MS. McNICHOL: Commissioner Kichline?

COMMISSIONER KICHLINE: Here.

MS. McNICHOL: Commissioner Sweeney?

COMMISSIONER SWEENEY: Here.

MS. McNICHOL: Commissioner DiAntonio?

COMMISSIONER DIANTONIO: Here.

MS. McNICHOL: Is Commissioner Bell on the phone?

COMMISSIONER BELL: Here.
You have a quorum, sir.

CHAIRMAN SASSO: Thank you.

There are five items on the agenda for today.
The first item is general engineering consulting services.

Mr. Venuto?

MR. VENUTO: Thank you. Good morning. This is just a resolution we -- last O&M Committee we talked about the GECs and the limits, and how we'd like to revise the process. And this is a formal SS&R for us to vote on to proceed with our discussion last month.

So staff is seeking authorization to amend the Authority's existing policy regarding the general engineering consulting service agreements to expand the field of consultants from ten firms to all recommended firms per discipline and to establish the maximum threshold of $250,000 for individual task orders.

The GEC agreements provide professional engineering services in five areas; civil structural, structure monitoring, electrical and mechanical engineering, environmental and geotech engineering, and traffic and transportation engineering.
We typically select two firms per discipline and we have used a limit of $100,000 for each task, their on-call task. And what we'd like to do, based on research we've done with what a lot of other agencies do, we'd like to increase that task amount to $250,000, because we're not making the most effective use of these task orders because we're not getting much for the $100,000.

And we'd also like to increase this, the amount of firms. So instead of limiting it to two per discipline, we'd like to limit it to -- we'd like to open it up to all recommended firms, which will give more firms an opportunity to work here at the DRPA and increase some of the competition.

And in the future, on bigger projects, when we have -- those firms that get that experience here, can then go on to be prime consultants on some of the bigger work.

So, as a for instance, we typically we limit it now to two in each discipline; but in another scenario, if we allowed all recommended firms for, say civil structural or construction monitoring, we might have
seven firms and we can pick off of that where -- we
get -- so it would be seven, eight, ten firms per group
that we can pick off of.

We typically get six -- last time, we got 66
submissions from consultants to be on this list. So in
lieu of narrowing it down to ten, I'm basically asking to
expand the breadth of firms.

And what I'd like to do is -- so those two
things, and what I'd like to do is then come back to this
O&M Committee. What happens is, I sign, then Deputy CEO
Conallen signs the task orders, and John Hanson signs
them. And then what we can do, on a monthly basis when I
report spending tracking, I can just advise the O&M
Committee that these are the task orders that we have
this month, so there's a check and balance.

CHAIRMAN SASSO: I think if you give the
identity of the engineering firm and a brief description
of the contract and the amount of the contract, it would
be good.

MR. VENUTO: Yes, sir.

CHAIRMAN SASSO: Is the Committee okay with
that?
COMMISSIONER DIANTONIO: Yes. Sounds good.

MR. VENUTO: So what'll happen is the existing -- if you're okay with this, the existing GECs expire at the beginning of next year, March of next year. So once this -- if this is approved by the Board and passes the veto period, we'll advertise for the next round of GECs, and then we'll be back to the Board probably January-ish for the new round, the new set of consultants that will fall under the new guidelines.

CHAIRMAN SASSO: Okay.

Do we need a motion for these items?

MS. McNICHOL: Yes, sir.

CHAIRMAN SASSO: If there are no questions, I'll accept a motion recommending this to the Board for approval.

VICE CHAIRMAN FRATALLI: So moved.

COMMISSIONER DIANTONIO: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion? All in favor?

COMMISSIONER SWEENEY: Aye.

COMMISSIONER DIANTONIO: Aye.

VICE CHAIRMAN FRATALLI: Aye.
CHAIRMAN SASSO: Opposed?

(No response.)

CHAIRMAN SASSO: It's carried.

Next item is purchase of electric energy.

Mr. Rink?

MR. RINK: Thank you, Mr. Chairman, Commissioners.

We're here to ask for authorization from the Board to allow the Chairman and the Vice Chairman to act into an agreement for the purchase of our electric power for DRPA and PATCO, which includes One Port Center, an amount not estimated to exceed $8 million in total for all our DRPA and PATCO accounts.

This will be for a three-year contract period ending in December 31st, 2017.

If you recall, in 2004, 2007, and 2011, the Board approved resolutions allowing us to already receive bids for its electrical energy requirements and to quickly award a contract for its energy requirements with the approval of the Chair and Vice Chair of the Board.

What I have -- I have Mr. Spinelli, if you recall, here today. We're -- next year, our contracts
expire from when we went out to our electrical auction, and we're in the process now of -- we'll be bringing on a consultant to help us through that process.

This approval allows Mr. Hanson, with Chair and Vice Chair consent, to act quickly to sign an energy contract. And Phil can explain a little more. When we get the bid prices in, we have 24 hours to execute a contract. So what we did in the past, John would reach out to the Vice Chair and Chair. They would concur and then we could sign the electrical contract.

And, Phil, if you want to explain a little more in regards to the electrical purchase.

MR. SPINELLI: Well, John pretty much summed it up, but we're going to go out for -- this is the first step in the process. This will give the Chair authorization to sign.

Generally, the suppliers will hold their price till 4 p.m. that day. It's a very, very volatile market. Prices change daily. As part of the process, we ask that they hold their price till 4 p.m.

So when the bid processes end, which is usually around 11:30, 12 o'clock in the afternoon, we have till 4
p.m. to sign a contract. So, because of our procedures, this -- you know, it wouldn't be our -- normal procedures would not permit this to occur that quickly. So this kind of bypasses that procedure a little bit, gives us preauthorization to move forward.

Our last procurement, we saved, to date up to approximately $2.5 million. We had anticipated we'd save --

CHAIRMAN SASSO: Per annum? Or --

MR. SPINELLI: For the 2-1/2-year period.

CHAIRMAN SASSO: Two-and-a-half.

MR. SPINELLI: We had anticipated saving between $3 million and $5 million. We're on track for $3 million in our savings. So it's to our advantage to move forward with this.

MR. RINK: So what we're asking is the authorization to begin the process, enable for us to award on that 24-hour basis. As we mentioned before, the contracts expire in June, I believe. So we will soon be putting out a qualification package for a firm to help us go through the auction like we did last time, and then conduct the auction come June.
CHAIRMAN SASSO: And who helped us last time?

Who was our principal --

MR. SPINELLI: A company by the name of Dome-Tech out of Edison, New Jersey.

CHAIRMAN SASSO: And refresh my recollection. Are there state contracts that we could piggyback on? And did we go independent --

MR. SPINELLI: We had looked at state contracts. We do not qualify for the State contract -- for the State contract in New Jersey. I'm not sure about Pennsylvania. I don't recall.

Dome-Tech did not charge us any direct fees. Their fees come from the suppliers.

CHAIRMAN SASSO: Right.

MR. SPINELLI: And it's built into the price of the suppliers' bids.

CHAIRMAN SASSO: Okay. If we could --

MR. SPINELLI: And we actually --

CHAIRMAN SASSO: -- just double check on the state contracts --

MR. RINK: Sure.

CHAIRMAN SASSO: -- again, just to make sure
nothing's changed.

MR. SPINELLI: We actually received a better price than the New Jersey State contract. You have to look at who you aggregate with. And, for example, New Jersey Transit aggregated with State of New Jersey, and because the State -- most of the State's usage is different than what New Jersey transit does for a living, New Jersey Transit ended up paying a higher rate than we pay for electricity.

MR. RINK: But we'll follow up on that to confirm.

CHAIRMAN SASSO: Okay. Okay, with that caveat, then, I'll accept a motion recommending this to the Board for approval.

COMMISSIONER DiANTONIO: So moved.

COMMISSIONER SWEENEY: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion? All in favor?

VICE CHAIRMAN FRATALLI: Aye.

COMMISSIONER DiANTONIO: Aye.

CHAIRMAN SASSO: Opposed?

(No response.)
CHAIRMAN SASSO: It's carried.

Next item is the maintenance contract for traffic control and HVAC systems for DRPA bridge facilities.

Tim Pulte?

MR. PULTE: Thank you, Mr. Chairman.

We were asking the Board's approval to negotiate a one-year contract with a company called Tri-M Group of Kennett Square, PA, for the maintenance of traffic control and HVAC systems for the DRPA bridges, the four bridges, the facilities. This is under a federal GSA contract. This would be a one-year contract.

There is traffic control and HVAC control systems located at each of the four bridges' facilities consisting of control equipment, hardware and software. This controls the lane traffic indicator signs, speed limit signs, monitoring bridge wind speed, pavement temperatures, so on, so forth.

Purchasing and Bridge Operations staff has reviewed the proposed maintenance agreements submitted by Tri-M and believe the price and scope of work submitted is fair and reasonable. We have looked to do this work
in-house and believe it's outside of our capabilities and we're asking for Board approval.

CHAIRMAN SASSO: Questions, comments?

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

COMMISSIONER DIAntonio: So moved.

VICE CHAIRMAN FRATALLI: Second.

CHAIRMAN SASSO: It's been moved and seconded. Any further discussion?

All in favor?

COMMISSIONER Sweeney: Aye.

COMMISSIONER DIAntonio: Aye.

CHAIRMAN SASSO: Opposed?

(No response.)

CHAIRMAN SASSO: It's carried.

Next item is the custodial services for the DRPA bridge facilities.

Again, Mr. Pulte?

MR. PULTE: Thank you, Mr. Chairman.

Staff is asking Board's approval to enter into an additional funding with Watts Window Cleaning and Janitorial Company, Inc. of Philadelphia, Pennsylvania,
for emergency custodial services at the four bridge
cfacilities in the amount of $10,000, $5,000 per year.

The Board did authorize the contract, a three-
year contract, with Watts Window Cleaning and Janitorial.
We have discovered that there is a need for emergency
cleaning and after hours. Some of this deals with police
activity, with bringing in individuals, and calling in
emergency clean-up.

So we're asking to add to the contract of
$10,000, $5,000. In order not to exhaust the current
contract's funds, adding an additional $10,000 will allow
for approximately two emergency after-hour calls and
cleaning services per year for each bridge over the
remaining term. And the breakdown of the hourly rates,
and so on, they're all in the contract.

CHAIRMAN SASSO: That's a $10,000 maximum
addition?

MR. PULTE: Yes, sir.

CHAIRMAN SASSO: Okay.

Comments, questions?

I'll accept a motion recommending this to the
Board for approval.
COMMISSIONER DiANTONIO: So moved.

CHAIRMAN SASSO: It's been moved and --

COMMISSIONER SWEENEY: Second.

CHAIRMAN SASSO: -- seconded.

Any further discussion?

All in favor?

COMMISSIONER DiANTONIO: Aye.

CHAIRMAN SASSO: Opposed?

(No response.)

CHAIRMAN SASSO: It's carried.

Next item is supplemental unleaded gasoline for DRPA vehicles.

Again, Mr. Pulte?

MR. PULTE: The staff is asking Board's authorization to negotiate the supplemental purchase of unleaded gasoline with Riggins, Inc. of Vineland, New Jersey, for the purchase of unleaded gasoline in the amount of $62,419.47, to purchase unleaded gasoline for the Delaware River Port Authority vehicles, including maintenance, public safety and staff operation vehicles.

Supplemental purchase in the amount of $62,419.47, we're asking for your approval.
CHAIRMAN SASSO: Why is this a supplemental purchase?

MR. PULTE: Well, we're going out to bid for our contract, and we have the need for additional gasoline, so this will supplement it until we get --

CHAIRMAN SASSO: So it's an interim --

MR. PULTE: -- work with Purchasing to do that.

CHAIRMAN SASSO: It's for an interim period of time?

MR. PULTE: Yes, sir.

CHAIRMAN SASSO: Okay.

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

VICE CHAIRMAN FRATALLI: So moved.

COMMISSIONER SWEENEY: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion?

All in favor?

COMMISSIONER DiANTONIO: Aye.

COMMISSIONER SWEENEY: Aye.

CHAIRMAN SASSO: Opposed?
(No response.)

CHAIRMAN SASSO: It's carried.

General discussion, five items and one change order, supplemental update.

First item is Contract Number WW-19-2014, Walt Whitman Bridge boiler replacement.

Mr. Venuto?

MR. VENUTO: Yes, thank you.

The original contract amount on this contract was $474,935, of which $35,000 was allocated for project -- or site coordination and conditions. The final change order on this project reduces the total contract amount by $72,376. The change order consists of a decrease to one contract item and deletion of two contract items, and addition of three new contract items.

This is a finished project. We did not need a project site condition fund. We also had a predetermined line amount in the event that we found asbestos that we didn't need, so that line item comes out.

There's some minor changes on the size of the boiler, which it was, again, a further reduction. And then we had two increases due to state requirements. As
far as PA state inspections, we had to add one additional safety valve and increase some piping. So those were additions to the project.

        But overall, the project is finished, and it's going to be a $72,000 decrease in the contract price.

CHAIRMAN SASSO: How much was site condition, of the $72,000?

MR. VENUTO: $35,000.

CHAIRMAN SASSO: $35,000? Okay.

Comments, questions.

Do we need a motion for this?

MR. VENUTO: We do not.

MS. McNICHOL: No, sir.

CHAIRMAN SASSO: Okay.

Next item is Walt Whitman Bridge priority repairs.

MR. VENUTO: So last month at the O&M Committee we talked extensively about the repairs to the gusset plates -- probably the last two months. We talked about it again at the Board. And we're moving it forward with those -- with that project. The first set of priority repairs are completed.
At the O&M Committee last month, Chairman Sasso, you asked for an executive summary, just a follow up for the Commissioners, so we had HNTB just prepare -- I just wanted to hand it out, just to go over quickly an executive summary of what we came up with, what they prepared for us.

But, in general, some of it we've talked about the last couple of months. It was some real extensive deterioration since the last biennial inspection. And typically we wouldn't see such deterioration dramatically accelerated.

But in this case, we did see -- we had some -- we did comparative pictures from 2012 to 2014, and we did see some accelerated deterioration, we think in part, because of the last two winters. We put -- you had rough winters and we put an exorbitant amount of salt and brine through there, not to mention that the deck was significantly open during those winters.

So, again, we talked about it at the Board meeting. We are extending -- we are go ahead and fixing the additional gusset plates under the contract with American Bridge. And we are going to -- the contract
with them is also going to address any miscellaneous
steel repairs as may have been pointed out to us.

They made some recommendations. We're moving
forward on one of those recommendations was that we
consider implementing a regular construction contract.
Other agencies have on-call construction contracts for
repairs through the biennials. Like, as soon as we get
the report, we find some repairs needed, we can send the
contractor out there to do it.

We do that in-house with our own staff, but
some things are beyond that, and then we get either the
emergency or we get contracts together. So we're --
right now, we're investigating what other agencies do as
far as on-call priority repair services. And I'll be
back in front of the O&M Committee once we establish what
the best practice is that we can come up with what other
agencies do and make a recommendation to how we address
that.

CHAIRMAN SASSO: HNTB didn't do either of the
most two recent biennial inspections; did they?

MR. VENUTO: They didn't do -- they did -- no,
they did 2012. They didn't do 2014. HAKS did 2014. And
they would not have done 2010.

CHAIRMAN SASSO: Because we alternate.

MR. VENUTO: Because we alternate. There was one year when we went through the period; one cycle that we went through the period where we didn't have Board meetings, where consultants did -- we enlisted them to do it again because we had that hiatus in the Board. But that would have been the exception when a firm would have done it more than once in row.

CHAIRMAN SASSO: Yes. I see that there's an explanation for why the inspection didn't pick up the problem sooner.

Are we taking that into account when we do our specs for the next biennial inspection?

MR. VENUTO: We are. We -- like, for instance, we're going through a similar situation here on the Ben Franklin because we have a platform up there doing the track. So we make -- what we do is we make arrangements for when -- they either access it when the -- they'll have to come back and access it.

We'll make arrangements with the consultant to come back and access it when they're able to get through
there with the platform. They're either on the work
platform, or when we take it down we supplement the
inspection, and then finalize the report for that
section.

CHAIRMAN SASSO: Okay.

Any other comments or questions?

VICE CHAIRMAN FRATALLI: Mike, we do these
inspections every two years. In the off year, do we,
like scan through ourselves and look at things?

MR. VENUTO: In the off year, we have --

CHAIRMAN SASSO: Good question.

MR. VENUTO: Our maintenance crews are out on
the bridges, and we have catwalks on these. So while the
maintenance crews are out there, they're doing, you know,
spot inspections. We also have an engineer assigned to
each bridge, who gets out on the bridges on a periodic
basis.

The other thing we do is as the biennial
inspection report comes in, so the engineer gets their --
the specific bridge engineer gets it, works in
conjunction with the bridge operations, the bridge
director and their personnel. So all the items that
we're going to do in-house, so we break it up in in-house and construction.

So on a periodic basis, the bridge engineer is sitting down with the bridge director and the maintenance staff, addressing the in-house issues. So while we're out there we're also looking, keeping our eyes out, yes, sir.

VICE CHAIRMAN FRATALLI: I mean, because between '12 and '14, it deteriorated so much, it's kind of scary, in that off year. You know what I mean?

MR. VENUTO: Yes.

And I would just add a -- one of the reasons why we weren't able to get out there with our own staff as much is because these were underneath -- we had the platform up there.

VICE CHAIRMAN FRATALLI: Right. Yes, I know.

MR. VENUTO: And the gusset plates that were in question were underneath there. We've put a few other procedures in place. We're working with HNTB now to put a few other procedures in place as far as what we should maybe add to our specs in the future --

VICE CHAIRMAN FRATALLI: We're going to have
another bad winter.

MR. VENUTO: -- about requiring that each fracture-critical member gets to it or documents why we can't get to that specific location.

CHAIRMAN SASSO: Okay.

Any other questions, comments?

The next item is the Franklin Square Station.

MR. VENUTO: Yes, sir.

At the last Board meeting, when Commissioner Dougherty brought up Franklin Square in the extended discussion there, I believe, Chairman Sasso, you said that you would have us give an engineering report to the O&M Committee on a monthly basis just on the status of where we are.

CHAIRMAN SASSO: And also keep Commissioner Dougherty posted as well.

MR. VENUTO: And keep Commissioner Dougherty posted, yes, sir.

So those two things -- we did send Commissioner Dougherty an email to let him know that we're going to be talk -- that I would be updating the O&M Committee today. I will have an update for him for the next Board meeting.
But just to update the Committee where it is. So it's only been two weeks since the Board meeting, so we did execute the task order with STV to update the latest, the last two studies that we had. We are work -- they are going to work with DVRPC to look at the models for the area and, you know, project ridership.

And then the other thing that's happened in the last two weeks is I've worked with our grants department, Barbara, and she is actively going to search for some possible grant money to, you know, help out with the cost of opening Franklin Square. So we're keeping our eyes open for any -- she's keeping her eyes open for any grants and we're going to pay attention to that.

CHAIRMAN SASSO: And who did the feasibility study the last time?

MR. VENUTO: STV.

CHAIRMAN SASSO: So they're just updating their own work?

MR. VENUTO: They've been updating their own work, yes sir.

MS. HOLCOMB: And when DVRPC did, in fact, approve for them to move forward with what they're doing,
they approved $12,500 at the last Board meeting last Wednesday, to move forward with the ridership study.

MR. VENUTO: Thank you.

CHAIRMAN SASSO: Who owns the station? Is that under lease with the city, or do we own it or --

COMMISSIONER SWEENEY: We own it.

CHAIRMAN SASSO: We own it?

MR. VENUTO: Yes.

CHAIRMAN SASSO: And does the City have an interest that we keep Rina Cutler, the Deputy Mayor on Transportation posted, or is that a possibility for some funding?

MR. RINK: It could be a possibility.

MR. SHANAHAN: We could pass over them and reach out for a finance solution. I mean --

CHAIRMAN SASSO: Okay. All right.

The next item is spending tracking.

MR. VENUTO: Okay. This month we are about 71 percent of the spending that we projected at this time, of the $163 million budget for this year for DRPA and PATCO. Engineering was doing $132 million of those projects. At this point we anticipated spending about
$95 million of that, and we are at $68 million.

And we've talked about some of those projects. There's a few projects that have, that we anticipated starting by now, like the Betsy Ross Bridge resurfacing, like the Commodore Barry Bridge painting, that are delayed but they are moving now. We just had anticipated them moving earlier in the year.

CHAIRMAN SASSO: Okay.

Comments, questions?

Circling back to Franklin Square, it may be that the City has knowledge of some pots of money that may be available as well.

MR. SHANAHAN: Sir, that's a great idea. And Mark and I just had a side conversation. There's great interest in the City for this, too. So it's a perfect setting for a perfect match.

CHAIRMAN SASSO: Okay.

Next item for general discussion is Mr. Rink's new haircut.

(Laughter.)

MR. RINK: You noticed? Thank you.

CHAIRMAN SASSO: I did. I felt it deserved an
explanation.

(Laughter.)

MR. SHANAHAN: Raise your right hand and repeat after me.

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

Can I have a motion and then a second to go into --

COMMISSIONER DiANTONIO: So moved.

VICE CHAIRMAN SWEENEY: Second.

CHAIRMAN SASSO: Moved and seconded.

All those in favor?

COMMISSIONERS: Aye.

CHAIRMAN SASSO: Opposed?

(No response.)

CHAIRMAN SASSO: It's carried.

CHAIRMAN SASSO: We are now back in Open Session. I’ll take a motion to adjourn.

COMMISSIONER DiANTONIO: So moved.

COMMISSIONER FRATTALI: Second.
CHAIRMAN SASSO: All in favor?

COMMISSIONER DIA NTONIO, COMMISSIONER SWEENEY

and COMMISSIONER FRATTALI: Aye.

(Whereupon, the meeting ended on October 1, 2014, at
8:38 a.m.)
CERTIFICATE

This is to certify that the attached proceedings before the Delaware River Port Authority Operations & Maintenance Committee on October 1, 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
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**2014 CUMULATIVE BUDGET**

**PERFORMANCE COMPARISON TABLE (CUMULATIVE)**

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**2014 MONTHLY BUDGET**

**PERFORMANCE COMPARISON TABLE (MONTHLY)**

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SUMMARY STATEMENT

ITEM NO. DRPA-14-122
SUBJECT: Modification of General Engineering Consultant Services Agreements

COMMITTEE: Operations & Maintenance

COMMITTEE MEETING DATE: October 1, 2014
BOARD ACTION DATE: October 16, 2014

PROPOSAL: That the Board adopt a resolution amending the Authority’s existing policy regarding general engineering consulting service agreements to expand the field of candidates from ten firms to all recommended firms per discipline and to establish a maximum threshold of $250,000 for individual tasks orders.

PURPOSE: To expand the field of candidates providing general consulting engineering services in support of the Authority’s capital program and in-house engineering staff from two firms per each of the five disciplines to all recommended firms per discipline, and to establish a maximum threshold of $250,000 for individual tasks orders.

BACKGROUND: The current GEC agreements authorized under Resolution DRPA-11-094 provide professional engineering consultant services in five areas; civil and structural engineering, construction monitoring and inspection, electrical and mechanical engineering, environmental and geotechnical engineering, and traffic and transportation engineering. Ten firms, two per discipline, were selected and approved with the total amount authorized not to exceed $7,500,000.00 in aggregate, $1,500,000 for each engineering discipline. The Authority entered into three-year agreements with the ten firms in early 2012 with an option to be extended for one (1) additional year at the sole discretion of the Authority.

The Authority intends to engage new group of consulting engineering firms when the current GEC agreements expire in 2015. Expanding the field of selected firms from two per discipline to all recommended firms will provide greater diversity of skills and levels of experience within the engineering disciplines. The additional firms will also allow for more competitive pricing and access to more innovative approaches to completing projects.
The maximum allowable amount for individual task orders is currently $100,000. Increasing the maximum allowable amount from $100,000 to $250,000 is more conducive with other agencies in the region, provides the opportunity to increase the complexity and scope of the services, and reduces the time required to administer separate consultant selections.

The term of the current agreements and the total value of the work to be performed remains unchanged.

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 Board adopts a resolution amending the Authority’s existing policy regarding general engineering consulting service agreements to expand the field of candidates from ten firms to all recommended firms per discipline and to establish a maximum threshold of $250,000 for individual tasks orders.

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
SUMMARY STATEMENT

ITEM NO.: DRPA-14-123

SUBJECT: Maintenance Contract for Andover Traffic Control and HVAC Systems for DRPA Bridge Facilities

COMMITTEE: Operations and Maintenance

COMMITTEE MEETING DATE: October 1, 2014

BOARD ACTION DATE: October 16, 2014

PROPOSAL: That the Board authorizes staff to negotiate a one (1) year contract with Tri-M Group, of Kennett Square, PA for the maintenance of Traffic Control and HVAC Systems for DRPA’s four (4) bridge facilities in accordance with Federal GSA Contract #GS-07F-7851C.

PURPOSE: To negotiate a one (1) year contract to have The Tri-M Group perform maintenance and service for DRPA’s Andover Traffic Control and HVAC Systems.

BACKGROUND: There is Traffic Control and HVAC Control Systems located at each of DRPA’s four (4) bridge facilities consisting of control equipment hardware and software. The systems control traffic, bridge lane traffic indicator signs, speed limit signs, monitors bridge wind speed, pavement temperatures, controls building HVAC automation and monitors electrical substations. Maintenance and service on this equipment is beyond DRPA’s in-house capabilities, and requires an outside contractor to provide these critical services.

In 2004, Schneider Electric Buildings Americas, Inc., Carrollton, TX purchased Andover Controls, the original equipment manufacturer of control equipment. Schneider Electric Buildings Americas, Inc. was awarded Federal GSA Contract #GS-07F-7851C in September 2012 for facility management and automation control systems. The GSA contract includes a provision to allow Schneider Electric Buildings America, Inc. to extend their federal contract pricing to their authorized service partners. The Tri-M Group is an authorized Schneider Electric Buildings Americas, Inc. service partner and the original equipment
installer in 1992; therefore, The Trim-M Group has extensive knowledge and experience with DRPA’s Control Systems.

Furthermore, staff evaluated the feasibility of in-house servicing of this critical equipment as opposed to annual maintenance agreements with Tri-M as well as reviewed the feasibility of replacing the Andover Controls Equipment throughout the facilities with a more generic control system. However, staff determined that the redesign and replacement of the currently functional Andover Controls Equipment systems would be extremely costly and unnecessary. Furthermore, staff determined that maintenance and service of the equipment is beyond DRPA capabilities and any level of in-house support would still require Tri-M services, which was originally engineered and programmed by TRI-M.

Purchasing and Bridge Operations staff has reviewed the proposed maintenance agreements submitted by The Tri-M Group and believe the price and scope of work submitted is fair and reasonable.

It is recommended that a contract be negotiated to perform maintenance and services for DRPA’s Traffic Control and HVAC Systems with The Tri-M Group, Kennett Square, PA in the amount of $148,310.00 for a one year period.

**SUMMARY:**

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

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority authorizes staff to negotiate a contract with The Tri-M Group for the maintenance and service of DRPA’s Traffic Control and HVAC Systems for a period of one (1) year as for an amount not to exceed $148,310.00; and be it further

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

SUMMARY: Amount: $148,310.00
Source of Funds: Revenue Fund
Capital Project #: N/A
Operating Budget: 2015
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: January 1, 2015 to December 31, 2015
Other Parties Involved: N/A
SUMMARY STATEMENT

ITEM NO.: DRPA-14-124 SUBJECT: Additional Funding to Current Watts Window Cleaning and Janitorial Co., Inc. Contract

COMMITTEE: Operations & Maintenance

COMMITTEE MEETING DATE: October 1, 2014

BOARD ACTION DATE: October 16, 2014

PROPOSAL: That the Board authorizes staff to add additional funding to the current contract for WATTS Window Cleaning and Janitorial Co. Inc., of Philadelphia, PA, for emergency custodial services at the four (4) DRPA Bridge Facilities in the amount of $10,000.00 ($5,000.00 per year for the remainder of the contract).

PURPOSE: To provide emergency, after normal hours custodial services for Bridge Administration buildings and toll booths at each of the four bridges.

BACKGROUND: DRPA entered into a three (3) year contract with WATTS Window Cleaning and Janitorial Co. Inc., of Philadelphia, to provide janitorial services for all DRPA Bridges. The contract’s effective date was November 1, 2013 and the expiration date is October 31, 2016. The previously approved three year contract amount is $777,612.00.

The scope of work under this contract included all labor, equipment and supplies to provide janitorial services at the bridge facilities on a five day per week basis as well as periodic special cleaning services during the course of a year (i.e. carpets, windows, floor strip / wax, 3-day holiday weekends). The contract currently does not include funds to cover unforeseen circumstances/emergencies that may occur after normal working hours.

In order not to exhaust the current contract funds, adding an additional $10,000.00 will allow for approximately 2 emergency, after hours call-in cleaning services per year for each bridge over the remaining term. Below is the break-down of the cost:

$38.00 per hour – 1 person - if WATTS employee is already on site.
$75.00 per hour – 1 person – if WATTS employee is not on site.

The additional funding would bring the contract amount to $269,204 annually.
### SUMMARY STATEMENT

O&M Committee 10/01/14

**Additional Funding to Current WATTS Window Cleaning and Janitorial Co., Inc. Contract**

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<tr>
<th>SUMMARY:</th>
<th>Amount:</th>
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<tr>
<td>Source of Funds:</td>
<td>Revenue Fund</td>
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<td>Operating Budget:</td>
<td>2014 through 2016 Operating Budgets</td>
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<td>Capital Project #:</td>
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<td>Master Plan Status:</td>
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<td>Other Fund Sources:</td>
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<td>Duration of Contract:</td>
<td>Remaining Two (2) Years</td>
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<tr>
<td>Other Parties Involved:</td>
<td>N/A</td>
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RESOLUTION

RESOLVED: That the Board authorizes staff to add additional funding to the current contract for WATTS Window Cleaning and Janitorial Co. Inc., of Philadelphia, PA, for emergency, after normal hours custodial services at the four (4) DRPA Bridge Facilities in the total amount of $10,000.00 ($5,000.00 per year for the 2 year remainder of the 3 year contract).

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: $10,000
Source of Funds: Revenue Fund
Operating Budget: 2014 through 2016 Operating Budgets
Capital Project #: N/A
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: Remaining Two (2) Years
Other Parties Involved: N/A
SUMMARY STATEMENT

ITEM NO.: DRPA-14-125

SUBJECT: Supplemental Unleaded Gasoline Purchase for DRPA

COMMITTEE: Operations & Maintenance

COMMITTEE MEETING DATE: October 1, 2014

BOARD ACTION DATE: October 16, 2014

PROPOSAL: That the Board authorizes staff to negotiate a Supplement Purchase of Unleaded Gasoline with Riggins Inc., Vineland, N.J. for the purchase of unleaded gasoline in the amount of $62,419.47.

PURPOSE: To purchase unleaded gasoline for all Delaware River Port Authority vehicles including maintenance, public safety and staff operations vehicles for a Supplemental Purchase in the amount of $62,419.47.

BACKGROUND: Pricing for supplying unleaded gasoline for all DRPA fleet vehicles based on 2013/2014 contract pricing for the month of August and September fuel cost.

SUMMARY: Amount: $62,419.47
Source of Funds: Revenue Fund
Capital Project #: N/A
Operating Budget: 2014
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: N/A
RESOLUTION

RESOLVED: That the Board authorizes staff to negotiate a Supplemental Unleaded Gasoline Purchase with Riggins Inc. will provide gasoline to the Benjamin Franklin, Commodore Barry, Betsy Ross Bridges, and in the amount of $62,419.47.

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 DRPA and 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 DRPA and 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, then the Chief Executive Officer shall execute such documents on behalf of DRPA and PATCO.

SUMMARY: Amount: $62,419.47
Source of Funds: Revenue Fund
Capital Project #: N/A
Operating Budget: 2014
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: One Time Purchase
Other Parties Involved: N/A
FINANCE
DELAWARE RIVER PORT AUTHORITY

Finance Committee Meeting

One Port Center
2 Riverside Drive
Camden, New Jersey

Wednesday, October 1, 2014

Committee Members:

Jeffrey Nash, Esquire, Chairman
Walter D'Alessio, Vice Chairman
E. Frank DiAntonio
William Sasso, Esquire
   (via telephone)
Joann Bell
   (via telephone)
Denise Mason
John Lisko (for McCord)
   (via telephone)
Victoria Madden, Esquire (for DePasquale)
   (via telephone)

Also Present:

Peter Simon, Assistant Counsel
   New Jersey Governor's Authorities Unit
Christine Wechsler Rayer, Esquire
   Deputy General Counsel, PA Governor's Office
DRPA/PATCO Staff:
John Hanson, Chief Executive Officer
Michael Conallen, Deputy Chief Executive Officer
Danielle McNichol, General Counsel/Corporate Secretary
Kristen Mayock, Deputy General Counsel
James White, Chief Financial Officer
Toni Brown, Chief Administrative Officer
Timothy Plute, Chief Operating Officer
John Rink, PATCO General Manager
Bennett Cornelius, PATCO Assistant General Manager
Fran O'Brien, Manager, Customer & Community Relations
Sheila Milner, Administrative Coordinator
Elizabeth McGee, Administrative Coordinator
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P R O C E E D I N G S

(9:40 a.m.)

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

MS. McNICHOL: Thank you, Vice Chair. Vice Chairman Nash?

CHAIRMAN NASH: Here.

MS. McNICHOL: Commissioner D'Alessio?

MR. D'ALESSIO: Here.

MS. McNICHOL: Commissioner Sasso?

COMMISSIONER SASSO: Here.

MS. McNICHOL: Commissioner DiAntonio?

MR. DIANTONIO: Here.

MS. McNICHOL: Commissioner Mason?

COMMISSIONER MASON: Here.

MS. McNICHOL: Commissioner Lisko?

MR. LISCO: On the phone.

MS. McNICHOL: You've got a quorum, sir. And I also note that the Auditor General's Office is also on the phone.

CHAIRMAN NASH: Okay. Thank you.

COMMISSIONER MASON: Isn't Joann on the
phone, too?

MS. McNICHOL: Yes, she is. I called her, so I have her.

COMMISSIONER MASON: Oh, you did? Okay.

CHAIRMAN NASH: Well, good morning everybody.

GROUP: Good morning.

CHAIRMAN NASH: I'm looking at my script. I have no idea what that word is that you wrote on it. It's regarding the Ben Franklin Bridge fiber lease?

MS. McNICHOL: That issue is not going to be discussed today, sir.

CHAIRMAN NASH: Okay. So that's what is that writing. All right.

The next item is --

MS. McNICHOL: I'll work on my handwriting.

CHAIRMAN NASH: What is that word, anyway?

MS. McNICHOL: Withdrawn.

CHAIRMAN NASH: Oh, withdrawn. Okay.

The next item is the reallocation of certain --

MR. WHITE: Do you want to do the finance
updates?

CHAIRMAN NASH: Yeah, the financial update, I'm sorry.

MR. WHITE: That's quite all right. Just have some brief remarks on that.

CHAIRMAN NASH: You sent yesterday afternoon an updated financial statement.

Is that in the packet?

MR. WHITE: You know what? I do have copies of that which I can circulate.

COMMISSIONER MASON: Who sent them. You did?

CHAIRMAN NASH: I have my copy, the one you sent yesterday.

MR. WHITE: You have a copy?

CHAIRMAN NASH: But I don't know if everybody else has one.

COMMISSIONER MASON: Did you personally send it or somebody else sent it?

MR. WHITE: Yes, I sent it. Let me just make sure everybody has a copy.

You've got it?
MR. WHITE: Oh, yes, thanks. All right.

CHAIRMAN NASH: Actually, Jim, I don't have it. I thought I --

MR. WHITE: All right. I'll bring it down. Okay. Very good.

CHAIRMAN NASH: Yeah? Hey, I'm in the middle of the Finance Committee meeting. Do you want to call him? Okay, thanks. I'm sorry.

MR. WHITE: Okay? Okay, very good.

Our agenda is pretty lengthy today so I'll keep my remarks pretty brief.

Given the fact that the cutoff -- we had to cut off some of our information early because of the earliness of the Finance Committee, you'll see that essentially there's no change in terms of the DRPA traffic and revenue numbers. These were the same numbers that were -- excuse me -- reported in August -- I'm sorry, in September.

From the information I have in terms of preliminary traffic for August and September, I think we're still going to be basically flat or an
improvement against last year. But we have been over,
the last couple of months, been making significant
improvement and as the numbers still through July 31
show that we're $1.5 million ahead of budget. That's
this third section of the chart -- of the schedule
here.

In terms of PATCO, PATCO ridership fell a
bit, around 64,000 passengers and their revenues are
-- also fell relative to last year roughly $214,000
from last month. If you look at PATCO year-to-date
versus the budget, they're around 253,000 passengers
below budget and $151,000 below on the revenue side.
So those numbers decreased --

CHAIRMAN NASH: Right.

MR. WHITE: -- during the month as well.

In terms of operating expenses, we're still
roughly in total almost 5 percent under budget. The
DRPA budget is still $3.9 million, little change there
from the previous month, and most of that is driven by
personnel, capital labor.

Expenses were around $3.1 million below on
the personnel side and the employee expense side. On
the non-personnel side we're around $800,000 below
budget, and that relates to the customer service
center roughly around $364,000, various contracted
services, et cetera, which are somewhat offset by
repairs.

In terms of PATCO on the budget side,
they're $259,000 under budget. That, again, is -- has
increased. That definite -- being under budget
$259,000, that has increased from the $143,000 from
the previous month. And most of that is driven again
by roughly $1.6 million related to payroll.

We still have both at the DRPA and PATCO
significant unfilled positions, and that's driving us
being under in terms of the budget.

Capital expenditures roughly increased by
around $7 million. We had a big increase in July.
That's tailed off a bit in August and September and
some of the numbers in terms of the project funds are
still around $267 million in that fund and the general
fund is roughly $438 million.

And on the next page, not much to speak to
there. The one item I'll speak to, and we don't yet
have the 9/30 numbers, it's the total swap valuation
of $163 million. Were we to terminate the swaps
that's what we would essentially have to pay. We'll
be looking at an SS&R in a few minutes related to --
well, we -- we're dealing right now with the -- going
out with an RFP to effect a change in terms of our
counterparty as we did last month. But that's a
number that is important for us to be aware of.

So in terms of the financial update, again,
I wanted to just briefly mention the highlights there.

If there are any questions?

CHAIRMAN NASH: Well, I think the one thing
that to me is remarkable on these statistics, if you
told me that we would have the snow we had in January
and February --

MR. WHITE: Right.

CHAIRMAN NASH: -- and the track outages at
PATCO and to find that we are only 5 percent down from
anticipated budget, I would say that would be
impossible. So I think it reflects on the good job
that finance has done, but really the people who run
PATCO and in dealing with these emergencies. It's
been a horrific year.

    MR. WHITE: Yes.

   CHAIRMAN NASH: We're only 5 percent down
and we're $300,000 under budget.

    MR. WHITE: Right.

   CHAIRMAN NASH: So the net effect to PATCO
is negative $500,000 revenues over budget, which is --
I think it's -- it reflects very well on the way this
year has been handled.

    MR. WHITE: Right. I mean, if you look at
the track -- the outages related to the tracks, which
impact, obviously, your revenues and as you said, the
expenses particularly over a time and other things in
the beginning of the year, we are surprisingly in
relatively good shape there.

   CHAIRMAN NASH: I would have anticipated at
least 10 percent down.

    MR. WHITE: Okay.

    MR. HANSON: I would say that with respect
to PATCO, since those are the numbers you're
commenting on, the team at PATCO recognized the
importance of serving the riders, recognized the
responsibility -- their responsibility of stewardship over the train line and responded in an overwhelming way to improve the problems that we face there. And I think it's been reflected in the public reactions and the, you know, and the feedback that we've gotten from the public.

Things are still not perfect and they're not going to be because we've got one line shut -- one track shut down going across the bridge. That makes things hard, but a lot of people put their heads together from both the DRPA and PATCO side, bridge ops was involved in that as well, a lot of administrative people from both DRPA and PATCO along with the PATCO team. That collective mind that developed really made things better.

CHAIRMAN NASH: Yeah, good job, John.

MR. RINK: Thank you.

MR. WHITE: One thing I will say is we are in the process of the 2015 operating budget and capital budget creation during the month of October. In fact, starting next week we'll begin to have capital budget hearings on the capital plan and then
toward the latter part of the month we'll have operating budget hearings to review with various divisions their requests in the budget for this year. A couple of things that will impact us. Last year we had a significant impact from pension. I don't remember exactly the numbers, but it was between I believe $1 million and $2 million. This year, pension may not hit us as much, but we will have some expenses related to the ERP project, which is in progress right now. And there are a couple of other initiatives that have been presented that we'll have to -- that as we go through this process. So we do have some pressures, upward pressures on the budget at this point, just to be aware of.

MR. HANSON: It's always something, right, Jim?

MR. WHITE: Yeah, every year.

CHAIRMAN NASH: Are you sure you want to work through that?

MR. WHITE: The second item I just wanted to update us on it is I mentioned -- well, we've done a lot of work this year in terms of identifying QIRs and
now becoming compliant with the Dodd-Frank provisions, particularly related to swaps and interactions with swap dealers. We handled that last month and so we are proceeding with the RFQ that we're going to be releasing hopefully in the next week or so to effect hopefully a change in the counterparty arrangement with UBS. We're looking to replace them with another counterparty. The Board has acted upon that, so I just wanted to update you as far as that was concerned.

And the traffic study, we got the go ahead after the signing of all contracts to start on Monday. We're pushing to get it done in six months and we have to go out and get some information from our E-ZPass vendors, but we're still pushing to have this completed sometime by the end of October so we will, in fact, be able to get a certification that would allow us, if we choose to do so, to push forward on the commuter discount.

CHAIRMAN NASH: Working backward --

MR. WHITE: Yes.

CHAIRMAN NASH: -- do we have enough time to
implement a discount by the beginning of 2015, January 1?

MR. WHITE: I think that will largely be dependent on the programming that has to happen and we have reached out to get a sense from the vendor what the cost is going to be, how quickly it can be done. That would be I would think the earliest target we could do it.

CHAIRMAN NASH: So I'll take that as a yes?

MR. WHITE: Yes.

CHAIRMAN NASH: That's going to be awesome.

MR. WHITE: I think subject to some of the program issues.

CHAIRMAN NASH: All right.

Next item is --

MR. HANSON: It's within the realm of possibility, but --

CHAIRMAN NASH: It's in the minutes. That's it. Next item is the renewal of the DRPA property commercial general liability policy, so I will --

MR. WHITE: Oh, I think we have to look at the reallocation of the taxable and tax exempt
economic funds.

CHAIRMAN NASH: Okay.

MR. WHITE: Okay. I am going to distribute some minor changes that have been made to the resolution that is before you. And those are highlighted in yellow so that you can pick those up.

CHAIRMAN NASH: That's all right. I can see that on the agenda.

MR. WHITE: Okay, not a problem. If you could just send those down? Okay.

Hopefully, everyone received the spreadsheet with the proposed reallocation which supports this particular resolution. If you don't have that, I do have copies of that.

Essentially, over the last two Finance Committee meetings, we went through individually various projects that either have ended or reflect unspent funds, PDP funds or swap funds that we believe can be reallocated. So we've been working with co-bond counsel to identify how, in fact, we can reallocate these funds so essentially that they can be taken out of our set-aside project funds and swap
funds for the economic development projects.

    We went through that last month. We went through a matrix and also our spreadsheet.

    Essentially what the resolution is speaking to is us moving -- accomplishing three things. We have identified $4.2 million in economic development funds that we believe can be reallocated. And after discussions with bond counsel, we feel that the best way to accomplish this is to allocate $3.7 million to the Ben Franklin Bridge, PATCO Track Rehab Project, so in effect we're taking the economic development funds and pulling that into funding a portion of that particular project. That's one of the things we can do because we are restricted from moving tax-free funds to anything but a capital project or a possible refunding of PDP funds.

    So essentially of the $4.2 million, we are recommending that we move $3.7 million to the Ben Franklin Bridge, PATCO Track Rehab Project. The second thing we are proposing is that we create a legal reserve. It's not just a legal reserve but a reserve for half-a-million dollars for us to deal with
engineering, legal, other professional services related to the economic development projects.

CHAIRMAN NASH: Essentially operating costs that are now being paid down. We would have paid these operating costs in any event, but now we're using this fund to --

MR. WHITE: Yes.

CHAIRMAN NASH: -- pay these operating costs.

MR. WHITE: This year, I have the numbers somewhere. I think we've spent around $125,000 for various --

MR. HANSON: Danielle thinks higher.

MR. WHITE: Say again?

MR. HANSON: Danielle thinks it's higher.

MR. WHITE: Oh, you think it's higher?

MS. McNICHOL: Yeah.

MR. WHITE: Okay. Well, it's at least $125,000.

After reaching out to General Counsel, we -- originally, I was going to propose $250,000, but we believe given the cost we think of half-a-million
dollars probably is a better number. Hopefully, that will be able to handle some of these ongoing expenses for the next couple of years or so.

At some time, we may come back to the Board one or two years from now; but, essentially, we're taking costs that are now hitting our operating budget and essentially we're going to be using the economic development funds to really offset those.

MR. HANSON: So it's legal to do and these are costs that would be operating in nature that we would be using to transition out of economic development, which is the goal, to get us out of the economic development program. These costs are going to be necessary in order to accomplish that. The economic development money can be used for that because it will be related to its projects and that's what we would like to do.

The big chunk of the money, as Jim pointed out in the beginning, will be put into capital projects which is something that the Chair and Vice Chair of the Finance Committee, as well as Auditor General DePasquale, have been interested in us doing,
actually using economic development -- taking economic
development money and reallocating it to capital
projects.

But this fund that Jim is talking about will
-- are necessary costs to transition out of the
economic development program.

CHAIRMAN NASH: Okay. And that's the
recommendation on the use of those funds.

MR. WHITE: I'm sorry. I didn't hear it.

CHAIRMAN NASH: And the recommendation is as
you've set forth. Is that in the resolution?

MR. WHITE: Yes. That is in the resolution.

There's one other piece that I want to speak
to and that is we presently have three loan guarantees
that are supported by swap funds, by tax-free funds,
et cetera. But what the resolution also calls for is
taking the -- we've set aside $2.2 million in reserves
against those loan guarantees.

In order to free up those economic
development funds, we are suggesting that we now,
through this Board resolution, create the reserve for
those three loan guarantees through the general fund.
By doing that we free up $1 million from the
swap funds for the --

CHAIRMAN NASH: L-3?

MR. WHITE: -- L-3 Communications guarantee.

We free up the USS New Jersey or the Battleship one
which is coming from the 1999 A taxable funds for $1
million, and we also free up the Ship Recycling
Research Loan Guarantee for $200,000 coming from the
2001 B tax-free bonds.

CHAIRMAN NASH: Yeah. I mean, it's spelled
out in the resolution. You don't have --

MR. WHITE: Yes.

CHAIRMAN NASH: -- have to repeat that,

but --

MR. WHITE: Right.

CHAIRMAN NASH: -- does everybody have
the -- Paul Nussbaum, do you have a copy of the
resolution?

MR. NUSSBAUMMr. Nussbaum: No.

CHAIRMAN NASH: Yeah. Make sure Paul gets a
copy.

MR. WHITE: Yeah, we will.
CHAIRMAN NASH: Do you have a copy? Denise wants a copy.

COMMISSIONER MASON: What was it that you just passed out because I didn't get that, whatever it is?

CHAIRMAN NASH: It's a copy of the -- it's the resolution that was sent to us initially by emailed.

COMMISSIONER MASON: No, it was a spreadsheet that he just passed out.

CHAIRMAN NASH: Oh.

MR. WHITE: Oh, yeah, yeah. I think I sent it out -- it was sent to on Monday I believe.

MR. HANSON: But, again, disposing of these economic development funds, that Jim just mentioned, I mean, this is the higher level takeaway, is another part of us exiting the economic development program so that we do not have swap or PDP bond funds hanging around anymore. We'll put them to productive use.

CHAIRMAN NASH: Jim, what's the different between the one you sent to us and the one that you just handed out during the --
MR. WHITE: This resolution?

CHAIRMAN NASH: Yeah.

MR. WHITE: We just tweaked some words a little bit here. Originally, the resolution that went out on --

CHAIRMAN NASH: That's all right. Is it substantively different?

MR. WHITE: No.

CHAIRMAN NASH: Okay.

MR. WHITE: No. It's just a matter of using the word reserves as opposed to costs.

CHAIRMAN NASH: Okay.

MR. WHITE: And we also actually placed within the resolution the actual capital project number that -- the Ben Franklin Bridge capital project number. So there are no substantial changes, just wording changes.

CHAIRMAN NASH: Okay, thank you.

MR. WHITE: Okay?

CHAIRMAN NASH: All right. So there's been a resolution.

Are there any questions for Jim on this
issue?

Hearing none, I'll take a motion to accept this for the Board meeting.

COMMISSIONER DiANTONIO: So moved.

COMMISSIONER D'ALESSIO: Second.

CHAIRMAN NASH: All in favor?

COMMISSIONERS DiANTONIO and D'ALESSIO: Aye.

CHAIRMAN NASH: Opposed?

(No response.)

CHAIRMAN NASH: Thank you, Jim. Thanks for explaining that. We appreciate it.

MR. WHITE: Okay.

CHAIRMAN NASH: Do you have anything else before we go to Toni?

MR. WHITE: Not for me.

CHAIRMAN NASH: Okay. The next item is the renewal.

Toni, you have a bunch of --

MS. BROWN: Yes.

CHAIRMAN NASH: As you've given us I'll hand the --

MS. BROWN: Yes.
CHAIRMAN NASH: -- showing off our printing services?

MS. BROWN: The chart that you can see from Mars, as you say, so --

CHAIRMAN NASH: Yeah.

MS. BROWN: At last month's Finance Committee meeting, I distributed two schematics. The first one was for the traditional property and casualty program. The second one was for the bridge property damage program. And I indicated at that time that I wanted you to see the programs laid out this way because many times I come to you for renewals and I come to you with requests to place new coverage and I wanted you to be able to see how all of this is coming together.

I also indicated that I would come back with traditional property and casualty schematic this month because I was bringing to you six policy renewals for your consideration. So that's why we have it again this month.

Also, at last month's meeting, Commissioner Sasso asked a question about terrorism insurance and
he shared with me an article. And I just wanted to assure the Committee that for the first six renewals that I'm going to present this morning, we have elected terrorism insurance. We have elected TRIA, insurance under TRIA, the Terrorism Risk Insurance Act, and so by doing so, what we are doing is excluding, removing any exclusions from terrorism from all of these policies so that if there was an act of terrorism on any of the covered claims, our claims would be covered and the policy would respond as they normally would for any claim and the appropriate deductibles would apply. So we are covered in terms of TRIA.

And with that, I'm going to go ahead and get started with the first of the six policy renewals that fall under the traditional property and casualty program.

The first one is DRPA's commercial general liability policy. AON marketed this coverage to six insurance companies to get the most competitive premium for our consideration. Four carriers, Starr Indemnity, Ironshore, QBE, and Liberty Mutual declined
to quote for various underwriting reasons. One
carrier, Axis, provided a verbal indication of
$107,000, but they could not give us the terms and
conditions, so our broker does not recommend that we
consider that as an option.

The incumbent, Lexington, has provided an
indication originally of $116,500. Now, this morning
they reduced that indication to $110,977. It still
remains an indication and not a firm quote because
they were not allowed to release a firm quote until
yesterday, close of business. We did not receive
that, but I'm encouraged by the fact that the
indication has been reduced by more than $5,000.

If you accept this recommendation, this
would be an increase of $1,391 and I'm in the green
box here are the --

CHAIRMAN NASH: Oh, okay.

MS. BROWN: Yes, I see you looking at that.

COMMISSIONER MASON: So you saw me pointed
in the wrong way, right?

MS. BROWN: Yes, I sure did. The commercial
general liability --
COMMISSIONER MASON: I'm like down here.

MS. BROWN: -- policy, the green one on the left, so the recommendation is that we accept the incumbent Lexington's indication of $110,977. There would be commission included in this and then AON would offset that commission against its quarterly fee that it charges us, so that would bring the insurance down to $99,879.30. And, again, that does include TRIA coverage. So that's the recommendation.

CHAIRMAN NASH: What's an example of non-bridge, non-PATCO? Like what possible -- if we only do bridges and PATCO what --

MR. HANSON: One Port Center?

MS. BROWN: One Port Center, the lots, the vacant lots.

CHAIRMAN NASH: Got you.

MS. BROWN: Okay?

MS. McNICHOL: Ball fields.

MS. BROWN: Yes.

CHAIRMAN NASH: What did you say?

MS. McNICHOL: Ball fields.

CHAIRMAN NASH: Okay.
MS. BROWN: So that's the first recommendation. There's a resolution here for your consideration.

CHAIRMAN NASH: All right. We could --

MS BROWN: Want to just have it become --

CHAIRMAN NASH: Yeah, we'll package it --

MS. BROWN: Okay.

CHAIRMAN NASH: -- unless someone has an objection to any of them.

MS. BROWN: All right. The next one is the commercial automobile general liability policy, your light blue, your sky blue box on the left.

CHAIRMAN NASH: This is awesome.

MS. BROWN: Okay?

CHAIRMAN NASH: Thanks, Toni.

MS. BROWN: Oh, all right. Okay.

COMMISSIONER MASON: We really appreciate this.

MS. BROWN: Yes. All right. I am glad that you do. AON marketed this coverage to five companies to secure the most competitive quote. Three have declined to submit. That would be Starr Indemnity,
QBE, and Philadelphia Insurance because they have indicated that they don't have the risk or the risk appetite or they don't want to cover the number of heavy pieces of equipment that we would need covered.

One carrier, AIG, did not respond and the incumbent Liberty Mutual has quoted $561,434. That quote is based on a 244 power -- on 244 power units, which is down by 1 power unit. This renewal that has been submitted to us is a decrease over what we pay, we're paying right now, a decrease of $4,238. And again, as I said, this does include TRIA, so it's our recommendation that we accept the one new, one-year renewal that has been presented to us by Liberty Mutual for $561,434.

COMMISSIONER MASON: Okay. Can I ask you a question?

MS. BROWN: Yes.

COMMISSIONER MASON: You see this date on here, 12/31/13 through '14, so that that's when the current policy --

MS. BROWN: Yes, exactly.

COMMISSIONER MASON: -- is expiring.
MS. BROWN: That's right.

COMMISSIONER MASON: Okay. All right.

MS. BROWN: So when I come back again, these will all be updated once the Board -- assuming the Finance Committee approves these, our recommendations, and the Board approves, then the chart will change.

COMMISSIONER MASON: Okay.

CHAIRMAN NASH: So it's a million per occurrence with no aggregate limit?

MS. BROWN: That's right. Okay? So the next item is the DRPA excess workers' compensation policy.

And if you go three-quarters of the way in you'll see a taupe-colored box here, excess workers' comp and it says DRPA and PATCO. All right.

And for some time, we had no coverage for PATCO so that's one of those gaps in coverage that the Finance Committee has authorized that to close. But this policy right now is -- the renewal is regarding DRPA's excess workers' comp policy.

Again, five insurance carriers were solicited. Two carriers declined, that's Arch and
U.S. Specialty, due to class exposures. They thought that they were too dangerous. Two carriers, ACE and Midlands, offered indications that would result in premiums in excess of $50,000 over what we're currently paying to National -- Safety National. And the incumbent, Safety National, quoted $138,680. This is a 10 percent rate increase or a 10 percent increase of $12,571. And the renewal does include TRIA and is net commission.

I want to make mention of the fact that this is -- the 10 percent rate increase has nothing to do with any claims experience or any increase in payroll. We've been advised by the broker that Safety National is just blanketing its book of business with a significant rate increase. And that's what -- so our rate is going from 0.3150 to 0.3464 per 100 of payroll. And they're saying that this rate increase is necessary to handle medical inflation, prescription drug costs, and an increase in interest rates.

So it's our recommendation that we accept the one-year renewal that has been submitted by Safety National for an estimated premium of $138,680.
COMMISSIONER MASON: What is this excess workers' comp? I mean, we already have workers -- or we already pay for workers' comp.

MS. BROWN: We pay for the workers' comp --

COMMISSIONER MASON: Right.

MS. BROWN: -- claims for the first $1 million. We're self-insured --

MS. McNICHOL: Yeah.

COMMISSIONER MASON: Oh, so this is for over --

MS. BROWN: So this is for anything --

MS. McNICHOL: We're self-insured up to $1 million.

COMMISSIONER MASON: Right. I saw the self-insured. Okay.

MS. BROWN: That's right. Okay?

COMMISSIONER MASON: So this is for over --

MS. McNICHOL: Over a million.

COMMISSIONER MASON: Oh, okay. Do we have any claims of over --

MS. McNICHOL: Yes, ma'am.

MS. BROWN: Yes.
COMMISSIONER MASON: Oh, okay.

MS. BROWN: We have some that date back a while, so we do have some, yes.

COMMISSIONER MASON: Oh, okay.

MS. McNICHOL: Yes. And I'd be happy to get you that list of --

COMMISSIONER MASON: Oh, no, no, no.

MS. McNICHOL: But, yes, we do have several.

COMMISSIONER MASON: I believe you. I was just wondering.

MS. BROWN: All right. So, again, with PATCO we -- back in May of 2014, the Board authorized that for the first time to place an excess workers' comp policy for PATCO. At that time it was a short-term policy, just seven months. We placed it with Safety National so that it would line up with DRPA's excess workers' comp policy.

That policy -- that seven-month policy will expire on December 31, 2014. We solicited a full one-year quote from Safety National and they came back with a quote, which basically said they would keep their rate flat.
So it is our recommendation that we accept a premium for a one-year policy, which is estimated to be $113,453. And this would be net of commission and would include the same terms and conditions as the expiring policy.

The next item concerns our umbrella policy, and that's the orange box over to the left. AON marketed this coverage to nine insurance companies to secure a competitive premium. Three carriers, Starr, Navigators, and XL Insurance declined to quote. Two carriers the quotes remain in pending status. That's ACE and Axis. Swiss Re submitted an indication of between $125,000 and $130,000. The firm quote is pending. The terms and conditions of the indication are unclear so our broker does not recommend that we consider that.

The following three carriers submitted quotes. National Fire and Marine submitted a quote of $140,000. Ironshore quoted $190,000, which is much more than what we're currently paying to the incumbent. And the incumbent, St. Paul Surplus, has submitted a quote of $167,155.
After reviewing the quotes, it's the recommendation of the broker that we move to a different carrier for this line of coverage. And it's the recommendation that we move from St. Paul Surplus to National Fire Marine. This would result in a savings of $15,265. They have done a careful review of the terms and conditions offered by both the incumbent and also by National Marine, and it's been determined that National Marine would offer us solid coverage. The company has an AM Best rating of A+++ and, again, this does include TRIA. So it's our recommendation that we accept this recommendation, that we accept this quote from National.

The final one of this, the final renewal that falls under this program is the DRPA claims made excess liability policy, which is the very big red box that covers a number of policies. Seven insurance companies were marketed. Five carriers declined to submit quotes. They would be XL Insurance, Gemini, Liberty Mutual, Swiss Re, and ACE, and that was due to the risk, the risk appetite, the size of the risk exposure, the bridge and the rail exposure. One
carrier, Zurich, expressed interest in quoting but has not responded to date.

Incumbent Lexington has quoted $872,370, which is net of commission. This is a $29,500 increase, or a 3.5 percent increase, over the current premium. And, again, this increase is not attributable to any negative claims history or exposure. It's just a pure rate increase that the company is imposing across the board to its customers.

So it is the recommendation of the broker and staff that we accept the renewal recommendation that Lexington has provided in the amount of $872,370. So that completes the six renewals that fall under traditional property and casualty program.

CHAIRMAN NASH: That's great.

Any questions on the insurances?

COMMISSIONER MASON: I have a question on the umbrella liability policy?

MS. BROWN: Yes.

COMMISSIONER MASON: Okay. So it's a $4 million limit, so is that $1 million over each of these ones that are $1 million?
MS. BROWN: No. I think we have to meet our self-insured retention and then the $4 million sits on top of that. So the automobile liability sits on top of the umbrella.

COMMISSIONER MASON: Right.

MS. BROWN: The umbrella would sit on top of that.

COMMISSIONER MASON: All right.

MS. BROWN: And then once we've satisfied our $25,000 deductible and then we hit these limits --

COMMISSIONER MASON: Right.

MS. BROWN: -- then this policy would respond at $4 million.

COMMISSIONER MASON: Oh, okay.

MS. BROWN: An additional $4 million. And then we have on top of that the claims made excess policy, which gives us another $25 million.

COMMISSIONER MASON: $25 million. Okay.

MS. BROWN: Okay? And, again, this is a program that has developed over time with the approval of this Committee. We didn't always have as much coverage that we have right now with the claims made
excess policy. We've grown incrementally.

COMMISSIONER MASON: Yes.

CHAIRMAN NASH: Okay. Thank you. Let's add the two renewals, medical renewals.

MS. BROWN: Okay. So the medical renewals, I already have come to you with the -- you know we have two groups of retirees, those who are under 65 and those who are 65 and over. I've already come to you last month, or whenever it was, with the medical and prescription coverage that would be in place for the under 65 retirees, which is the same coverage that's in place for the active benefit-eligible employees. These two coverages are the medical and prescription coverage for those retirees and their eligible dependents who are 65 years of age and older.

So for the medical -- the Medicare Part D prescription drug benefit, it's with Horizon Blue Cross/Blue Shield of New Jersey. We're proposing that it remain with that carrier for the plan year 2015. The renewal will call for an estimated 4 to 5 percent increase. We're still locking that number in, but this is the maximum that we would be looking at.
Under the renewal the co-pays will remain the same for the prescription drugs, $10 for generic, $20 for brand and $35 for non-formulary.

I can tell you that when I meet with the retirees at their meetings, they're very pleased with this prescription drug plan. And we had about 619 retirees and eligible dependents who received this benefit.

The next item is the Medicare supplemental benefits, and this is their -- this is the coverage for those individuals who are Medicare-eligible. Medicare picks up the first 80 percent of their medical costs, and this policy picks up the remaining 20 percent. We are proposing that we remain in plan in year 2015, with the Group AARP and in collaboration with the United Health Group. Right now, the renewal is calling for a projected 1 percent or less increase. Last year, we looked at a 4 percent increase.

And under this renewal, the group of retirees -- excuse me -- would remain enrolled in Plan F, which they are very pleased with. The plan -- under this plan, the retirees have no co-pays. They
have no referral requirements and no claim forms that
they must submit. And as I said, they're very pleased
with this coverage.

CHAIRMAN NASH: So would I.

MS. BROWN: The renewal quote is --

COMMISSIONER MASON: Yeah. I was going to
say I wish I had that.

MS. BROWN: The renewal quote remains at
about $1.9 million but, again, with this one and with
prescription drug, I want the Committee to understand
that the -- it's an estimated premium because it does
vary depending on the census at any given time of the
number of retirees and eligible dependents that we
have.

CHAIRMAN NASH: What's the premium?

MS. BROWN: The premium --

COMMISSIONER MASON: She said -- you said no
--

MS. BROWN: The premium -- oh, the

COMMISSIONER MASON: I'm sorry.

MS. McNICHOL: But would that -- it would be
not to exceed though that number correct?

    MS. BROWN: It should be not to exceed

unless we have --

    MS. McNICHOL: All right. So if it's all
right with you then and the Committee, I'm going to
actually change it because it says approximately. I'm
going to change that to an NTE, meaning not to exceed
that number.

    Is that --

    MS. BROWN: Well, but I don't know how many
retirees. I'm not sure that I want to do that because
there could be a number of retirees that leave so it
could exceed the number. So it depends --

    MS. McNICHOL: So can we come up with a
number? Okay.

    How could we formulate that? We just can't
have a --

    MS. BROWN: It's an estimated --

    MS. McNICHOL: We have to have a not to
exceed cushion on that.

    MS. BROWN: In the past, we've said it's an
estimated annual premium and we've been clear in the
resolution that it depends on the census of retirees
at the time, so at any given time.

CHAIRMAN NASH:  Is it a per number --

MS. McNICHOL:  Yeah.

CHAIRMAN NASH:  -- per amount?  Amount per
and retiree?

MS. McNICHOL:  Per employee.

MS. BROWN:  And we will know that once the
individual insurance, Departments of Insurance at each
state where all of these retirees live have all
approved that.  And we won't have those numbers for
certain until December 1, but we need to move forward
with open enrollment.  So we're coming now and we
always come at this time of the year with an estimate
to the best of our ability, and then we can come back
if you want and I can give you the actual rates for
each state, but I don't have those rates.

But I can say overall with the brokers, I do
ask is they're not looking for when you blend all of
the states they're not looking for more than a 1
percent or less, likely less percent, less than 1
percent increase overall.
So I hear your concern, but there's no way for me to say how many retirees and how many dependents will fall in this category. And it could be $1.9 million. It could be slightly more than $1.9 million.

MS. McNICHOL: Can we do an amount per retiree? I mean, can we have -- can we indicate an amount, you know, whatever the number would be per retiree so that that way we have a definitive number that's approved by the Commissioners so that we're not burying that number either. I'm just trying to come up with a best sort of formulaic way we can handle that.

CHAIRMAN NASH: All right. Can you do it?

COMMISSIONER MASON: Well, you're saying that you don't know how many retirees?

MS. BROWN: No, I do know.

COMMISSIONER MASON: But you --

MS. BROWN: And so it depends on how many are in the states that may have moved from one state to another. It depends on where they're located.

COMMISSIONER MASON: Oh, okay.
MS. BROWN: We've got to wait for the Department of Insurance to say yes. This -- they filed their rates, but we have to now wait for them to be approved.

COMMISSIONER MASON: Okay.

CHAIRMAN NASH: So do you know how much it's going to cost per retiree so we can reflect that in the resolution.

MS. BROWN: Got that.

CHAIRMAN NASH: And then in December, you'll know the actual --

MS. BROWN: I will give you an update.

CHAIRMAN NASH: Okay.

MS. MCNICHOL: Great.

CHAIRMAN NASH: So we could pass it subject to that --

MS. McNICHOL: Right.

CHAIRMAN NASH: -- revision?

And then the last item is the -- acknowledging the name change of our life insurer?

MS. BROWN: And it's we have a deferred compensation program that currently the provider is
ING. ING is going through a national rebranding and it's becoming Voya.

COMMISSIONER MASON: Voya.

MS. BROWN: I think everybody has seen that it's been on the, you know, the football games that they're sponsoring the new name. But the transition is a name change only. The conditions and the provisions of our contract remain the same. We've shared the documents with the legal department. They agree with my assessment that this is only a name change.

What ING has offered to do is to provide an endorsement to any of its customers who want something to go into their file that indicates that it is just a name change. I have requested and received such an endorsement. We have that information in our file, and it has been the recommendation -- it's the recommendation of our General Counsel that we come forward to the Finance Committee. Just bringing this to your attention and asking you to authorize that to recognize the rebranding of ING to Voya.

CHAIRMAN NASH: Okay.
MS. BROWN: And that is the purpose of the resolution.

CHAIRMAN NASH: So there are 9 items -- 1, 2, 3, 4, 5, 6, 7, 8, 9.

MS. BROWN: Yes.

CHAIRMAN NASH: Nine items. Any final questions for Toni?

All right. Hearing none, I'll take a motion to adopt the nine items and it'll go on our meeting.

COMMISSIONER SASSO: So moved.

CHAIRMAN NASH: Is there a second?

COMMISSIONER DIANTONIO: Second.

CHAIRMAN NASH: All in favor?

COMMISSIONERS DIANTONIO AND D'ALESSIO: Aye.

CHAIRMAN NASH: Opposed?

(No response.)

CHAIRMAN NASH: All right. That concludes the Public Session.

I'll take a motion to go into Executive Session.

COMMISSIONER DIANTONIO: So moved.

COMMISSIONER MASON: Second.
CHAIRMAN NASH: Is there a second? All in favor?

COMMISSIONERS DIANTONIO AND MASON: Aye.

CHAIRMAN NASH: We are now back in Open Session. I’ll take a motion to adjourn.

COMMISSIONER DiANTONIO: So moved.

COMMISSIONER D’ALESSIO: Second.

CHAIRMAN NASH: All in favor?

COMMISSIONER D'ALESSIO, COMMISSIONER DiANTONIO, COMMISSIONER SASSO, COMMISSIONER MASON: Aye.

(Whereupon, the meeting ended on October 1, 2014, at 10:21 a.m.)
CERTIFICATE

This is to certify that the attached proceedings before the Delaware River Port Authority Finance Committee on October 1, 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
ITEM NO.: DRPA-14-126

SUBJECT: Authorization to Reallocate Unspent PDP Bond Proceeds and Unspent Upfront Payments from Associated PDP Swaps and to Allocate Funding from the General Fund for Certain Loan Guarantees

COMMITTEE: Finance

COMMITTEE MEETING DATE: October 1, 2014

BOARD ACTION DATE: October 16, 2014

PROPOSAL: That the Board authorizes: (i) the reallocation of a portion of unspent Port District Project Bond proceeds and unspent upfront payments received from associated interest rate swap agreements executed in connection with such Port District Project Bonds in order to (a) complete ongoing bridge and PATCO projects, and (b) establish a reserve to pay for ongoing operating expenses, including engineering and professional fees, incurred and to be incurred in connection with the completion of previously authorized economic development projects; and (ii) the allocation of funding from the General Fund to provide the required reserves for certain loan guarantees that were previously funded by the unspent Port District Project Bond and associated interest rate swap monies being reallocated pursuant to this Resolution.

PURPOSE: To: (i) reallocate a portion of unspent Port District Project Bond proceeds and unspent upfront payments received from associated interest rate swap agreements executed in connection with such Port District Project Bonds in order to (a) complete ongoing bridge and PATCO projects, and (b) establish a reserve to pay for ongoing operating expenses, including engineering and professional fees, incurred and to be incurred in connection with the completion of previously authorized economic development projects; and (ii) allocate funding from the General Fund to provide the required reserves for certain loan guarantees that were previously funded by the unspent Port District Project Bond and associated interest rate swap monies being reallocated pursuant to this Resolution.

BACKGROUND: Reallocation of PDP Bond and PDP Swap Funds

In August of 1999, the Authority issued its: (i) Port District Project Bonds, Series A of 1999 ("1999A PDP Bonds"); and (ii) Port District Project Bonds, Series B of 1999 ("1999B PDP Bonds"), for the purpose
of financing the costs of certain economic development projects of the Authority. In December of 2001, the Authority issued its: (i) Port District Project Bonds, Series A of 2001 ("2001A PDP Bonds"); and (ii) Port District Project Bonds, Series B of 1999 ("1999B PDP Bonds") and, together with the 1999A PDP Bonds, the 1999B PDP Bonds and the 2001A PDP Bonds, the "PDP Bonds"), the proceeds of which were used to refund a portion of the 1999A PDP Bonds and to finance the costs of certain economic development projects of the Authority. The 1999A PDP Bonds and the 1999B PDP Bonds were authorized to be issued pursuant to and in accordance with the Port District Project Indenture of Trust, dated as of December 1, 1999 ("1999 PDP Indenture"), which 1999 PDP Indenture was authorized by DRPA Bond Resolution 99-051, adopted on August 18, 1999, as the same has been heretofore amended pursuant to DRPA Resolutions 08-020 and 09-052, duly adopted on February 20, 2008 and July 15, 2009, respectively. The 2001A PDP Bonds were authorized to be issued pursuant to and in accordance with the Port District Project Indenture of Trust, dated as of December 1, 2001 ("2001 PDP Indenture" and, together with the 1999 PDP Indenture, the "PDP Indentures"), which 2001 PDP Indenture was authorized by DRPA Bond Resolution 01-071, adopted on August 15, 2001.

In connection with the issuance of the PDP Bonds, the Authority executed two interest rate swap agreements (collectively, the "PDP Swaps"), pursuant to which the Authority received upfront premium payments from the counterparties thereto, a portion of which were used to pay for the costs of certain economic development projects of the Authority. The PDP Swaps have subsequently been terminated by the Authority.

Pursuant to a resolution duly adopted by the Board on December 12, 2013, which amended Resolution DRPA-10-062 ("Economic Development Resolution"), the Board resolved to prohibit the use of any funds derived from or related to economic development projects, including the proceeds of the PDP Bonds and the PDP Swaps, to be used for anything other than projects directly connected to the bridge and crossing assets of the Authority under the Board's direct control. However, pursuant to the Economic Development Resolution, any economic development projects explicitly authorized by a resolution passed by the Board on or before December 31, 2011 were permitted to be completed in order to allow the Authority and PATCO to discharge any lawful contractual obligations.

With such direction, the Authority has since endeavored to complete those economic development projects that had been authorized prior to December 31, 2011 and to fund the costs of same with funds that have been derived from, among other sources: (i) the proceeds of the PDP
Bonds; and (ii) the upfront payments received by the Authority in connection with the PDP Swaps.

The Authority has either completed, nearly completed, or determined not to undertake, certain previously approved economic development that were expected to be funded with a portion of the proceeds of the PDP Bonds and the upfront PDP Swap payments and, as result, excess funds remain or will become available to the Authority (such funds being hereafter referred to as the "Excess Funds"). In particular, the Excess Funds derive from the following economic development projects authorized prior to December 31, 2011 and are attributable to the following sources:

(i) $1,500,000 from the Admiral Wilson Blvd. (Gateway) Project attributable to the PDP Swaps originally authorized by Resolution DRPA-09-014;
(ii) $1,000,000 from the L3 Communications Loan Guarantee attributable to the PDP Swaps originally authorized by Resolution DRPA-01-129;
(iii) $1,000,000 from the USS New Jersey Loan Guaranty attributable to the 1999A PDP Bonds originally authorized by Resolution DRPA-03-034;
(iv) $200,000 from the Ship Recycling Research Loan Guaranty attributable to the 2001B PDP Bonds originally authorized by Resolution DRPA-02-043;
(v) $247,459.90 from the County of Camden – Capital Projects attributable to the 2001A PDP Bonds originally authorized by Resolution DRPA-09-100 and Resolution DRPA-09-101;
(vi) $167.48 from the Green Ports Initiative Project attributable to the 1999B PDP Bonds originally authorized by Resolution DRPA-09-004;
(vii) $14,675.09 from the NJ Transit Parkade Demolition Project attributable to the 2001A PDP Bonds originally authorized by Resolution DRPA-09-015;
(viii) $199,481.69 from the PATCO Transit Ambassadors Project attributable to the PDP Swaps originally authorized by Resolution DRPA-09-106; and
(ix) $26,450.00 from the West Jersey Shore Line Project attributable to the 2001A PDP Bonds originally authorized by Resolution DRPA-10-025.

The Board, together with staff, has identified the Authority's ongoing Ben Franklin Bridge / PATCO Track Rehabilitation Project ("Bridge and PATCO Track Project") as a capital project in need of additional funding as such project is a significant, multi-facility capital project.
requiring over $100 million in total Authority funding, in large part due to no available federal funding. In addition, the Board, together with staff, has identified certain ongoing operating costs and expenses, including, but not limited to, engineering, design, planning and professional fees, that have either been incurred or are expected to be incurred in connection with those limited economic development projects that were approved prior to December 31, 2011, but have not yet been completed (collectively, the "Ongoing Operating Expenses").

Pursuant to the direction of the Economic Development Resolution, the Authority is prohibited from using the Excess Funds to fund any economic development projects other than those projects specifically authorized prior to December 31, 2011. However, the Bridge and PATCO Track Project is a project directly associated with the bridge and crossing assets of the Authority controlled by the Board and is, therefore, not considered an economic development project. In addition, the Ongoing Operating Expenses are and will be directly associated with economic development projects authorized prior to December 31, 2011. As a result, in accordance with the directive of the Economic Development Resolution, the Authority has determined to reallocate a portion of the Excess Funds: (i) in the amount of $3,688,234.16 to fund a portion of the costs the Bridge and PATCO Track Project; and (ii) in the amount of $500,000 to fund the Ongoing Operating Expenses associated with to be completed economic development projects (collectively, the "Reallocation Project").

In furtherance of such determination, and after careful investigation and analysis, the Board, together with staff and the Authority's professional advisors, have determined that the utilization of the Excess Funds to fund the Reallocation Project is permitted by and in conformity with the Compact, the Authority's Bylaws, the PDP Bond Indentures and, where applicable, federal income tax rules and regulations.

Allocation from General Fund for Loan Guarantees

As part of the investigation and analysis of the Reallocation Project, the Authority's staff has advised that continuation of the use of a portion of the proceeds of the PDP Bonds and the PDP Swaps to fund the costs of the L3 Communications Loan Guarantee, the USS New Jersey Loan Guarantee and the Ship Recycling Research Loan Guarantee (collectively, the "Loan Guarantees") could affect the tax status of the outstanding PDP Bonds under the applicable federal income tax rules and regulations applicable. As a result of such determination, the Board has determined to reallocate a portion of the Excess Funds attributable to the Loan Guarantees in the amount of $2,200,000 to the Bridge and PATCO Track Project as described above. In doing so, the Board is now
desirous of allocating the same amount of monies held in the General Fund that would have otherwise been utilized for the Bridge and PATCO Track Project to fund the required reserve amounts for the Loan Guarantees as permitted by the Compact, the Bylaws of the Authority, the PDP Indentures and the 1998 Revenue Bond Indenture.

Pursuant to this Resolution, the Board now desires to authorize the Chief Executive Officer and the Chief Financial Officer, with the advice and counsel of Authority staff, to: (i) reallocate a portion of the Excess Funds in the amount of $3,688,234.16 to pay for a portion of the costs of the Bridge and PATCO Track Project; (ii) reallocate a portion of the Excess Funds in the amount of $500,000 to fund the Ongoing Operating Costs; and (iii) allocate a portion of the General Fund in the amount of $2,200,000 to fund the required reserved amounts for the Loan Guarantees that were previously funded with a portion of the Excess Funds, all in accordance and consistent with the Compact, the Bylaws of the Authority, the PDP Indentures, the Economic Development Resolution and, where applicable, federal income tax rules and regulations. Upon adoption of this Resolution the Chief Executive Officer will have the authority to amend Schedule "A" to the applicable PDP Indenture and shall immediately thereafter deposit said amendment in the records of the Corporate Secretary with the minutes of the Board meeting authorizing this Resolution.
SUMMARY STATEMENT:

To: (i) reallocate a portion of unspent Port District Project Bond proceeds and unspent upfront payments received from associated interest rate swap agreements executed in connection with such Port District Project Bonds in order to (a) complete ongoing bridge and PATCO projects, and (b) establish a reserve to pay for ongoing operating expenses, including engineering and professional fees, incurred and to be incurred in connection with the completion of previously authorized economic development projects; and (ii) allocate funding from the General Fund to provide the required reserves for certain loan guarantees that were previously funded by the unspent Port District Project Bond and associated interest rate swap monies being reallocated pursuant to this Resolution.

SUMMARY:  
Amount: $1,488,752.47 from 1999A, 1999B, 2001A and 2001B PDP Bonds and $2,699,481.69 from associated PDP Interest Rate Swaps; $2,200,000 from General Fund


Capital Project #: PF1010
Operating Budget: N/A
Master Plan Status: N/A
Other Fund Sources: N/A
Duration of Contract: N/A
Other Parties Involved: N/A
RESOLUTION

RESOLVED: That the Board of Commissioners ("Board") hereby authorize the Chief Executive Officer and the Chief Financial Officer (each acting with the prior approval and consent of the other) to reallocate: (i) unspent proceeds derived from the issuance of the Authority's (a) Port District Project Bonds, Series A of 1999 (Federally Taxable) ("1999A PDP Bonds") and Port District Project Bonds, Series B of 1999 ("1999B PDP Bonds") and, together with the 1999A PDP Bonds, the "1999 PDP Bonds"), and (b) Port District Project Bonds, Series A of 2001 ("2001A PDP Bonds") and Port District Project Bonds, Series B of 2001 ("2001B PDP Bonds") and, together with the 2001A PDP Bonds, the "2001 PDP Bonds") (the 1999A PDP Bonds, the 1999B PDP Bonds, the 2001A PDP Bonds and the 2001B PDP Bonds are collectively referred to herein as the "PDP Bonds") in the amount of $1,488,752.47; and (ii) unspent funds derived from upfront premium payments received by the Authority in connection with execution of certain interest rate swap agreements associated with the PDP Bonds ("PDP Swaps") in the amount of $2,699,481.69, to: (i) pay a portion of the costs of the Authority's Ben Franklin Bridge / PATCO Track Rehabilitation Project in the amount of $3,688,234.16 ("Bridge and PATCO Track Project"); and (ii) establish a reserve to pay for certain ongoing operating costs and expenses, including, but not limited to, engineering, design, planning and professional fees, that have either been incurred or are expected to be incurred in connection with those limited economic development projects that were approved prior to December 31, 2011, but have not yet been completed, in the amount of $500,000 ("Ongoing Operating Expenses Project"); and

RESOLVED: That the Board hereby authorize the Chief Executive Officer and the Chief Financial Officer (each acting with the prior approval and consent of the other) to allocate a portion of the General Fund in the amount of $2,200,000 to fund the required reserves for certain loan guarantees provided by the Authority in connection with: (i) the USS New Jersey Project as originally authorized by Resolution DRPA-03-034; and (ii) the Ship Recycling Research Project originally authorized by Resolution
RESOLVED: That the Board hereby authorize the Chief Executive Officer to amend and further amend, as the case may be, each Schedule "A" (Project List) to (a) the Port District Project Indenture of Trust, dated as of December 1, 1999 ("1999 PDP Indenture") authorized by DRPA Bond Resolution 99-051, adopted on August 18, 1999, as the same has been heretofore amended, and (b) the Port District Project Indenture of Trust, dated as of December 1, 2001 ("2001 PDP Indenture" and, together with the 1999 PDP Indenture, the "PDP Indentures"), authorized by DRPA Bond Resolution 01-071, adopted on August 15, 2001, which PDP Indentures authorized the issuance of the PDP Bonds, in order to memorialize the reallocated projects authorized by this Resolution, and each shall immediately thereafter deposit said amendments in the records of the Corporate Secretary with the minutes of the Board meeting authorizing this Resolution; and

RESOLVED: That staff be and are hereby authorized and directed to undertake all necessary and convenient actions including, but not limited to, the negotiation of forms of agreement, contracts or other similar documents, subject in each case to review and advice of Counsel, in order to provide funding to qualified entities or persons for purposes of assisting, undertaking and/or completing the Bridge and PATCO Track Project, the Ongoing Operating Expenses Project and the allocation of General Fund monies in connection with the Loan Guarantees authorized by this Resolution, all in accordance and consistent with this Resolution, the PDP Indentures, the 1998 Revenue Bond Indenture, the Compact, the Authority's Bylaws, Resolution DRPA-10-062, as amended, and in accordance with the applicable federal income tax rules and regulations; and

RESOLVED: That any agreements, contracts or other documents executed or delivered in connection with the Bridge and PATCO Track Project and the Ongoing Operating Expenses Project shall include appropriate protections for the Authority, as issuer of the PDP Bonds, and to ensure the protection of the tax-exempt status of the interest on the PDP Bonds for federal income tax purposes, where applicable.
| SUMMARY: Amount: | $1,488,752.47 from 1999A, 1999B, 2001A and 2001B PDP Bonds and $2,699,481.69 from associated PDP Interest Rate Swaps; $2,200,000 from General Fund |
| Capital Project #: | PF1010 |
| Operating Budget: | N/A |
| Master Plan Status: | N/A |
| Operating Budget: | Pending |
| Master Plan Status: | Pending |
| Other Fund Sources: | N/A |
| Duration of Contract: | N/A |
| Other Parties Involved: | N/A |
SUMMARY STATEMENT

ITEM NO.: DRPA-14-127  SUBJECT: Renewal of DRPA Commercial General Liability Policy

COMMITTEE: Finance

COMMITTEE MEETING DATE: October 1, 2014

BOARD ACTION DATE: October 16, 2014

PROPOSAL: That the Board authorizes staff to bind the renewal of the DRPA Commercial General Liability insurance policy. This policy is placed by our Broker/Consultant, Aon Risk Services.

Pursuant to DRPA-14-070, Aon is paid a fixed annual service fee of not-to-exceed $129,000 payable in quarterly installments. Lexington will not “net” out the commission. However, pursuant to the terms of the Broker/Consultant Service Agreement, Aon understands that no commissions shall be paid on any insurance policies placed on DRPA’s behalf. Accordingly, Aon has offered to credit the commission amount of $11,098 against our quarterly service fee installment for professional services rendered.

Aon marketed the DRPA’s Commercial General Liability policy to several insurance companies to secure the most competitive premium.

Aon marketed the coverage to the following carriers:

- Lexington - quoted $112,087 (incumbent)
- Axis - quote pending
- Starr Indemnity - declined due to risk appetite
- Ironshore - declined, class of business
- QBE - declined, QBE requires a deductible/guaranteed cost WC policy in order to write a Commercial Automobile Policy
- Liberty Mutual - declined due to vacant land exposure

The Lexington quote includes the TRIA premium.

PURPOSE: To reduce the DRPA’s exposure to risk by insuring against third-party Bodily Injury and Property damage claims that occur at One Port Center, and other lots and blocks, including, but not limited to ball fields in Philadelphia, vacant lots along Admiral Wilson Blvd. in Camden, and lots and blocks in Camden and Philadelphia.
SUMMARY STATEMENT
Renewal of DRPA Commercial General Liability Policy
Finance 10/1/2014

BACKGROUND:
The Commercial General Liability policy insures the DRPA against losses by reason of liability imposed by law or assumed under contract for claims involving Bodily Injury, Personal Injury, Property Damage or Advertising Injury. The DRPA’s existing Commercial General Liability policy will expire December 31, 2014.

The policy provides an Occurrence Limit of $1 million per occurrence (general aggregate $5 million) subject to a $25,000 deductible.

The expiring premium for the policy term 12/31/2013-12/31/2014 was $109,585 (including 10% commission, which was later credited after board approval, against our quarterly service fee installment for professional services rendered by Aon). After the 10% commission credit offset of $10,958.50 the net premium was $98,626.50.

Aon has presented the following renewal option for our consideration:

- The estimated premium for policy term 12/31/2014-12/31/2015 will be approximately $112,087 (including TRIA and a 10% commission, which will be credited against Aon’s quarterly service fee installment). This is a $2,502 or 2.3% increase over the current premium (including the 10% commission). The increase is attributed, in part, to a 2.5% increase of exposures (additional properties being covered) which increased the rating basis (square footage). After the commission credit offset of $11,208.70, the net premium for this option will be $100,878.30. The proposed term 12/31/2014-12/31/2015 is concurrent with the Commercial Umbrella Liability Policy term 12/31/2014-12/31/2015.

Staff recommends that we accept the renewal option offered by incumbent, Lexington Insurance Company, for the policy term 12/31/2014-12/31/2015, at an estimated annual premium of $112,087 (including TRIA and a 10% commission, which will be credited against Aon’s quarterly service fee). It is staff’s further recommendation that the Board authorizes staff to accept the credit from Aon in the amount of approximately $11,208.70 to offset the 10% commission to be paid to Aon by Lexington.
| SUMMARY: | Amount: | Approximately $112,087 including TRIA (less $11,208.70 to offset 10% commission) |
| Source of Funds: | Revenue Funds |
| Capital Project #: | N/A |
| Operating Budget: | DRPA Risk Mgt. C/E #8 (DRPA/OPC) |
| Master Plan Status: | N/A |
| Other Fund Sources: | N/A |
| Parties Involved: | Aon Risk Services and Lexington Ins. Company |
RESOLUTION

RESOLVED: That the Board authorizes staff to accept the renewal premium from incumbent, Lexington Insurance Company, for the Commercial General Liability Policy for the policy term 12/31/2014-12/31/2015, at an estimated annual premium of $112,087 including TRIA coverage (and a 10% commission); and be it further

RESOLVED: That the Board authorizes staff to accept the credit from Aon in the amount of approximately $11,208.70 to offset the 10% commission to be paid by Lexington to Aon; and be it further

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

SUMMARY:

- Amount: Approximately $112,087 including TRIA (less $11,208.70 to offset 10% commission)
- Source of Funds: Revenue Funds
- Capital Project #: N/A
- Operating Budget: DRPA Risk Mgt. C/E #8 (DRPA/OPC)
- Master Plan Status: N/A
- Other Fund Sources: N/A
- Parties Involved: Aon Risk Services and Lexington Ins. Company
SUMMARY STATEMENT

ITEM NO.: DRPA-14-128  SUBJECT: Renewal of DRPA/PATCO Commercial Automobile Liability Policy

COMMITTEE: Finance

COMMITTEE MEETING DATE: October 1, 2014

BOARD ACTION DATE: October 16, 2014

PROPOSAL: That the Board authorizes staff to bind the renewal of the DRPA’s Commercial Automobile Liability Policy. This policy is placed by our Broker/Consultant, Aon Risk Services.

Pursuant to DRPA-14-070, Aon is paid a fixed annual service fee not-to-exceed $129,000 payable in quarterly installments. Therefore, the proposed policy premium is net of commission.

Aon marketed the DRPA’s Commercial Automobile Liability policy to several insurance companies to secure the most competitive premium.

Aon marketed the coverage to the following carriers:

• Liberty Mutual - quoted $561,434 (incumbent)
• Starr Indemnity - declined due to risk appetite
• AIG - no response
• QBE - declined, QBE requires a Deductible/guaranteed cost WC policy in order to write a Commercial Automobile Liability policy
• Philadelphia Insurance - declined due to number of heavy duty units

PURPOSE: To renew the Commercial Automobile Liability policy for the policy term of December 31, 2014 through December 31, 2015.

BACKGROUND: DRPA’s existing Commercial Automobile Liability will expire December 31, 2014.

The expiring policy provides a combined single limit of $1 million for any accident or loss (no aggregate), and also provides an Uninsured/Underinsured Motorist limit of $35,000 per occurrence. The policy will continue not to provide any Comprehensive or Collision
damage coverage to any of the Authority’s power units. The Authority continues to self-insure all physical damage on all owned and insured power units.

With the exception of the coverage for Garagekeepers’ liability, there are no deductibles. The Garagekeepers’ liability coverage includes a $1,000 deductible for comprehensive coverage (e.g., fire, theft, glass breakage) for any vehicles in the “care, custody, and control” of the DRPA while located on the two designated impound lots) and a $1,000 deductible for collision coverage of any vehicles while in the “care, custody, and control” of the DRPA in designated impound lots. There is a maximum deductible of $5,000 for comprehensive coverage only (e.g., if one non-collision event were to cause damage to 10 vehicles), the maximum deductible of $5,000 would apply. There is no maximum deductible for collision; it remains at $1,000 for each impounded vehicle.

Under the policy, the DRPA is not subject to any deductibles under the Bodily Injury and Property Damage coverages. The expiring policy provides a combined single limit of $1 million for any accident or loss (no aggregate). The policy also provides an Uninsured/Underinsured Motorist limit of $35,000 per occurrence.

The 12/31/2013–12/31/2014 premium for the Commercial Automobile Liability Policy was $565,672 based on 245 power units.

Liberty Mutual has offered a renewal quote for the annual policy term 12/31/2014-12/31/2015 for an estimated premium of $561,434 (NJ PLIGA tax included). The renewal quote is based on 244 power units, which is a slight decrease from 245 power units. This policy term will run concurrently with the Commercial Umbrella Liability Policy Term 12/31/2014-12/31/2015.

Aon recommends that we accept the renewal quote offered by the incumbent, Liberty Mutual, for the policy term 12/31/2014-12/31/2015. The annual estimated premium for the policy term 12/31/2014-12/31/2015 would be $561,434 (NJ PLIGA tax included).
SUMMARY STATEMENT
Finance 10/1/2014

-3- Renewal of DRPA/PATCO Commercial Automobile Liability Policy

SUMMARY:

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<tr>
<th>Category</th>
<th>Detail</th>
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<tbody>
<tr>
<td>Amount</td>
<td>Estimated $561,434 (NJ PLIGA tax included)</td>
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<td>Source of Funds</td>
<td>Revenue and General Funds</td>
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<td>Other Fund Sources</td>
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<tr>
<td>Other Parties Involved</td>
<td>Aon Risk Services and Liberty Mutual</td>
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</tbody>
</table>
RESOLUTION

RESOLVED: That the Board authorizes staff to accept the annual renewal premium from incumbent Liberty Mutual for the Commercial Automobile Liability Policy for the policy term 12/31/2014-12/31/2015, at the annual estimated premium of $561,434 (NJ PLIGA tax included); and be it further

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

SUMMARY:

Amount: Estimated $561,434 (NJ PLIGA tax included)
Source of Funds: Revenue and General Funds
Capital Project #: N/A
Operating Budget: DRPA Risk Mgmt. C/E#8
Patco Admin. C/E Insurance
Master Plan Status: N/A
Other Fund Sources: N/A
Other Parties Involved: Aon Risk Services and Liberty Mutual
SUMMARY STATEMENT

ITEM NO.: DRPA-14-129  SUBJECT: Renewal of DRPA Excess Workers’ Compensation & Employers’ Liability Policy

COMMITTEE: Finance

COMMITTEE MEETING DATE: October 1, 2014

BOARD ACTION DATE: October 16, 2014

PROPOSAL: That the Board authorizes staff to bind the renewal of the DRPA Excess Workers’ Compensation insurance policy. This policy is placed by our Broker/Consultant, Aon Risk Services.

Pursuant to DRPA-14-070, Aon is paid a fixed annual service fee not-to-exceed $129,000 payable in quarterly installments. Therefore, the proposed policy premium is net of commission.

Aon marketed the DRPA’s Excess Workers’ Compensation insurance policy to several insurance companies to secure the most competitive premium.

Aon marketed the coverage to the following carriers:

- Safety National - quoted $138,680 (incumbent)
- ACE - premium indication in excess of $50,000 over expiring premium
- Arch - declined due to DRPA/PATCO exposures
- US Specialty - declined due to DRPA/PATCO exposures
- Midlands - premium indication in excess of $50,000 over expiring premium

PURPOSE: Major accidents or illnesses during the scope of employment can result in substantial medical bills and this policy provides statutory benefits for DRPA employees who work in Pennsylvania and New Jersey. The Excess Workers’ Compensation policy is designed to reduce DRPA’s exposure for catastrophic incidents excess of the $1 million Self-Insured Retention each accident.

BACKGROUND: All Workers’ Compensation claims at DRPA are self-insured up to the first $1 million. Claims that exceed $1 million are payable under DRPA’s Excess Workers’ Compensation & Employers’ Liability insurance policy by the insurance company. The Excess Workers’ Compensation policy provides coverage for DRPA employees who work in our NJ and PA facilities. The policy provides a specific loss limit of $5 million each accident, plus a $1 million Employers’ Liability Limit, both subject to a $1 million self-insured retention. DRPA’s existing Excess Workers’ Compensation & Employers’ Liability Policy will expire December 31, 2014.
The expiring premium for the $25,000,000 per occurrence maximum limit of indemnity for the policy term 12/31/2013-12/31/2014 is $126,109 (including TRIA).

Aon reports seeing double digit rate increases across the board for all policyholders. Some of the driving factors for the double-digit rate increases are medical inflation, prescription drug cost, comorbidity, obesity and current interest rates. The 10% increase ($12,571) is a pure rate increase of .3150 to .3464 per hundred of payroll by Safety National and not attributed to any increase in payroll or negative claims experience.

Aon continues to advise that combining both DRPA and PATCO into one policy would not result in a savings based on economy of scale. In determining the premiums for DRPA and PATCO Excess Workers’ Compensation policies, Safety National considered the following factors: (1) the varying payroll classifications (job descriptions) at DRPA & PATCO; and (2) historical loss experience. Safety National’s underwriters have determined that the final rate per hundred of payroll for DRPA (proposed rate for 2015 - .3464) will always be lower than that for PATCO (proposed rate for 2015 - .6220). Based on this evaluation, Aon recommends that the Authority maintain two separate policies in order to take advantage of the lower rate per hundred of payroll for DRPA.

Staff recommends that we accept the renewal option offered by the incumbent, Safety National Casualty Corporation, for the policy term 12/31/2014-12/31/2015, at an estimated annual premium of $138,680 (including TRIA) based on an annual estimated payroll of $40,034,698 (auditable upon expiration).
SUMMARY STATEMENT
Finance 10/1/2014

SUMMARY: Amount: Approximately $138,680 (including TRIA) subject to payroll audit upon expiration, which may result in a return premium or an additional premium due.

Source of Funds: Revenue
Capital Project #: N/A
Operating Budget: DRPA Risk Mgt. C/E #8
Master Plan Status: N/A
Other Fund Sources: N/A
Other Parties Involved: Aon Risk Services and Safety National Casualty Corporation

Renewal of DRPA Excess Workers’ Compensation & Employers’ Liability Policy
RESOLUTION

RESOLVED: That the Board authorizes staff to accept the renewal premium from incumbent, Safety National Casualty Corporation, for the DRPA Excess Workers’ Compensation & Employers’ Liability Policy for the policy term 12/31/2014 – 12/31/2015, at an estimated annual premium of $138,680 (including TRIA) and subject to a payroll audit upon expiration which may result in a return premium or an additional premium due; and be it further

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

SUMMARY:

Amount: Approximately $138,680 (including TRIA) subject to payroll audit upon expiration, which may result in a return premium or an additional premium due.

Source of Funds: Revenue
Capital Project #: N/A
Operating Budget: DRPA Risk Mgt. C/E #8
Master Plan Status: N/A
Other Fund Sources: N/A
Other Parties Involved: Aon Risk Services and Safety National Casualty Corporation
SUMMARY STATEMENT

ITEM NO.: DRPA-14-130  SUBJECT: Renewal of DRPA/PATCO Commercial Umbrella Liability Policy

COMMITTEE: Finance

COMMITTEE MEETING DATE: October 1, 2014

BOARD ACTION DATE: October 16, 2014

PROPOSAL: That the Board authorizes staff to bind the renewal of the DRPA’s Commercial Umbrella Liability Policy. This policy is placed by our Broker/Consultant, Aon Risk Services.

Pursuant to DRPA-14-070, Aon is paid a fixed annual service fee not-to-exceed $129,000 payable in quarterly installments. Therefore, the proposed policy premium is net of commission.

At the Board’s direction, Aon marketed the DRPA’s Commercial Umbrella Liability Policy.

Aon marketed the coverage to the following carriers:

- St Paul Surplus - quoted $167,155 (incumbent)
- ACE - quote pending
- AXIS - quote pending
- National Fire & Marine - quoted $140,000
- Ironshore - quoted $190,000 range
- Starr - declined due to risk appetite
- Navigators - declined due to police vehicles
- Swiss Re - indication of $125,000 - $130,000 firm quote pending
- XL Insurance - declined due to attachment point

All quotes include TRIA. NJ PLIGA tax is not applicable.
PURPOSE:  This policy seeks to reduce the DRPA’s exposure to risk by providing Umbrella liability coverage over the following underlying policies: (1) General Liability; (2) Commercial Automobile Liability; and (3) Part 2 of Worker’s Compensation, Employers Liability.

BACKGROUND:  The Umbrella policy with St. Paul extends the limits of the three underlying liability policies (General Liability, Automobile Liability, and Employers’ Liability). The St. Paul Umbrella Policy is designed to fill coverage gaps by providing primary coverage. The expiring premium for the policy term 12/31/2013-12/31/2014 was $155,265.

Aon has presented the following renewal option for our consideration:

- The proposed estimated annual premium from National Fire & Marine Insurance Company, which carries an AM best rating of A++, will be approximately $140,000 (including TRIA) for the 12/31/2014-12/31/2015 policy term. This is a $15,265 savings or 10% decrease over the current premium. Aon is drafting a coverage comparison between the two policy forms. Aon advises that the coverage terms and conditions offered by National Fire & Marine Insurance Company are favorable in comparison to the St Paul policy form.

Aon recommends that we accept the proposed renewal quote offered by National Fire & Marine Insurance Company for the premium savings. Aon is drafting a coverage comparison between the two carriers. The proposed term 12/31/2014-12/31/2015 is concurrent with the Commercial Umbrella Liability Policy term 12/31/2014-12/31/2015.

Staff recommends that we accept the proposed renewal quote for the Commercial Umbrella Liability Policy for the policy term 12/31/2014-12/31/2015, at an estimated annual premium of $140,000 with National Fire & Marine Insurance Company.
### SUMMARY

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<th>Estimated $140,000 (Includes TRIA)</th>
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<td>Capital Project #:</td>
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<td>Duration of Contract:</td>
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<td>Other Parties Involved:</td>
<td>Aon Risk Services and National Fire &amp; Marine Insurance Company</td>
</tr>
</tbody>
</table>
RESOLUTION

RESOLVED: That the Board authorizes staff to accept the proposed renewal quote from National Fire & Marine Insurance Company, the Commercial Umbrella Insurance Policy for the policy term December 31, 2014 - December 31, 2015, at an estimated annual premium of $140,000 (includes TRIA); and be it further

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

SUMMARY: Amount: Estimated $140,000 (Includes TRIA)
Source of Funds: Revenue & General Funds
Capital Project#: N/A
Operating Budget: DRPA Risk Mgt. C/E #8
 Master Plan Status: N/A
Other Fund Sources: N/A
Other Parties Involved: Aon Risk Services and National Fire & Marine Insurance Company
SUMMARY STATEMENT

ITEM NO.: DRPA-14-131  SUBJECT: Renewal of DRPA Claims Made Excess Liability Insurance Policy

COMMITTEE: Finance

COMMITTEE MEETING DATE: October 1, 2014

BOARD ACTION DATE: October 16, 2014

PROPOSAL: That the Board authorizes staff to bind the renewal of the DRPA Claims Made Excess Liability insurance policy. This policy is placed by our Broker/Consultant, Aon Risk Services.

Pursuant to DRPA-14-070, Aon is paid a fixed annual service fee not-to-exceed $118,250 payable in quarterly installments. Therefore, the proposed policy premium is net of commission.

Aon marketed the DRPA’s Claims Made Excess Liability Insurance Policy to several insurance companies to secure the most competitive premium.

Aon marketed the coverage to the following carriers:

• Lexington - quoted $872,370, includes TRIA (incumbent)
• Zurich - has expressed interest in quoting but no response to date
• XL Insurance - no response
• Gemini - declined due to bridge exposure
• Liberty Mutual - declined due to size of risk
• Swiss Re - declined, cannot be competitive with current pricing, terms and conditions
• ACE - declined due to bridge and rail exposures

PURPOSE: To renew the required property and casualty insurances to reduce the DRPA’s exposure to risk, and to insure against liability.

BACKGROUND: The Claims Made Excess Liability policy is a third-party liability policy that provides coverage to DRPA and PATCO for losses by reason of liability imposed by law or assumed under contract for claims involving bodily injury, personal injury, property damage or advertising injury. The current carrier is the Lexington Insurance Company. The policy limits for the expiring Claims Made Excess Liability policy is $25 million each accident/aggregate, subject to a $5 million self-insured retention.

The Authority’s existing Claims Made Excess Liability policy will expire December 31, 2014. The 12/31/2013–12/31/2014 premium for the Claims
Made Excess Liability Policy was $842,870 (including TRIA).

This is a $29,500 or 3.5% increase over the current premium. The 3.5% increase ($29,500) is a pure rate increase by Lexington and not attributed to any increase in exposure or negative claims experience.

Aon recommends that we accept the renewal option offered by incumbent, Lexington Insurance Company for the policy term 12/31/2014-12/31/2015, at an estimated annual premium of $872,370 (including TRIA). Staff concurs with the recommendation.

SUMMARY:

Amount: Claims Made Excess Liability Approximately: $872,370 (TRIA included)
Source of Funds: Revenue Fund and General Fund (PATCO portion)
Capital Project #: N/A
Operating Budget: DRPA Risk Mgt. C/E #8
PATCO Admin. C/E Insurance & Claims
Master Plan Status: N/A
Other Fund Sources: N/A
Other Parties Involved: Aon Risk Services and Lexington Insurance Company
RESOLUTION

RESOLVED: That the Board authorizes staff to accept the renewal premium from the incumbent carrier, Lexington Insurance Company, for the Claims Made Excess Liability policy for the policy term December 31, 2014 – December 31, 2015, at an estimated annual indication premium of $872,370 (TRIA is included);

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: Claims Made Excess Liability Approximately: $872,370 (TRIA included)
Source of Funds: Revenue Fund and General Fund (PATCO portion)
Capital Project #: N/A
Operating Budget: DRPA Risk Mgt. C/E #8
PATCO Admin. C/E Insurance & Claims
Master Plan Status: N/A
Other Fund Sources: N/A
Other Parties Involved: Aon Risk Services and Lexington Insurance Company
SUMMARY STATEMENT

ITEM NO: DRPA-14-132       SUBJEC T: Age 65 & Over Retiree Medicare Part D Prescription Benefit – 2015 (DRPA/PATCO)

COMMITTEE: Finance Committee

COMMITTEE DATE: October 1, 2014

BOARD DATE: October 16, 2014

PROPOSAL: The current Medicare Part D prescription drug carrier for DRPA/PATCO retirees who are 65 and over and their eligible dependents (Medicare-eligible retirees and Medicare-eligible dependents) is Horizon Blue Group Rx.

Staff seeks authorization to accept the renewal from Horizon for plan year 2015.

PURPOSE: To continue to provide a quality and enhanced Medicare Part D Prescription Drug benefit plan for DRPA/PATCO Medicare-eligible retirees and Medicare-eligible dependents

BACKGROUND: Historically, the DRPA/PATCO has provided a comprehensive benefits package to its retirees, and their eligible dependents. Traditionally, the benefit package has included medical and prescription drug coverage.

On September 24, 2014, Horizon presented us with a renewal that called for an approximate 4-5% pepm. In plan year 2015, the projected premiums for this group of retirees will range from $86.39 (for retirees who qualify for the Low Income Subsidy) or $117.09.

Horizon’s Medicare Part D Prescription Drug Plan, provides: (1) an initial coverage limit (ICL) of $4,500; (2) generic drugs are not mandatory; (3) an open formulary with no exclusions, if medically necessary; (4) certain lifestyle drugs, cough and cold products, benzo diazepines, etc. are included in the formulary); (5) national coverage, at one rate for retirees and their dependents, is charged, as opposed to rates that vary by state; (6) the coverage gap (or the “donut hole”) is filled with generic drugs and 50% discount on the total cost of their brand name drugs in the gap; and (7) mail order benefit remains at a two-time co-pay for a 90-day supply.

The current ICL is important because once a retiree’s actual drug costs reach $4,500 the retiree is in the coverage gap (“donut hole”) and then responsible for paying 50% of the true cost of brand name drug. Under the current plan with Horizon, co-pays for generic drugs continue during the coverage gap. Once a retiree gets to the $4,500 OOP the retiree is at the catastrophic coverage level (greater of 5% co-insurance or $2.65/generics
and $6.60 for all other drugs).

The co-pays for the Horizon Enhanced Plan remain:
- $10 – generic
- $20 – brand
- $35 – non-formulary

Mandatory benefit changes taking place as of 1/1/2014 are as follows:

Part D (Rx) catastrophic level co-pay: The catastrophic level begins once a member reaches $4,550 in out-of-pocket expenses. Once members reach $4,550 in out-of-pocket expenses, their co-pays will change from the greater of $2.65 to $2.55 for Generic drugs, from $6.60 to $6.35 for Brand drugs, or 5% coinsurance.

The estimated annual premium for 2015 for the Horizon Medicare Part D Prescription Plan will be approximately $880,518.91, an increase of approximately $33,866.11 (an approximate 4-5% increase, depending on the retiree’s premium).

Summary: Estimated annual premium: $880,518.91; In plan year 2015, the projected premiums for this group of retirees will range from $86.39 (for retirees who qualify for the Low Income Subsidy) or $117.09.

(Note – This covers both DRPA and PATCO. This annual rate is based upon our current DRPA/PATCO census of retirees who are 65 & over and their eligible dependents who are 65 and over, but is subject to change as our census of eligible retirees and eligible dependents 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: One Year - 1/1/2015-12/31/2015
Other Parties Involved: Horizon-BCBS
RESOLUTION

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority authorizes staff to contract with Horizon Medicare Blue Group Rx for the provision of a Medicare Part D Prescription Drug plan for age 65 and over retirees, and their eligible dependents (age 65 and over); and be it further

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority recognizes that in plan year 2015, the projected premiums for this group of retirees will range from $86.39 (for retirees who qualify for the Low Income Subsidy) or $117.09; and be it further

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority authorizes staff to contract with Horizon Medicare Blue Group Rx for the provision of a Medicare Part D Prescription drug plan for age 65 and over retirees, their eligible dependents (age 65 and over) for a renewal that is 4-5% higher than the current annual premium, which result in an estimated annual premium of $880,518.91 (an approximate increase of $33,866.11); and be it further

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority recognizes that the annual rate is based upon the Authority’s current census of retirees who are 65 and over and their eligible dependents who are 65 and over, but is subject to change as our census of eligible retirees and eligible dependents changes; and be it further

RESOLVED: That staff is authorized to work with the DRPA/PATCO’s Third Party Administrator (Benefit Harbor and HRSimplified) to begin the Open Enrollment Process for the 2015 Plan Year; 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: $880,518.91; In plan year 2015, the projected premiums for this group of retirees will range from $86.39 (for retirees who qualify for the Low Income Subsidy) or $117.09. (Note – This covers both DRPA and PATCO. This annual rate is based upon our current DRPA/PATCO census of retirees who are 65 & over and their eligible dependents who are 65 and over, but is subject to change as our census of eligible retirees and eligible dependents 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: One Year - 1/1/2015-12/31/2015
Other Parties Involved: Horizon-BCBS
SUMMARY STATEMENT

ITEM NO.: DRPA-14-133 SUBJETCT: Age 65 & Over Retiree Medicare Supplemental Benefits - 2015 (DRPA/PATCO)

COMMITTEE: Finance

FINANCE COMMITTEE DATE: October 1, 2014

BOARD DATE: October 16, 2014

PROPOSAL: Staff seeks authorization to accept the rate action quoted by AARP/United Health Group, our current supplemental medical healthcare carrier for DRPA and PATCO retirees who are age 65 and over, and their eligible spouses.

PURPOSE: To continue to provide a quality healthcare benefits package for DRPA and PATCO retirees who are age 65 and over, and their eligible spouses.

BACKGROUND: Historically, DRPA/PATCO has provided a comprehensive benefits package to its retirees. Traditionally, the benefit package has included medical and prescription drug coverage.

Until 2006, the retirees age 65 and over were on a group Medicare Advantage Plan with AmeriHealth. The group plan was experienced-rated. In 2006, the Authority moved this group of retirees from a group Medicare Advantage Plan to individual Medicare Supplement Plans through AARP/United Health Group.

Under the Medicare Supplement Plan, Medicare became the primary insurer for this group of retirees, and AARP/United Health Group became the secondary insurer for Medicare-eligible expenses.

The AARP/United Health Group’s “Plan F” was offered to this group of retirees. Plan F provides supplemental medical coverage for all retirees who are Medicare-eligible, regardless of where they reside. This plan has no co-pays, referrals, or claim forms.

To be eligible for Plan F, the retirees and their eligible spouses must be enrolled in Medicare Parts A and B. Retirees/spouses submit individual applications to AARP/United Health Group for enrollment. Medicare is the primary payer of eligible claims, and AARP/United Health Group is the secondary payer.
The premium rates are filed with each state. The rates vary from state-to-state, and are based on AARP/United Health Group’s national book of business. The national average increase for this coverage is estimated to be 1% over all 50 states. However, we have several retirees who reside in states in higher filed rates, and those enrollment rates skewed our overall rate increase slightly higher from the projected 1% to 1.43%. Accordingly, for the DRPA AARP Medicare Supplement Plan F renewal, AARP projects a 1.43% premium increase. Last year, the anticipated increase nationally was 4%. Below is a list of states in which our retirees reside, and the approved or filed rates for those states. The number of retiree/eligible spouses enrolled in each state is also provided:

<table>
<thead>
<tr>
<th>State</th>
<th>%</th>
<th>Status</th>
<th># enrolled</th>
</tr>
</thead>
<tbody>
<tr>
<td>Arizona</td>
<td>0.04%</td>
<td>increase</td>
<td>approved</td>
</tr>
<tr>
<td>Delaware</td>
<td>6.20%</td>
<td>increase</td>
<td>filed</td>
</tr>
<tr>
<td>Florida (all areas)</td>
<td>0.30%</td>
<td>increase</td>
<td>filed</td>
</tr>
<tr>
<td>Georgia</td>
<td>1.10%</td>
<td>increase</td>
<td>approved</td>
</tr>
<tr>
<td>Illinois</td>
<td>0.50%</td>
<td>increase</td>
<td>approved</td>
</tr>
<tr>
<td>Maryland</td>
<td>0.03%</td>
<td>increase</td>
<td>approved</td>
</tr>
<tr>
<td>North Carolina</td>
<td>0.10%</td>
<td>increase</td>
<td>approved</td>
</tr>
<tr>
<td>New Jersey - after 6/1/2010</td>
<td>2.00%</td>
<td>increase</td>
<td>filed</td>
</tr>
<tr>
<td>New Jersey - prior to 6/1/2010</td>
<td>2.00%</td>
<td>increase</td>
<td>filed</td>
</tr>
<tr>
<td>New Mexico</td>
<td>1.00%</td>
<td>increase</td>
<td>approved</td>
</tr>
<tr>
<td>New York</td>
<td>-0.10%</td>
<td>increase</td>
<td>approved</td>
</tr>
<tr>
<td>Oklahoma</td>
<td>1.80%</td>
<td>increase</td>
<td>filed</td>
</tr>
<tr>
<td>Pennsylvania (all areas)</td>
<td>0.00%</td>
<td>increase</td>
<td>filed</td>
</tr>
<tr>
<td>Puerto Rico</td>
<td>0.20%</td>
<td>increase</td>
<td>approved</td>
</tr>
<tr>
<td>South Carolina</td>
<td>0.60%</td>
<td>increase</td>
<td>filed</td>
</tr>
<tr>
<td>Tennessee</td>
<td>0.02%</td>
<td>increase</td>
<td>filed</td>
</tr>
<tr>
<td>Texas (all areas)</td>
<td>0.30%</td>
<td>increase</td>
<td>approved</td>
</tr>
<tr>
<td>Virginia</td>
<td>0.60%</td>
<td>increase</td>
<td>approved</td>
</tr>
<tr>
<td>Vermont</td>
<td>7.30%</td>
<td>increase</td>
<td>filed</td>
</tr>
<tr>
<td>Wisconsin</td>
<td>4.30%</td>
<td>increase</td>
<td>approved</td>
</tr>
<tr>
<td>West Virginia</td>
<td>4.00%</td>
<td>increase</td>
<td>approved</td>
</tr>
</tbody>
</table>
UHC AARP has a unique setup for the DRPA retiree population, in that members are enrolled and renewed as individual policies, yet AARP bills on a group basis and does not use any member claim experience in renewals each year. Our broker advises that the response it has received from the market, Aetna, Horizon and Humana is that this current unique set up arrangement the Authority has with AARP cannot be matched. Also, Humana and Horizon only offer Medicare Advantage plans and do not offer the Supplemental Plan F like we currently offer. With this market response and the success DRPA has had with AARP over the years, our broker recommends DRPA renew the Medicare Supplement Plan F with AARP effective 1/1/2015.

The 2014 premium for this coverage is approximately $1,907,151. Based on the filed and approved rates for the various states in which our retirees reside we estimate that the annual premium for plan year 2015 will be approximately $1,947,092, which is an estimated premium increase of $27,451 over the current premium.
RESOLUTION

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority authorizes staff to accept the rate actions from AARP/United Health Group for the provision of supplemental medical coverage to age 65 and over retirees, and their eligible spouses, and be it further

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority authorize staff to accept the rate actions from AARP/United Health Group for the provision of supplemental medical coverage to age 65 and over retirees, and their eligible spouses for an estimated premium of $1,947,092, which is an estimated premium increase of $19,071.51 (over current premium, which is an approximate 1% increase); and be it further

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority recognizes that the annual rate is based upon the Authority’s current census of retirees who are 65 and over and their eligible dependents who are 65 and over, but is subject to change as our census of eligible retirees and eligible dependents changes; and be it further

RESOLVED: That staff is authorized to work with the DRPA’s Third Party Administrator, Benefit Harbor and HRsimplified, to begin the Open Enrollment Process for the 2015 Plan Year, 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 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, the Chief Executive Officer shall execute such document(s) on behalf of DRPA.
SUMMARY STATEMENT

Finance 10/1/2014

Age 65 & Over Retiree Medicare Supplemental Benefits - 2015 (DPRA/PATCO)

SUMMARY: Amount: Approximately $1,947,092
This covers both DRPA and PATCO. This estimated annual premium is based upon our current DRPA/PATCO census of age 65 and over retirees and their eligible dependents. The estimated premium is subject to change as our census changes. See rate chart referred to earlier.

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: One Year – 1/1/2015 – 12/31/2015
Other Parties Involved: AARP and United Health Group
SUMMARY STATEMENT

ITEM NO.: DRPA-14-134  SUBJECT: Recognizing the Rebranding of ING as Voya Financial

COMMITTEE: Finance

COMMITTEE MEETING DATE: October 1, 2014

BOARD ACTION DATE: October 16, 2014

PROPOSAL: The Authority offers its employees the option of participating in a 457 Deferred Compensation Plan through ING. On April 7, 2014, ING U.S. a publicly traded parent company officially changed its name to Voya Financial, Inc. (NYSE: VOYA). The name change will take place over time and in phases, and we will see both ING U.S. and Voya at times throughout 2014. Pursuant to the terms of the endorsement, effective September 1, 2014, ING’s name in the contract is changed to Voya.

PURPOSE: To recognize the rebranding of the DRPA’s Deferred Compensation Plan Provider from ING Life Insurance and Annuity Company to Voya Retirement Insurance and Annuity Company.

BACKGROUND: With dedicated focus on redefining what it means to be ready for retirement, ING is changing its name to Voya Financial. The new name is coined from the word “voyage”, Voya reflects momentum and optimism, seeing the future in a positive way. It is about a journey to financial empowerment and having positive experiences along the way.

The transition from INGA to Voya is taking place in phases to ensure a smooth and successful name change. Beginning in April 2014, and continuing through the second and third quarters, ING/Voya leveraged existing communications to ensure individuals are aware of the name change. Current plan participants have or will soon receive a postcard advising them of the name change. The communications plan includes call center messaging, web communications, statement messaging and inserts.

The transition is a name change only and does not require any ING contracts or agreements to be amended. All existing customer accounts, policies, contracts and agreements, including all servicing levels, will not change due to the name change. Conditions and provisions of our contract, policy, and/or certificate remain unchanged. ING offered to provide an endorsement to keep with our contract that will document the
name change. We requested and received same, and have placed it with the contract. In addition, ING/Voya’s tax identification number and bank account numbers and routing information remain the same.

For participants, ING/Voya has assured us that nothing changes with their account or the quality retirement services they receive today. Participants will continue to use the same phone numbers they use today. The web addresses will replace Voya for ING, with both versions active through November 2015 to make it easier for everyone.

**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:** ING and Voya Retirement Insurance and Annuity Company (d/b/a Voya Financial)
RESOLUTION

RESOLVED: That the Board authorizes the Authority to recognize the rebranding of the DRPA’s Deferred Compensation Plan Provider from ING Life Insurance and Annuity Company to Voya Retirement Insurance and Annuity Company; and be it further

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

SUMMARY:

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: ING and Voya Retirement Insurance and Annuity Company (d/b/a Voya Financial)
NEW BUSINESS
SUMMARY STATEMENT

ITEM NO.: DRPA-14-135  SUBJECT: Consideration of Pending DRPA Contracts (Between $25,000 and $100,000)

COMMITTEE: New Business

COMMITTEE MEETING DATE: N/A

BOARD ACTION DATE: October 16, 2014

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

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

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

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

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

SUMMARY:  
Amount: N/A  
Source of Funds: See Attached List  
Capital Project #: N/A  
Operating Budget: N/A  
Master Plan Status: N/A  
Other Fund Sources: N/A  
Duration of Contract: N/A  
Other Parties Involved: N/A
## CONSIDERATION OF PENDING DRPA CONTRACTS (BETWEEN $25,000 - $100,000) OCTOBER 16, 2014

<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>ePlus Technology Newtown, PA</td>
<td>This procurement represents replacement of some of our aging servers in the Authority's data center.</td>
<td>$74,706.68</td>
<td>In accordance with New Jersey State Contract #M-7000, vendor award #87720.</td>
<td>1. ePlus Technology Newtown, PA</td>
<td>1. $74,706.68</td>
<td>General Fund</td>
</tr>
<tr>
<td>2</td>
<td>ePlus Technology Newtown, PA</td>
<td>This procurement represents an upgrade of servers in support of the Authority's telephone and voice environment.</td>
<td>$34,112.50</td>
<td>In accordance with New Jersey State Contract #M-7000, vendor award #87720.</td>
<td>1. ePlus Technology Newtown, PA</td>
<td>1. $34,112.50</td>
<td>General Fund</td>
</tr>
<tr>
<td>3</td>
<td>Zora, LLC Wilmington, DE</td>
<td>Purchase of LED Wall Luminaires and Low Bay Fixtures for the Walt Whitman Bridge Facility.</td>
<td>$57,145.27</td>
<td>Competitive Bid- Invitation for Bid B0006253 was publicly advertised and issued to seventeen (17) prospective bidders. Eight (8) bids were received and publicly opened on Thursday, September 18, 2014.</td>
<td>1. Zora, LLC Wilmington, DE</td>
<td>1. $57,145.27</td>
<td>General Fund</td>
</tr>
</tbody>
</table>
SUMMARY STATEMENT

ITEM NO.: DRPA-14-136  SUBJECT: Gateway Park Properties Transfer Agreement

COMMITTEE: New Business

COMMITTEE MEETING DATE: N/A

BOARD ACTION DATE: October 16, 2014

PROPOSAL: That the Board authorizes staff to execute an Agreement to transfer the Gateway Park Properties (“Transfer Agreement”) to the Camden County Municipal Authority (“CCMUA”).

Other Party: Camden County Municipal Authority
1645 Ferry Avenue
Camden, NJ 08104

PURPOSE: To transfer certain properties along Admiral Wilson Boulevard within the City of Camden and Township of Pennsauken, designated as the “Gateway Park Properties” to the CCMUA for use as a public park.

BACKGROUND: As part of an Intergovernmental Agency Agreement (the “IGA”), dated December 28, 2001, among DRPA, County of Camden, and other governmental agencies, and in a Redevelopment Agreement (Parts I and II) (the “Redevelopment Agreements”) , dated as of January 25, 2008, between Camden Redevelopment Authority (“CRA”) and DRPA, DRPA contracted to remediate the AWB properties, and upon meeting the requirements for transfer of the property from the New Jersey Department of Environmental Protection (“NJDEP”) (which includes covenants not to sue), to convey the AWB properties to the County of Camden for development by the County of Camden of a public park to be called the “Gateway Park”. DRPA and the County of Camden have agreed that DRPA will convey the Gateway Park properties to the Camden CCMUA herein under the same terms and conditions that it promised to the County of Camden in the IGA and Redevelopment Agreements, in consideration of the agreement of CCMUA herein to operate and maintain the properties as the proposed Gateway Park in the place and stead of the County of Camden.
Pursuant to the Transfer Agreement, the transfer of the properties is contingent upon the DRPA meeting all requirements of the New Jersey Site Remediation Reform Act of 2009 ("the Act"). Pursuant to the Act, the DRPA is required to retain a Licensed Site Remediation Professional (LSRP) that will issue a response action outcome ("RAO"). The RAO is a new regulatory document created by the Act, that is designed to signify that a site has been remediated sufficiently and that it is in compliance with all applicable statues, rules, and regulations concerning the environment. As part of the Agreement, the CCMUA is agreeing to take position of the properties immediately and that the DRPA will provide the RAOs for the properties as soon as they are completed. The DRPA has retained an LSRP and once the work is completed will provide the documentation to the CCMUA.

Also pursuant to the Act, the NJDEP has three years to review the contents of the LSRP’s findings and determine whether the remedial action is protective of public health and safety. If it determines that it is not sufficiently protective, the RAO will be invalidated. As part of the Transfer Agreement the DRPA agrees to, and acknowledges, its continuing liability for the work of its LSRP for the three year period mandate by New Jersey statute.

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>N/A</td>
</tr>
<tr>
<td>Other Parties Involved:</td>
<td>Camden County Municipal Utility Authority</td>
</tr>
</tbody>
</table>
RESOLUTION

RESOLVED: That the Board authorizes staff to execute a Property Transfer Agreement for the transfer of the Gateway Park Properties with the CCMUA.

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

SUMMARY:
- Amount: N/A
- Source of Funds: N/A
- Capital Project #: N/A
- Operating Budget: N/A
- Master Plan Status: N/A
- Other Fund Sources: N/A
- Duration of Contract: N/A
- Other Parties Involved: Camden County Municipal Utility Authority
SUMMARY STATEMENT

ITEM NO.: DRPA-14-137  
SUBJECT: Sale of 9.9 Acres of DRPA Property to the Camden Redevelopment Agency

COMMITTEE: New Business

COMMITTEE MEETING DATE: N/A

BOARD ACTION DATE: October 16, 2014

PROPOSAL: That the Board authorizes staff to negotiate an Agreement of Sale for 9.9 acres of vacant DRPA property to the Camden Redevelopment Agency (CRA) in the amount of $1.3M. The property is located at the northeast corner of Admiral Wilson Boulevard and South 17th Street, Camden, NJ.

Amount: Not less than $1,300,000.00

Other Party: Camden Redevelopment Agency

Suite 1300, City Hall
Camden, NJ 08101

PURPOSE: To sell 9.9 acres of DRPA property to the CRA and obligate the CRA to pay the Authority $1,300,000.00.

BACKGROUND: The CRA had expressed an interest in acquiring vacant DRPA property located at the northeast corner of Admiral Wilson Boulevard and South 17th Street, Camden, NJ, for the purpose of developing a supermarket. On January 20, 2014, the DRPA received an appraisal of $2M for the land. On May 19, 2014, the CRA had the same land appraised for $1.12M. Upon the recommendation of the Finance Committee an independent review appraiser, mutually agreed to by both parties, was engaged to review both appraisals and determine the market value of the land. Robert M. Sapi, Real Estate Appraisal & Consulting, LLC, of Voorhees, NJ, (Sapi) was engaged. Sapi issued their appraisal review on September 8, 2014 and estimated the market value of the land to be $1.3M. The Finance Committee considered this valuation on October 1, 2014 and agreed to the sale of the 9.9 acres for $1.3M.
SUMMARY STATEMENT -2-  Sale of 9.9 Acres of DRPA Property to the Camden Redevelopment Agency

SUMMARY:

<table>
<thead>
<tr>
<th>Item</th>
<th>Details</th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount:</td>
<td>$1,300,000.00</td>
</tr>
<tr>
<td>Source of Funds:</td>
<td>N/A</td>
</tr>
<tr>
<td>Capital Project #:</td>
<td>N/A</td>
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<tr>
<td>Operating Budget:</td>
<td>N/A</td>
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<tr>
<td>Master Plan Status:</td>
<td>N/A</td>
</tr>
<tr>
<td>Other Fund Sources:</td>
<td>Camden Redevelopment Agency</td>
</tr>
<tr>
<td>Duration of Contract:</td>
<td>N/A</td>
</tr>
<tr>
<td>Other Parties Involved:</td>
<td>Camden Redevelopment Agency</td>
</tr>
</tbody>
</table>
RESOLUTION

RESOLVED: That the Board authorizes staff to negotiate an Agreement of Sale for 9.9 acres of vacant DRPA property to the Camden Redevelopment Agency in the amount of $1.3M. The property is located at the northeast corner of Admiral Wilson Boulevard and South 17th Street, Camden, NJ.

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: $1,300,000.00
Source of Funds: N/A
Capital Project #: N/A
Operating Budget: N/A
Master Plan Status: N/A
Other Fund Sources: Camden Redevelopment Agency
Duration of Contract: N/A
Other Parties Involved: Camden Redevelopment Agency
DELAWARE RIVER
PORT AUTHORITY
&
PORT AUTHORITY TRANSIT CORP.

October 16, 2014 Board Meeting

Thursday October 16, 2014
One Port Center
Board Room
Camden, NJ
9:00 a.m.

John Hanson, Chief Executive Officer
PATCO BOARD
PORT AUTHORITY TRANSIT CORPORATION
BOARD MEETING
Thursday, October 16, 2014
ORDER OF BUSINESS

1. Roll Call

2. Report of the General Manager

3. Approval of September 18, 2014 PATCO Board Meeting Minutes

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

5. Monthly List of Purchase Orders and Contracts of September 2014


7. Approval of Operations & Maintenance Committee Minutes of October 1, 2014

8. Adopt Resolutions Approved by Operations & Maintenance Committee of October 1, 2014

   PATCO-14-040 Authorization to Approve and Execute Contracts
   Form Purchase of Electric Energy

9. Approval of Finance Committee Minutes of October 1, 2014

10. Adopt Resolutions Approved by Finance Committee of October 1, 2014

    PATCO-14-041 Renewal of the PATCO Excess Workers’
    Compensation & Employers’ Liability Insurance

11. Unfinished Business

12. New Business

    PATCO-14-042 Consideration of Pending PATCO Contracts
    (Between $25,000 and $100,000)

    PATCO-14-043 Procurement and Delivery of Assorted Flexible
    Pads for PATCO (GMI, LLC)

    PATCO-14-044 Procurement and Delivery of Assorted Flexible
    Pads for PATCO (Penn Machine)

13. Adjournment
GENERAL MANAGER’S REPORT
REPORT OF THE GENERAL MANAGER

October 16, 2014

Port Authority Transit Corporation
Administration Offices & Maintenance Facility
PO Box 4262
Lindenwold, NJ  08021-0218

To the Commissioners:

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

HIGHLIGHTS

Bridge Track Rehab Schedule – PATCO had implemented a schedule on August 22 to reflect the service to be provided during the 24/7 outage of the north track over the bridge. Monitoring passenger flows revealed the desirability of implementing certain schedule enhancements to alleviate crowding on platforms and to offer additional seating. A revised schedule was issued, effective September 15. Two eastbound trains originating at 8th/Market were added in the afternoon, and a morning train was adjusted to enable River LINE customers to make a better connection with the westbound PATCO train.

Escalators / Elevators – Elevator availability for the month of September was 99.9%. 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 96.8%.

Parking Improvements – The new parking lot expansion at Collingswood Station is now available to our customers, with all work scheduled for completion by the end of the first week in October.

Bike MS Event – On September 27, thousands of cyclists gathered at PATCO’s Woodcrest Station to kick off their City to Shore Bike MS ride. The National Multiple Sclerosis Society hopes to raise $6 million through this annual event to help those challenged by MS. Approximately 1,000 cyclists and volunteers rode PATCO to the official start of this event at Woodcrest Station.
General Manager’s Report – for October 16, 2014 Board Meeting

FINANCE

PATCO Income year to date (through 8/31/14) amounted to $17,559,076 compared with a Budget Anticipated Income of $17,710,482, an unfavorable variance of $151,406 or 0.85%.

Operating expenses during August 2014 amounted to $4,169,349, compared with a Budget Anticipated Expense of $4,285,189, a favorable variance of $115,840 or 2.70%. Year to date expenses totaled $31,378,365, compared with a Budget Anticipated Expense of $31,637,391, a favorable variance of $259,026 or 0.82%.

During the month of August, 2014, PATCO experienced a Net Operating Loss (excluding rental and non-recurring charges) of $2,088,267. The cumulative Net Operating Loss (excluding rental and non-recurring charges through 8/31/14) totaled $13,819,289. Total Cumulative Loss year to date (including Lease Rental charges) equaled $17,900,621.

Net Transit Loss (including lease expense) for the month ending 8/31/14 was $2,598,434.

The passenger count for the month of August 2014 totaled 809,051, a decrease of 64,059 (-7.34%) when compared to August 2013. Ridership for the year to date as of 8/31/14 totaled 6,651,874, a decrease of 417,202 (-5.90%) when compared to the same period of 2013.

<table>
<thead>
<tr>
<th>Through August 31, 2014</th>
<th>2014 Budget</th>
<th>2014 Actual</th>
<th>Variance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Income</td>
<td>$17,710,482</td>
<td>$17,559,076</td>
<td>$151,406 U</td>
</tr>
<tr>
<td>Expenses</td>
<td>$31,637,391</td>
<td>$31,378,365</td>
<td>$259,026 F</td>
</tr>
<tr>
<td>Operating Ratio</td>
<td>.5598</td>
<td>.5596</td>
<td></td>
</tr>
<tr>
<td>Passengers</td>
<td>6,904,940</td>
<td>6,651,874</td>
<td>253,066 U</td>
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<tr>
<td>Car Miles</td>
<td>3,116,199</td>
<td>2,966,715</td>
<td>149,484</td>
</tr>
</tbody>
</table>

PERSONNEL TRANSACTIONS

The following personnel transactions occurred in September, 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></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Arthur R. Wells, Jr.</td>
<td>Electronic Technician</td>
<td>Equipment</td>
<td>9/22/14</td>
</tr>
<tr>
<td>Samuel Morales</td>
<td>Equipment Mechanic</td>
<td>Equipment</td>
<td>9/22/14</td>
</tr>
<tr>
<td>Terran B. Carter</td>
<td>Customer Service Agent/</td>
<td>Transit Services</td>
<td>9/22/14</td>
</tr>
<tr>
<td></td>
<td>Traffic Checker</td>
<td></td>
<td></td>
</tr>
<tr>
<td>James J. Bennett</td>
<td>Maintainer</td>
<td>Way &amp; Power</td>
<td>9/22/14</td>
</tr>
</tbody>
</table>
General Manager’s Report – September - for October 16, 2014 Board Meeting

APPOINTMENT(S) – TEMPORARY - None

PROMOTION(S) - None

TEMPORARY ASSIGNMENT TO HIGHER CLASSIFICATION

Santina M. Ridolfi
From: Administrative Secretary
To: Acting, Traffic Analyst
Transit Services
Transit Services
9/13/14 – 3/13/15

Robert L. Traver
From: Technical Supervisor
To: Acting, Director
Equipment
Equipment
9/22/14 – 11/28/14

TRANSFER(S) – from DRPA

Joel Maldonado
From: Acting Storekeeper
To: Storekeeper
Purchasing
Purchasing
9/13/14

RESIGNATION(S) - None

RETIREMENT(S)

Louis R. Troy
Maintenance Foreman
Way & Power
9/26/14

The quarterly Affirmative Action Scorecard is attached to this report.

PURCHASING & MATERIAL MANAGEMENT

During the month of September, 158 purchase orders were issued with a total value of $1,122,203. Of the $72,070 in monthly purchases where minority vendors could have served PATCO needs, $16,138 was awarded to MBEs and $29,433 to WBEs. The $45,571 total MBE/WBE purchases represent 4.0% of the total spent and 63.2% of the purchases available to MBE/WBEs. Attached to this report is the Affirmative Action Report summarizing purchases during the third quarter of 2014. The storeroom completed 3,286 transactions in September; book value of inventory on hand at the end of the month was $5,789,569.

TRANSIT SERVICES

The on-time performance for the 4,487 scheduled trips in September was 97.07%. Although fifty-three percent (53%) of the incidents involved equipment issues, again this month not one incident involved lack of equipment available to run the schedule. The number of incidents this month was close to the lowest of the year, second only to July. In September, PATCO achieved 100% performance on 10 days.
MAINTENANCE

The following significant maintenance items were progressed in September:

- Twenty-one (21) rebuilt motors are available for installation as needed. Fifty-three (53) motors are at vendors for repair with twelve (12) other motors awaiting shipment to vendors.
- Twenty-nine (29) 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. One (1) of the sixteen (16) gear boxes repaired under an emergency PO has been returned again to the vendor for warranty repair. Fifty-six (56) other gearboxes are at vendors for rebuild and ten (10) are awaiting shipment to vendors.
The exterior car wash is in service and 180 exterior washes were completed in the month of September. To perform optimally, the system still requires brush and gearbox assemblies. A capital change form was initiated to transfer funds from the wash computer upgrade project to a brush assembly overhaul.

Interior heavy cleaning was performed on thirty-two (32) cars.

Four married pairs of overhauled cars are on site. Alstom continues with testing of cars on the mainline. Before the 500 mile conditional acceptance test can begin, the updated ATC software package must be qualified. The failure criteria to be utilized during the 500 mile test are being established; a single system failure will restart the test at zero miles.

Doors with much higher clearance for entry into the Electronic Technicians’ shop in the Lindenwold maintenance building were installed to enable use of new diagnostic units. Way & Power is also installing dedicated circuits for the new bench test equipment.

Support services were provided as required for the following projects:

- Car overhaul
- Ben Franklin Bridge track structure inspections and repairs – provided flagging, scheduling and guidance
- Maintenance of fire alarm systems
- Maintenance and repairs for security cameras and call boxes
- Maintenance and enhancements to the 800 MHz radio system
- Scheduling, guidance and coordination for replacement of escalators at Woodcrest and 15th/16th & Locust Street Stations.
- Maintenance and repairs of escalators and elevators
- Provided flagging, scheduling, guidance and coordination for repairs to White Horse Road bridge
- Provided coordination and guidance for repaving of parking lots at Ferry Avenue and Collingswood
- Bike MS Event at Woodcrest - Temporary power, barricades and fencing

Performed relay testing, repairs, and maintenance of interlockings and substations

Relamped stations, subway tunnels, and parking lots as necessary

Started interim repairs on Westmont viaduct along Track 2

Performed right-of-way inspections

Repaired security fencing as needed

Provided troubleshooting and repairs to defective track circuits during single tracking, as well as hand-signaling trains through associated red signals.

Installed power and communication services for temporary police trailer/substation at Woodcrest Station

Started power and communication services for Equipment Shop

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 – September - for October 16, 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>82.7%</td>
<td>-7.3%</td>
<td>U</td>
</tr>
<tr>
<td>Elevators (11)</td>
<td>97%</td>
<td>99.9%</td>
<td>+2.9%</td>
<td>F</td>
</tr>
<tr>
<td>Escalators (12)**</td>
<td>90%</td>
<td>96.8%</td>
<td>+6.8%</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 96.8%, a favorable variance of 6.8%.

Respectfully submitted,

John D. Rink
General Manager
<table>
<thead>
<tr>
<th>PORT AUTHORITY TRANSIT CORPORATION</th>
<th>COMPARATIVE STATEMENT OF REVENUE AND EXPENSES</th>
</tr>
</thead>
<tbody>
<tr>
<td>2014</td>
<td></td>
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</table>

### INCOME

<table>
<thead>
<tr>
<th></th>
<th>1ST A/P 2013</th>
<th>2ND A/P 2013</th>
<th>3RD A/P 2013</th>
<th>4TH A/P 2013</th>
<th>5TH A/P 2013</th>
<th>6TH A/P 2013</th>
<th>7TH A/P 2013</th>
<th>8TH A/P 2013</th>
<th>9TH A/P 2013</th>
<th>10TH A/P 2013</th>
<th>11TH A/P 2013</th>
<th>12TH A/P 2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating</td>
<td>2,077,210</td>
<td>1,908,931</td>
<td>2,140,324</td>
<td>2,197,350</td>
<td>2,160,463</td>
<td>2,084,769</td>
<td>2,126,657</td>
<td>2,036,839</td>
<td>0</td>
<td>0</td>
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<tr>
<td>Non-Operating</td>
<td>55,079</td>
<td>42,274</td>
<td>51,351</td>
<td>41,724</td>
<td>450,817</td>
<td>49,130</td>
<td>82,935</td>
<td>44,243</td>
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<tr>
<td>Total Income-Pd</td>
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<td>1,951,205</td>
<td>2,200,655</td>
<td>2,239,074</td>
<td>2,361,260</td>
<td>2,233,899</td>
<td>2,209,592</td>
<td>2,081,082</td>
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<tr>
<td>Total Income-YTD</td>
<td>4,083,494</td>
<td>6,284,149</td>
<td>8,523,223</td>
<td>11,134,503</td>
<td>13,268,402</td>
<td>15,477,994</td>
<td>17,559,076</td>
<td>17,559,076</td>
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<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>2,036,839</td>
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<tr>
<td>Total Oper Inc.-YTD</td>
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<td>6,135,465</td>
<td>8,332,615</td>
<td>10,483,276</td>
<td>12,578,047</td>
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### EXPENSE

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<tbody>
<tr>
<td>Way &amp; Power</td>
<td>1,022,614</td>
<td>1,056,257</td>
<td>1,039,215</td>
<td>825,640</td>
<td>1,061,059</td>
<td>804,783</td>
<td>796,658</td>
<td>983,802</td>
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<td>Equipment</td>
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<td>683,824</td>
<td>638,820</td>
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<td>646,816</td>
<td>510,533</td>
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<td>Transportation</td>
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<td>1,325,359</td>
<td>1,277,818</td>
<td>1,209,629</td>
<td>1,364,845</td>
<td>1,183,798</td>
<td>1,298,087</td>
<td>1,473,487</td>
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<tr>
<td>Administration</td>
<td>336,388</td>
<td>399,208</td>
<td>470,245</td>
<td>383,045</td>
<td>467,313</td>
<td>302,264</td>
<td>396,844</td>
<td>610,445</td>
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<td>0</td>
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<tr>
<td>Purchased Power</td>
<td>433,366</td>
<td>524,937</td>
<td>453,948</td>
<td>419,501</td>
<td>333,658</td>
<td>349,969</td>
<td>375,417</td>
<td>362,516</td>
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<tr>
<td>Ins &amp; Claims</td>
<td>388,689</td>
<td>112,441</td>
<td>110,854</td>
<td>624,478</td>
<td>109,801</td>
<td>239,940</td>
<td>476,393</td>
<td>127,194</td>
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<tr>
<td>Sub-Total-Pd</td>
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<td>3,857,124</td>
<td>3,988,700</td>
<td>3,901,857</td>
<td>4,251,402</td>
<td>3,386,287</td>
<td>3,818,742</td>
<td>4,169,349</td>
<td>0</td>
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<td>0</td>
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<tr>
<td>Sub-Total-YTD</td>
<td>7,861,930</td>
<td>11,860,659</td>
<td>15,762,496</td>
<td>20,000,688</td>
<td>23,360,274</td>
<td>27,200,016</td>
<td>31,378,985</td>
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<td>OPEB Acornal-Pd</td>
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<tr>
<td>OPEB Acornal-YTD</td>
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<tr>
<td>Rent-DRPA-Pd</td>
<td>510,163</td>
<td>510,167</td>
<td>510,167</td>
<td>510,167</td>
<td>510,167</td>
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<td>0</td>
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<tr>
<td>Rent-DRPA-YTD</td>
<td>1,020,330</td>
<td>1,530,497</td>
<td>2,040,664</td>
<td>2,550,831</td>
<td>3,060,998</td>
<td>3,571,165</td>
<td>4,061,332</td>
<td>4,061,332</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Total Expenses-Pd</td>
<td>4,514,978</td>
<td>4,367,291</td>
<td>4,498,667</td>
<td>4,412,023</td>
<td>4,761,059</td>
<td>3,696,454</td>
<td>4,326,909</td>
<td>4,075,516</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>Total Expenses-YTD</td>
<td>8,622,265</td>
<td>13,381,136</td>
<td>17,783,159</td>
<td>22,554,818</td>
<td>26,451,272</td>
<td>30,760,161</td>
<td>35,459,697</td>
<td>35,459,697</td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
</tbody>
</table>

### Passengers-PD

|                        | 819,466   | 761,198   | 852,326   | 879,394   | 861,768   | 826,288   | 843,410   | 809,051   | 0         | 0         | 0         | 0         |

### Car Miles-PD

|                        | 436,080   | 406,638   | 421,914   | 386,288   | 358,027   | 209,342   | 314,114   | 346,112   | 0         | 0         | 0         | 0         |

### Car Miles-YTD

<p>|                        | 842,916   | 1,264,923 | 1,651,120 | 2,007,147 | 2,306,489 | 2,920,603 | 2,966,715 | 0         | 0         | 0         | 0         | 0         |</p>
<table>
<thead>
<tr>
<th></th>
<th>2014 Budget</th>
<th>2014 Actual</th>
<th>Variance</th>
<th>Year-To-Date Budget</th>
<th>Year-To-Date Actual</th>
<th>Variance</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gross Passenger Revenue</td>
<td>$24,546,810</td>
<td>$20,496,080</td>
<td>-4.06%</td>
<td>$16,606,381</td>
<td>$16,183,443</td>
<td>-2.55%</td>
</tr>
<tr>
<td>Smart Card Sales</td>
<td>93,600</td>
<td>9,800</td>
<td>18.27%</td>
<td>F</td>
<td>62,400</td>
<td>6.20%</td>
</tr>
<tr>
<td>Less: Transfers</td>
<td>852,210</td>
<td>4,359</td>
<td>10.82%</td>
<td>F</td>
<td>35,319</td>
<td>3.41%</td>
</tr>
<tr>
<td>Net Passenger Revenue</td>
<td>$24,589,000</td>
<td>$20,553,049</td>
<td>-3.98%</td>
<td>$16,628,958</td>
<td>$16,215,654</td>
<td>-2.41%</td>
</tr>
<tr>
<td>Advertising</td>
<td>$820,065</td>
<td>$59,890</td>
<td>-28.03%</td>
<td>$518,458</td>
<td>$365,949</td>
<td>-29.25%</td>
</tr>
<tr>
<td>Parking</td>
<td>804,548</td>
<td>61,042</td>
<td>5.62%</td>
<td>F</td>
<td>544,177</td>
<td>-3.36%</td>
</tr>
<tr>
<td>Interest</td>
<td>2,500</td>
<td>212</td>
<td>-80.66%</td>
<td>F</td>
<td>642</td>
<td>-67.30%</td>
</tr>
<tr>
<td>Miscellaneous</td>
<td>14,560</td>
<td>386</td>
<td>178.03%</td>
<td>F</td>
<td>12,723</td>
<td>438,319</td>
</tr>
<tr>
<td><strong>Total Income</strong></td>
<td><strong>$28,229,673</strong></td>
<td><strong>$20,155,188</strong></td>
<td><strong>-4.33%</strong></td>
<td><strong>$17,710,482</strong></td>
<td><strong>$17,559,076</strong></td>
<td><strong>-0.85%</strong></td>
</tr>
<tr>
<td>Passengers</td>
<td>10,206,599</td>
<td>852,228</td>
<td>-5.07%</td>
<td>U</td>
<td>6,904,940</td>
<td>-3.07%</td>
</tr>
</tbody>
</table>

9/30/2014
### Port Authority Transit Corporation
#### Comparative Analysis - 2014

**Budget / Actual Income & Departmental Expenses**

**for the Month Ending August 31, 2014**

<table>
<thead>
<tr>
<th></th>
<th>2014 BUDGET</th>
<th>2014 ACTUAL</th>
<th>VARIANCE</th>
<th>2014 Year-To-Date</th>
<th>2014 ACTUAL</th>
<th>VARIANCE</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Gross Passenger Revenue</strong></td>
<td>$24,546,610</td>
<td>$20,469,008</td>
<td>$(4,077,602)</td>
<td>(16.6%)</td>
<td>$16,000,256</td>
<td>$(8,546,354)</td>
</tr>
<tr>
<td><strong>Smart Card Sales</strong></td>
<td>30,000</td>
<td>27,500</td>
<td>2,500</td>
<td>8.3% F</td>
<td>62,400</td>
<td>66,325</td>
</tr>
<tr>
<td><strong>Less: Transfers</strong></td>
<td>32,210</td>
<td>32,000</td>
<td>210</td>
<td>0.7% F</td>
<td>35,319</td>
<td>34,114</td>
</tr>
<tr>
<td><strong>Net Passenger Revenue</strong></td>
<td>$24,588,000</td>
<td>20,539,049</td>
<td>1,997,451</td>
<td>(8.3%) U</td>
<td>16,633,462</td>
<td>16,215,654</td>
</tr>
<tr>
<td><strong>Other</strong></td>
<td>1,841,073</td>
<td>1,221,139</td>
<td>619,934</td>
<td>(33.7%) U</td>
<td>1,977,020</td>
<td>1,343,422</td>
</tr>
<tr>
<td><strong>Total Income</strong></td>
<td>$26,429,073</td>
<td>$21,760,188</td>
<td>$(4,668,885)</td>
<td>(17.7%) U</td>
<td>$18,977,486</td>
<td>$(7,451,597)</td>
</tr>
<tr>
<td><strong>Way &amp; Power Dept.</strong></td>
<td>$11,200,114</td>
<td>$9,015,466</td>
<td>$(2,184,648)</td>
<td>(19.5%) U</td>
<td>$7,403,092</td>
<td>$(3,797,023)</td>
</tr>
<tr>
<td><strong>Equipment Dept.</strong></td>
<td>8,006,103</td>
<td>6,072,031</td>
<td>1,934,072</td>
<td>24.1% F</td>
<td>4,506,446</td>
<td>4,496,600</td>
</tr>
<tr>
<td><strong>Transportation Dept.</strong></td>
<td>17,498,510</td>
<td>1,154,513</td>
<td>1,343,997</td>
<td>7.7% F</td>
<td>11,668,524</td>
<td>10,682,557</td>
</tr>
<tr>
<td><strong>Administration Dept.</strong></td>
<td>5,620,766</td>
<td>504,477</td>
<td>510,291</td>
<td>9.1% F</td>
<td>3,749,235</td>
<td>3,565,752</td>
</tr>
<tr>
<td><strong>Insurance &amp; Claims</strong></td>
<td>1,622,760</td>
<td>141,065</td>
<td>1,481,695</td>
<td>(90.9%) F</td>
<td>1,128,529</td>
<td>1,060,008</td>
</tr>
<tr>
<td><strong>Purchased Power</strong></td>
<td>4,048,889</td>
<td>335,880</td>
<td>373,009</td>
<td>(9.2%) F</td>
<td>3,031,574</td>
<td>2,272,314</td>
</tr>
<tr>
<td><strong>Sub-Total</strong></td>
<td>$47,607,574</td>
<td>$34,285,189</td>
<td>$13,322,385</td>
<td>(28.0%) U</td>
<td>$31,637,391</td>
<td>$25,926,597</td>
</tr>
<tr>
<td><strong>Rent-DRPA</strong></td>
<td>0,122,000</td>
<td>0</td>
<td>0</td>
<td>0.0% F</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td><strong>Reserve Accrual for Other Post Employment Benefits</strong></td>
<td>0</td>
<td>0</td>
<td>0</td>
<td>0.0% F</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td><strong>Total Expenses</strong></td>
<td>$53,729,574</td>
<td>$41,470,189</td>
<td>$12,259,385</td>
<td>(22.8%) U</td>
<td>$35,718,723</td>
<td>$25,926,597</td>
</tr>
<tr>
<td><strong>Transit Loss</strong></td>
<td>($2,710,101)</td>
<td>($2,725,000)</td>
<td>($15,007)</td>
<td>0.6% F</td>
<td>($18,000,000)</td>
<td>($17,070,021)</td>
</tr>
</tbody>
</table>

9/30/2014
## PORT AUTHORITY TRANSIT CORPORATION AFFIRMATIVE ACTION SCORECARD
### QUARTER ENDING SEPTEMBER 30, 2014

<table>
<thead>
<tr>
<th>EEO CATEGORIES</th>
<th>TOTAL EMPLOYEES</th>
<th>FEMALE</th>
<th>BLACK or AFRICAN AMERICAN</th>
<th>HISPANIC or LATINO</th>
<th>ASIAN</th>
<th>AMERICAN INDIAN or ALASKA NATIVE</th>
<th>TWO or MORE RACES</th>
<th>TOTAL MINORITY</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>CURRENT UTILIZATION</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
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<td></td>
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<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OFFICIALS &amp; MANAGERS</td>
<td>60</td>
<td>10</td>
<td>17%</td>
<td>10</td>
<td>17%</td>
<td>3</td>
<td>6%</td>
<td>1</td>
</tr>
<tr>
<td>PROFESSIONALS</td>
<td>7</td>
<td>4</td>
<td>57%</td>
<td>1</td>
<td>4%</td>
<td>0</td>
<td>0%</td>
<td>0</td>
</tr>
<tr>
<td>OPERATIVES (Semi-Skilled)</td>
<td>51</td>
<td>5</td>
<td>10%</td>
<td>12</td>
<td>23%</td>
<td>0</td>
<td>0%</td>
<td>0</td>
</tr>
<tr>
<td>SERVICE WORKERS</td>
<td>54</td>
<td>6</td>
<td>13%</td>
<td>21</td>
<td>62%</td>
<td>0</td>
<td>0%</td>
<td>1</td>
</tr>
<tr>
<td>OFFICE &amp; CLERICAL</td>
<td>24</td>
<td>12</td>
<td>50%</td>
<td>7</td>
<td>29%</td>
<td>3</td>
<td>12%</td>
<td>0</td>
</tr>
<tr>
<td>DRAFT WORKERS (Skilled)</td>
<td>122</td>
<td>1</td>
<td>1%</td>
<td>16</td>
<td>12%</td>
<td>3</td>
<td>2%</td>
<td>0</td>
</tr>
<tr>
<td><strong>TOTALS</strong></td>
<td>390</td>
<td>38</td>
<td>13%</td>
<td>78</td>
<td>26%</td>
<td>12</td>
<td>4%</td>
<td>3</td>
</tr>
</tbody>
</table>

### QUARTER ENDING JUNE 30, 2014

<table>
<thead>
<tr>
<th>EEO CATEGORIES</th>
<th>TOTAL EMPLOYEES</th>
<th>FEMALE</th>
<th>BLACK or AFRICAN AMERICAN</th>
<th>HISPANIC or LATINO</th>
<th>ASIAN</th>
<th>AMERICAN INDIAN or ALASKA NATIVE</th>
<th>TWO or MORE RACES</th>
<th>TOTAL MINORITY</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>CURRENT UTILIZATION</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OFFICIALS &amp; MANAGERS</td>
<td>60</td>
<td>10</td>
<td>17%</td>
<td>9</td>
<td>15%</td>
<td>0</td>
<td>6%</td>
<td>1</td>
</tr>
<tr>
<td>PROFESSIONALS</td>
<td>9</td>
<td>4</td>
<td>44%</td>
<td>1</td>
<td>11%</td>
<td>0</td>
<td>0%</td>
<td>0</td>
</tr>
<tr>
<td>OPERATIVES (Semi-Skilled)</td>
<td>54</td>
<td>5</td>
<td>9%</td>
<td>26</td>
<td>48%</td>
<td>1</td>
<td>2%</td>
<td>2</td>
</tr>
<tr>
<td>SERVICE WORKERS</td>
<td>54</td>
<td>6</td>
<td>13%</td>
<td>21</td>
<td>62%</td>
<td>0</td>
<td>0%</td>
<td>1</td>
</tr>
<tr>
<td>OFFICE &amp; CLERICAL</td>
<td>28</td>
<td>12</td>
<td>43%</td>
<td>7</td>
<td>26%</td>
<td>2</td>
<td>8%</td>
<td>0</td>
</tr>
<tr>
<td>DRAFT WORKERS (Skilled)</td>
<td>122</td>
<td>1</td>
<td>1%</td>
<td>16</td>
<td>12%</td>
<td>3</td>
<td>2%</td>
<td>0</td>
</tr>
<tr>
<td><strong>TOTALS</strong></td>
<td>394</td>
<td>38</td>
<td>13%</td>
<td>79</td>
<td>26%</td>
<td>12</td>
<td>4%</td>
<td>3</td>
</tr>
</tbody>
</table>
RESOLUTION

WHEREAS, LOUIS R. TROY has faithfully served the Port Authority Transit Corporation for THIRTY FOUR years in a conscientious and reliable manner, and

WHEREAS, LOUIS R. TROY wishes to accept retirement effective September 26, 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, Maintenance Foreman, 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 LOUIS R. TROY.
## PORT AUTHORITY TRANSIT CORPORATION
### AFFIRMATIVE ACTION REPORT
#### GOODS AND SUPPLIES

**QUARTER ENDING SEPTEMBER 30, 2014**

<table>
<thead>
<tr>
<th>TOTAL $ VALUE OF ALL POs AVAILABLE F/BID BY MBEs/WBEs THIS QUARTER</th>
<th>TOTAL $ AWARDED TO MBEs/WBEs THIS QUARTER</th>
<th>% $ AWARDED TO MBEs/WBEs THIS QUARTER</th>
</tr>
</thead>
<tbody>
<tr>
<td>$156,448</td>
<td>$66,587</td>
<td>42.6 %</td>
</tr>
<tr>
<td>MBE = $25,818</td>
<td>MBE = 16.6 %</td>
<td></td>
</tr>
<tr>
<td>WBE = $40,769</td>
<td>WBE = 26.0 %</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>TOTAL POs FOR QUARTER AVAILABLE F/BID BY MBEs/WBEs</th>
<th>TOTAL POs TO MBEs/WBEs FOR QUARTER</th>
<th>% POs TO MBEs/WBEs FOR QUARTER</th>
</tr>
</thead>
<tbody>
<tr>
<td>95</td>
<td>39</td>
<td>41.0 %</td>
</tr>
<tr>
<td>MBE = 14</td>
<td>MBE = 14.7 %</td>
<td></td>
</tr>
<tr>
<td>WBE = 25</td>
<td>WBE = 26.3 %</td>
<td></td>
</tr>
</tbody>
</table>

**QUARTER ENDING JUNE 30, 2014**

<table>
<thead>
<tr>
<th>TOTAL $ VALUE OF ALL POs AVAILABLE F/BID BY MBEs/WBEs THIS QUARTER</th>
<th>TOTAL $ AWARDED TO MBEs/WBEs THIS QUARTER</th>
<th>% $ AWARDED TO MBEs/WBEs THIS QUARTER</th>
</tr>
</thead>
<tbody>
<tr>
<td>$152,707</td>
<td>$75,031</td>
<td>49.13%</td>
</tr>
<tr>
<td>MBE = $49,601</td>
<td>MBE = 32.48%</td>
<td></td>
</tr>
<tr>
<td>WBE = $25,430</td>
<td>WBE = 16.65%</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>TOTAL POs FOR QUARTER AVAILABLE F/BID BY MBEs/WBEs</th>
<th>TOTAL POs TO MBEs/WBEs FOR QUARTER</th>
<th>% POs TO MBEs/WBEs FOR QUARTER</th>
</tr>
</thead>
<tbody>
<tr>
<td>152</td>
<td>66</td>
<td>43.42%</td>
</tr>
<tr>
<td>MBE = 41</td>
<td>MBE = 26.97%</td>
<td></td>
</tr>
<tr>
<td>WBE = 25</td>
<td>WBE = 16.45%</td>
<td></td>
</tr>
</tbody>
</table>

**PO = Purchase Order**
MBE = Minority Business Enterprise
WBE = Woman Business Enterprise
PORT AUTHORITY TRANSIT CORPORATION
AFFIRMATIVE ACTION REPORT
GOODS and SUPPLIES

QUARTER ENDING SEPTEMBER 30, 2014

<table>
<thead>
<tr>
<th>TOTAL $ VALUE OF ALL POs ENTERED INTO THIS QUARTER</th>
<th>TOTAL $ AWARDED TO MBEs/WBEs THIS QUARTER</th>
<th>% $ AWARDED TO MBEs/WBEs</th>
</tr>
</thead>
<tbody>
<tr>
<td>$5,414,815</td>
<td>$66,587</td>
<td>1.2 %</td>
</tr>
<tr>
<td></td>
<td>MBE = $25,818</td>
<td>MBE = .45 %</td>
</tr>
<tr>
<td></td>
<td>WBE = $40,769</td>
<td>WBE = .75 %</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>TOTAL # POs AWARDED TO ALL VENDORS THIS QUARTER</th>
<th>TOTAL # POs AWARDED TO MBEs/WBEs THIS QUARTER</th>
<th>% POs AWARDED TO MBEs/WBEs THIS QUARTER</th>
</tr>
</thead>
<tbody>
<tr>
<td>480</td>
<td>39</td>
<td>8.1 %</td>
</tr>
<tr>
<td></td>
<td>MBE = 14</td>
<td>MBE = 2.9 %</td>
</tr>
<tr>
<td></td>
<td>WBE = 25</td>
<td>WBE = 5.2 %</td>
</tr>
</tbody>
</table>

QUARTER ENDING JUNE 30, 2014

<table>
<thead>
<tr>
<th>TOTAL $ VALUE OF ALL POs ENTERED INTO THIS QUARTER</th>
<th>TOTAL $ AWARDED TO MBEs/WBEs THIS QUARTER</th>
<th>% $ AWARDED TO MBEs/WBEs</th>
</tr>
</thead>
<tbody>
<tr>
<td>$3,147,261</td>
<td>$75,031</td>
<td>2.38 %</td>
</tr>
<tr>
<td></td>
<td>MBE = $49,601</td>
<td>MBE = 1.58 %</td>
</tr>
<tr>
<td></td>
<td>WBE = $25,430</td>
<td>WBE = .80 %</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>TOTAL # POs AWARDED TO ALL VENDORS THIS QUARTER</th>
<th>TOTAL # POs AWARDED TO MBEs/WBEs THIS QUARTER</th>
<th>% POs AWARDED TO MBEs/WBEs THIS QUARTER</th>
</tr>
</thead>
<tbody>
<tr>
<td>613</td>
<td>66</td>
<td>10.77 %</td>
</tr>
<tr>
<td></td>
<td>MBE = 41</td>
<td>MBE = 6.69 %</td>
</tr>
<tr>
<td></td>
<td>WBE = 25</td>
<td>WBE = 4.08 %</td>
</tr>
</tbody>
</table>

PO = Purchase Order
MBE = Minority Business Enterprise
MEMORANDUM

PORT AUTHORITY TRANSIT CORPORATION
of Pennsylvania & New Jersey

TO: John Rink
FROM: David Fullerton
DATE: October 2, 2014

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>09/02/14</td>
<td>RCC/IBC-JV</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
<td>20</td>
</tr>
<tr>
<td>09/02/14</td>
<td>AP/Schindler Elevator</td>
<td>Site Specific 48-2011</td>
<td>Woodcrest,15/16 Locust</td>
<td>2</td>
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<tr>
<td>09/04/14</td>
<td>RCC/IBC/Commodore</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
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<tr>
<td>09/08/14</td>
<td>NO SAFETY BRIEFING</td>
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</tr>
<tr>
<td>09/10/14</td>
<td>Trane</td>
<td>Site Specific</td>
<td>Repair HVAC Lindenwold Station</td>
<td>2</td>
</tr>
<tr>
<td>09/15/14</td>
<td>RCC/IBC-JV</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
<td>4</td>
</tr>
<tr>
<td>09/15/14</td>
<td>RCC/IBC/Commodore</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
<td>5</td>
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<tr>
<td>09/15/14</td>
<td>RCC/IBC/Holland</td>
<td>21-E</td>
<td>BFB Track Rehab</td>
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</tr>
<tr>
<td>09/22/14</td>
<td>PATCO New Hire</td>
<td>Way &amp; Power Services</td>
<td>Maintainer</td>
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<tr>
<td>09/22/14</td>
<td>PATCO New Hire</td>
<td>Transit Services</td>
<td>CSA</td>
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<td>Equipment Dept.</td>
<td>Electronic ET &amp; Mechanic</td>
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<td>P. O. 134852</td>
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<td>HNTB</td>
<td>21-E</td>
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<td>DATE</td>
<td>CONTRACTOR</td>
<td>PATCO CONTRACT NO.</td>
<td>PROJECT / WORK AREA</td>
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<td>09/22/14</td>
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<td>Emergency Repairs to White Horse Rd. &amp; Woodcrest Bridges</td>
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<td>P. O. 134852</td>
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<td>Escalators @ Woodcrest, 12th/13th&amp;15th/16th Locust</td>
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<td>NJ American Water</td>
<td>Site Specific</td>
<td>Haddonfield &amp; Lindenwold</td>
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**SEPT SAFETY DAY Passes Issued**

<table>
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<tr>
<th></th>
<th>SAFETY DAY</th>
<th>Passes</th>
<th>Issued</th>
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</tr>
</tbody>
</table>

**Drug & Alcohol Tests – for September 2014**

- Random Drug only: 12
- Random Alcohol: 2
- Post Accident Drugs: 1
- Post Accident Alcohol: 1

**TOTAL TESTS COMPLETED**

- 16

2. Internal PATCO Safety Activities:
   - Conducted and participated in monthly Joint Workplace Committee meeting with monthly SACC meeting.

3. Involvement in Authority Activities:
   - Participated in Central Safety & Health Meeting.
     - Internal Safety & Security Audit

4. Outside Agency Involvement
   - Participated in NJSOA Quarterly Meeting
PORT AUTHORITY TRANSIT CORPORATION

BOARD MEETING

Friends Meeting House
320 Arch Street
Philadelphia, Pennsylvania

Thursday, September 18, 2014
PRESENT

PENNSYLVANIA

William Sasso, Esquire
Michelle Kichline, Esquire
Walter D'Alessio
Joann Bell
John Lisko, Esquire (for Robert McCord)
Eugene DePasquale (via telephone)
John J. Dougherty
Andrew Reilly, Esquire
Victoria Madden

NEW JERSEY

Jeffrey L. Nash, Esquire, Vice Chairman
(Chairied the meeting)
Albert Frattali
Richard Sweeney
Charles Fentress
Denise Mason
E. Frank DiAntonio (via telephone)

Officers and Chiefs

John Hanson, Chief Executive Officer
Danielle McNichol, General Counsel and
Corporate Secretary
Kristen Mayock, Deputy General Counsel
Michael Conallen, Deputy Chief Executive Officer
James White, Chief Financial Officer
Timothy Pulte, Chief Operations 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
Elizabeth McGee, Administrative Coordinator
William Shanahan, Director, Gov. Relations
Susan Squillace, Manager, Purchasing
Dawn Whiton, Administrative Coordinator
Dan Auletto, Bridge Director, WWB
Mark Lopez, Manager, Government Relations
Barbara Holcomb, Manager, Capital Grants
Jesse Graziani, Toll Manager BFB/BRB
Matt Luongo, Lt. Police BFB
Fran O’Brien, Manager Comm./Customer Relations

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
John Boyle, CAC
Tara Chupka, IBEW
Peter Nissan, Acacia
Kathy Clupper, PFM
Paul Nussbaum, Inquirer
Arnold Alston, Wells Fargo
Chris Rupe
Jim Blume
Dan Walworth, Duane Morris
Frank Keel
Brian Stevenson
Speakers

Charles Roberts, Ironworkers Local 401
Nina McKissock
Father Waters
<table>
<thead>
<tr>
<th>Index</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>Roll Call</td>
<td>6</td>
</tr>
<tr>
<td>Report of General Manager</td>
<td>7</td>
</tr>
<tr>
<td>Approval of August 20, 2014 PATCO Board Meeting Minutes</td>
<td>10</td>
</tr>
<tr>
<td>Monthly List of Payments - Covering Month of August 2014</td>
<td>10</td>
</tr>
<tr>
<td>Monthly list of purchase Orders and Contracts of August 2014</td>
<td>10</td>
</tr>
<tr>
<td>Balance Sheet and Equity Statement, dated July 31, 2014</td>
<td>11</td>
</tr>
<tr>
<td>Approval of Operations and Maintenance Committee Minutes of September 3, 2014</td>
<td>11</td>
</tr>
<tr>
<td>Adopt Resolutions approved by Operations and Maintenance Committee of September 3, 2014</td>
<td>11</td>
</tr>
<tr>
<td>PATCO-14-035 Woodcrest Station Shredding</td>
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<tr>
<td>PATCO-14-036 PATCO Upgrade to Automated Fare Collection System Central Computer System</td>
<td>11</td>
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<td>PATCO-14-037 Hardwiring Security Cameras, Emergency Call Boxes and Parking Lot Fare Gates at Haddonfield Station</td>
<td>11</td>
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<td>PATCO-14-038 PATCO/SEPTA Vertical Transportation Equipment</td>
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<tr>
<td>Unfinished Business</td>
<td>12</td>
</tr>
<tr>
<td>New Business</td>
<td>12</td>
</tr>
</tbody>
</table>
PROCEEDINGS

VICE CHAIRMAN NASH: We're going to call the roll for the monthly PATCO meeting.

MS. McNICHOL: Vice Chairman Nash?

VICE CHAIRMAN NASH: Here.

MS. McNICHOL: Commissioner Mason?

COMMISSIONER MASON: Here.

MS. McNICHOL: Commissioner Kichline?

COMMISSIONER KICHLINE: Here.

MS. McNICHOL: Commission DiAntonio?

COMMISSIONER DIANTONIO: Here.

MS. McNICHOL: Commissioner Frattali?

COMMISSIONER FRATTALI: Here.

MS. McNICHOL: Commissioner Sweeney?

COMMISSIONER SWEENEY: Here.

MS. McNICHOL: Commissioner Sasso?

COMMISSIONER SASSO: Here.

MS. McNICHOL: Commissioner Riley?

COMMISSIONER RILEY: Here.

MS. McNICHOL: Commissioner Dougherty?

COMMISSIONER DOUGHERTY: Present.

MS. McNICHOL: Commissioner Fentress?
COMMISSIONER FENTRESS: Here.

MS. McNICHOL: Commissioner Lisko?

COMMISSIONER LISKO: Here.

MS. McNICHOL: Commissioner Bell?

COMMISSIONER BELL: Here.

MS. McNICHOL: You have a quorum, sir.

VICE CHAIRMAN NASH: Thank you very much.

MR. DePASQUALE: Eugene. I'm here again.

VICE CHAIRMAN NASH: That's the Auditor General calling in from Harrisburg. General you are, you are recognized as being present in this meeting.

The first is the report of the General Manager.

MR. RINK: Thank you, Mr. Vice Chair. No changes to report as submitted.

I'd just like to highlight two things. Two weekends from now is one on the biggest events on PATCO. It's the MS-150.

Hate to put you on the spot, Mr. Vice Chair, are you participating this year?

VICE CHAIRMAN NASH: I'm sorry. I cannot hear you.
MR. RINK: Are you riding the 150 this year?

VICE CHAIRMAN NASH: The sound is not very good. I don't understand. I don't hear what you're saying.

MR. RINK: Are you participating in the MS-150 that is two weekends from now, and I wanted to know if you were participating.

VICE CHAIRMAN NASH: Yes. Yes. In fact, I have raised a lot of money for it. So I'm really excited. I don't know if I'll make it alive, but I am riding with Team Camden County.

MR. RINK: I wish you the best on that.

VICE CHAIRMAN NASH: Thank you.

MR. RINK: And just a follow-up to what Mr. Hanson mentioned earlier in regards to the incident this past Monday. I just wanted to let the Board and the public know we had an outpouring through social media, phone calls, and e-mails from our customers, employees, asking about the well-being of our train operator. We appreciate all the thoughts that came in, and just want to let everyone know they were forwarded to the train operator. It was a hard situation. And I'd just like to
compliment the fine work under the circumstances that our Transit Unit did, along with the PATCO staff, to address that situation on Monday.

VICE CHAIRMAN NASH: That's a very good point. The train operator obviously was an eyewitness to the tragedy on the tracks at 8th and Market. And he is in our prayers as well. It's a very difficult thing for any professional to have to experience, and I know that you have provided the necessary help for that employee.

MR. RINK: No further comment.

VICE CHAIRMAN NASH: Just a note, John. I do have to say that I get a lot of comments all the time from people, sometimes good and sometimes bad, but the comments about how well the PATCO social media communications have been it's been exceptional.

So I want to congratulate you and everyone else who has been communicating with the public, especially during this very difficult traffic outage. You've done a good job with that, so I wanted to publicly recognize those who were involved in that. Every morning they sign on Facebook and Twitter, and every night they sign off.
MR. RINK: Thank you, Mr. Vice Chair. I'll make sure that that gets passed on to all those involved.

VICE CHAIRMAN NASH: All right.

Any questions of the General Manager?

Seeing none, I'll move to the approval of the minutes from August 20, 2014.

Any corrections?

Seeing none, is there a motion to approve?

COMMISSIONER KICHLINE: So moved.

COMMISSIONER FRATTALI: Second.

VICE CHAIRMAN NASH: All those in favor.

ALL PRESENT COMMISSIONERS: Aye.

VICE CHAIRMAN NASH: Opposed.

Motion carries.

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

Is there a motion to accept?

COMMISSIONER KICHLINE: Move.

COMMISSIONER FRATTALI: Second.

VICE CHAIRMAN NASH: All those in favor.

ALL PRESENT COMMISSIONERS: Aye.
VICE CHAIRMAN NASH: Opposed.
Motion carried.
Next, is the balance sheet and equity statement dated July 31, 2014.
Is there a motion to accept?
COMMISSIONER FENTRESS: So moved.
VICE CHAIRMAN NASH: Is there a second?
COMMISSIONER KICHLINE: Second.
VICE CHAIRMAN NASH: All those in favor.
ALL PRESENT COMMISSIONERS: Aye.
VICE CHAIRMAN NASH: Opposed.
Motion carries.
Next item is the approval of the Operations and Maintenance Committee meeting minutes of September 3, 2014.
COMMISSIONER FENTRESS: Move.
COMMISSIONER FRATALLI: Second.
VICE CHAIRMAN NASH: All those in favor.
ALL PRESENT COMMISSIONERS: Aye.
VICE CHAIRMAN NASH: Opposed.
Motion carries.
There are for the Operations and Maintenance...
Committee there are 1, 2, 3, 4 resolutions; 35, 36, 37
and 38.

Are there any questions regarding any of those resolutions?

I'm going to note that I am going to abstain on Resolution 35, which involves a Camden County event.

On those four motions is there a...I'm sorry.

On those four resolutions is there a motion to adopt?

COMMISSIONER FENTRESS: Move.

COMMISSIONER SASSO: Second.

VICE CHAIRMAN NASH: All those in favor?

ALL PRESENT COMMISSIONERS: Aye.

VICE CHAIRMAN NASH: Opposed.

Those four resolutions pass.

Any unfinished business?

Seeing none, I'll move to new business.

Consideration of the pending DRPA contracts between 25,000 and 100,000 dollars. Any questions on that resolution?

Seeing none, I'll take a motion to adopt.

COMMISSIONER SASSO: So moved.
COMMISSIONER BELL: Second.

VICE CHAIRMAN NASH: All those in favor.

ALL PRESENT COMMISSIONERS: Aye.

VICE CHAIRMAN NASH: Opposed.

That motion carries.

Motion to adjourn the PATCO meeting.

COMMISSIONER SASSO: So moved.

COMMISSIONER FENTRESS: So moved.

VICE CHAIRMAN NASH: All those in favor?

ALL PRESENT COMMISSIONERS: Aye.

VICE CHAIRMAN NASH: Opposed.

That PATCO meeting is Adjourned.

(Whereupon, the PATCO Board Meeting ended on September 18, 2014.)
CERTIFICATE

This is to certify that the attached proceedings before the Port Authority Transit Corporation Board Meeting on September 18, 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>
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<td>AFC Customer Service Center</td>
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<tr>
<td>Acadata</td>
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Grand Total                                    |                                          |                             | $4,653,350.43 |
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</tr>
<tr>
<td>HENRY KNIGHT COMPANY</td>
<td>OVERHAUL TRANSIT CAR TRUCKS</td>
<td>134928</td>
<td>$1,305.00</td>
<td>25KTHRES</td>
</tr>
<tr>
<td>HILTI INC</td>
<td>Stores Inventory - Lindenwold</td>
<td>134954</td>
<td>$77.24</td>
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<td>Homeland Industrial Supply</td>
<td>Janitorial Services</td>
<td>134929</td>
<td>$437.00</td>
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<tr>
<td>Homeland Industrial Supply</td>
<td>Vegetation Control</td>
<td>135040</td>
<td>$756.00</td>
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<td>135030</td>
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<td>INDCO INC.</td>
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<td>134976</td>
<td>$3,526.40</td>
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<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>JAMAICA BEARINGS INC</td>
<td>MOTOR COUPLINGS</td>
<td>134964</td>
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<td>25KTHRES</td>
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<td>JAMES DOORECHCK INC.</td>
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<td>134936</td>
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<td>JAMES DOORECHCK INC.</td>
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<td>134942</td>
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<td>JOSEPH FAZZIO INC.</td>
<td>Janitorial Services</td>
<td>134999</td>
<td>$2,314.96</td>
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<td>Kaeser Compressors</td>
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<td>$415.75</td>
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<td>KC Electrical Distributors, Inc.</td>
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<td>L.B. Foster Co.</td>
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<td>135006</td>
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<tr>
<td>Laurel Lawnmower Service</td>
<td>Snow &amp; Ice Removal</td>
<td>135035</td>
<td>$634.00</td>
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<td>LIBERTY ELECTRONICS, INC.</td>
<td>Stores Inventory - Lindenwold</td>
<td>135014</td>
<td>$210.00</td>
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<td>M S C INDUSTRIAL SUPPLY CO. INC.</td>
<td>Stores Inventory - Lindenwold</td>
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<td>THIRD RAIL ASSEMBLIES</td>
<td>134980</td>
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<td>MURPHY &amp; READ SPRING MFG</td>
<td>THIRD RAIL ASSEMBLIES</td>
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<td>25KTHRES</td>
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<tr>
<td>MURPHY &amp; READ SPRING MFG</td>
<td>TREAD BRAKE UNITS</td>
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<td>NAPA Auto Parts Westmont</td>
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<td>Stores Inventory - Lindenwold</td>
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<td>NEWARK INONE</td>
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<td>PAPER MART INC.</td>
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<td>Pemberton Electrical Supply Company</td>
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<td>135025</td>
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<td>PENGINDA SafEty equipment CO</td>
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<td>$1,678.07</td>
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<td>PHILADELPHIA INSTRUMENT AND CONTROL, INC.</td>
<td>MOTOR COUPLINGS</td>
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<td>PITNEY BOWES INC</td>
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<td>Precision Flow LLC</td>
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<td>Quality Drywall Inc.</td>
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<td>RAM Industrial Services LLC</td>
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<td>RED THE UNIFORM TAILOR</td>
<td>Purchase Of Uniforms</td>
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<td>Joint Bars And Compromises</td>
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<td>Reliable Trailer, Inc.</td>
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<td>Riggins Inc.</td>
<td>Gas Inventory</td>
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<td>Riggins Inc.</td>
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<td>Siemens Rail Automation Corporation</td>
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<td>SIMCO ELECTRONICS</td>
<td>Shop Equipment</td>
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<td>SIMCO ELECTRONICS</td>
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<td>SIMCO ELECTRONICS</td>
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<td>Shop Equipment</td>
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<td>$75.00</td>
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<td>SIMCO ELECTRONICS</td>
<td>Shop Equipment</td>
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<td>$193.00</td>
<td>25KTHRES</td>
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<td>SIMCO ELECTRONICS</td>
<td>Shop Equipment</td>
<td>83977</td>
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<td>SIMCO ELECTRONICS</td>
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<td>SimplexGinnell LP</td>
<td>CAMDEN SUBWAY FAN PROJECT</td>
<td>134992</td>
<td>$229,830.00</td>
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<tr>
<td>Smalley Steel Ring Company</td>
<td>AXLE AND WHEEL WORK</td>
<td>134982</td>
<td>$1,131.00</td>
<td>25KTHRES</td>
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<td>Strato Inc.</td>
<td>TREAD BRAKE UNITS</td>
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<tr>
<td>Swiger Coil Systems A Wabtec Company</td>
<td>TRACTION MOTOR REBUILD</td>
<td>83996</td>
<td>$4,988.00</td>
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<td>Swiger Coil Systems A Wabtec Company</td>
<td>TRACTION MOTOR REBUILD</td>
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<td>$12,768.00</td>
<td>PATCO-14-028</td>
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<tr>
<td>Tactical Public Safety, LLC</td>
<td>UPGRADE PATCO TO 800 MHZ RADIO SYSTEM</td>
<td>135021</td>
<td>$207.82</td>
<td>25KTHRES</td>
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<td>Team One Repair, Inc.</td>
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<td>Team One Repair, Inc.</td>
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<td>The Fairfield Company</td>
<td>Maintenance</td>
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<td>TRI - DIM FILTER CORP</td>
<td>Stores Inventory - Lindenwold</td>
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<td>$4,536.00</td>
<td>25KTHRES</td>
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<td>TRI-STATE INDUSTRIAL DISTRIBUTORS OF NJ, INC.</td>
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<td>134955</td>
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<td>Uline</td>
<td>Stationary Forms, Print</td>
<td>134970</td>
<td>$167.00</td>
<td>25KTHRES</td>
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PATCO Monthly List of Purchase Order Contracts.xlsx

VENDOR NAME
Uline
Unisys Corporation
Unisys Corporation
UNITED REFRIGERATION INC
UTC/Rail & Air Sources, Inc.
UTC/Rail & Air Sources, Inc.
UTC/Rail & Air Sources, Inc.
UTC/Rail & Air Sources, Inc.
UTC/Rail & Air Sources, Inc.
UTC/Rail & Air Sources, Inc.
UTC/Rail & Air Sources, Inc.
UTC/Rail & Air Sources, Inc.
UTC/Rail & Air Sources, Inc.
UTC/Rail & Air Sources, Inc.
UTC/Rail & Air Sources, Inc.
Van - Air & Hydraulics, Inc.
Vapor Stone Rail Systems
W.B. Mason Co., Inc.
W.B. Mason Co., Inc.
WABTEC
WINNER FORD
Y-Pers, Inc.

ITEM DESCRIPTION
Stores Inventory - Lindenwold
Replacement of Unisys Server
Prof. Services-data Processing
Stores Inventory - Lindenwold
Gear Unit repairs
Gear Unit repairs
Gear Unit repairs
Gear Unit repairs
Gear Unit repairs
Gear Unit repairs
Gear Unit repairs
Gear Unit repairs
Gear Unit repairs
Gear Unit repairs
Gear Unit repairs
Stores Inventory - Lindenwold
Stores Inventory - Lindenwold
Joint Bars And Compromises
Miscellaneous Office Exp.
Stores Inventory - Lindenwold
Auto-materials, Oil,& Repairs
Stores Inventory - Lindenwold

Page 3

PO NUMBER
134970
134940
134951
135009
83981
83982
83983
83984
83985
83988
83989
83990
83991
83992
83993
134956
135015
134933
135027
135017
301438
134961

AMOUNT
$36.00
$10,336.00
$24,600.00
$757.19
$2,170.85
$2,170.85
$2,185.85
$2,185.85
$2,170.85
$2,185.85
$2,185.85
$2,185.85
$2,185.85
$2,185.85
$2,185.85
$1,598.03
$1,027.25
$169.96
$547.74
$9,012.25
$3,000.00
$874.00

RESOLUTION
25KTHRES
25KTHRES
25KTHRES
25KTHRES
PATCO-14-015
PATCO-14-015
PATCO-14-015
PATCO-14-015
PATCO-14-015
PATCO-14-015
PATCO-14-015
PATCO-14-015
PATCO-14-015
PATCO-14-015
PATCO-14-015
25KTHRES
PATCO-14-006
25KTHRES
25KTHRES
PATCO-13-035
25KTHRES
25KTHRES


BALANCE SHEET
PORT AUTHORITY TRANSIT CORPORATION

BALANCE SHEET
August 31, 2014

<table>
<thead>
<tr>
<th>ASSETS</th>
<th>December 31, 2013</th>
<th>August 31, 2014</th>
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</thead>
<tbody>
<tr>
<td>Cash (Includes $107,460 in Station Escrow Funds)</td>
<td>$1,058,237</td>
<td>$548,951</td>
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<td>Investments (Note 1)</td>
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<td>2,654,825</td>
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<td>Accounts Receivable</td>
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<td>1,039,371</td>
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<td>Inventory at lower of cost (first-in, first-out) or market</td>
<td>6,115,929</td>
<td>5,936,582</td>
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<tr>
<td>Prepaid Expenses</td>
<td>453,643</td>
<td>1,042,141</td>
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<tr>
<td>Work Orders in Progress</td>
<td>498,142</td>
<td>1,552,075</td>
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<tr>
<td><strong>Total Assets</strong></td>
<td><strong>$11,568,885</strong></td>
<td><strong>$12,773,945</strong></td>
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</table>

<table>
<thead>
<tr>
<th>LIABILITIES AND EQUITY</th>
<th></th>
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</thead>
<tbody>
<tr>
<td><strong>Liabilities:</strong></td>
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<tr>
<td>Accounts Payable:</td>
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<tr>
<td>Trade</td>
<td>$ 1,738,994</td>
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<tr>
<td>Delaware River Port Authority (Note 2)</td>
<td>244,730,000</td>
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<tr>
<td>Accrued Liabilities:</td>
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<tr>
<td>Reserve for Other Post Employment Benefits (Note 4)</td>
<td>14,000,112</td>
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<tr>
<td>Deferred Revenue (Note 5)</td>
<td>3,311,580</td>
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<tr>
<td>Wages</td>
<td>710,616</td>
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<td>Payroll taxes</td>
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<td>Pension and Other</td>
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<tr>
<td>Sick Leave Benefits</td>
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<td>Reserve for Unused Vacation</td>
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<td>Reserve for contingent liabilities (Note 3)</td>
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<td><strong>Total Liabilities</strong></td>
<td><strong>$ 271,227,094</strong></td>
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<td><strong>Equity:</strong></td>
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<tr>
<td>Advances from Delaware River Port Authority</td>
<td>360,760,210</td>
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<tr>
<td>Deficit</td>
<td>($ 620,418,419)</td>
</tr>
<tr>
<td><strong>Total Equity</strong></td>
<td><strong>$ 11,568,885</strong></td>
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## PORT AUTHORITY TRANSIT CORPORATION
(A Wholly Owned Subsidiary Of Delaware River Port Authority)

### STATEMENT OF REVENUES AND EXPENSES AND DEFICIT
FOR THE PERIOD INDICATED

<table>
<thead>
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<th></th>
<th>Year to date ended</th>
<th>Month ended</th>
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<tbody>
<tr>
<td></td>
<td>August 31,2014</td>
<td>August 31,2014</td>
</tr>
<tr>
<td><strong>Operating Revenues:</strong></td>
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<td></td>
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<tr>
<td>Passenger fares</td>
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<td>$1,961,203</td>
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<td>Passenger parking</td>
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<td>Passenger - other</td>
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<td>41</td>
</tr>
<tr>
<td><strong>Total Operating Revenues:</strong></td>
<td><strong>$17,559,076</strong></td>
<td><strong>$2,081,082</strong></td>
</tr>
</tbody>
</table>

| **Operating Expenses:** |                   |              |
| Maintenance of Way and Power | 7,600,028 | 993,802     |
| Maintenance of Equipment | 4,496,806     | 581,903     |
| Purchased Power           | 3,272,314     | 382,518     |
| Transportation            | 10,682,557    | 1,473,487   |
| General Insurance         | 1,960,908     | 127,194     |
| Superintendence and General Office | 3,365,752 | 610,445     |
| **Rent of Rapid Transit System Facilities (Note 2)** | **31,378,365** | **4,169,349** |
| **Other Post Employment Benefits Accrual (Note 4)** | **4,081,332** | **510,167** |
| **Total Operating Expenses:** | **$35,459,697** | **$4,679,516** |

| **Net Income (loss)** | ( $ 17,900,621) | ( $ 2,598,434) |

| **Deficit, December 31, 2013** | ( $ 620,418,419) |

| **Deficit, August 31, 2014** | ( $ 638,319,040) |

See Notes To Financial Statements
1. **Investments:**

   The Corporation has set aside $2,655,000, par value Treasury Bill due 12-26-14 to partially fund its liability for self-insurance with the following limits:
   
   (a) Totally self-insured for Voluntary Workers Compensation.
   
   (b) Comprehensive General Liability from the first dollar to $5,000,000 per occurrence.

2. **Rent of transit system facilities:**

   All rapid transit system facilities used by the Corporation are leased from the Delaware River Port Authority, under terms of an agreement dated April 18, 1969 and amended June 3, 1974. The lease requires the Corporation to operate and maintain the Locust-Lindenwold line.

   The terms of the amended agreement, which was made retroactive to January 1, 1974, and which is to continue from year to year, provide that the Corporation pay a minimum annual rental of $6,122,000, which approximates the sum of the annual interest expense to the Delaware River Port Authority for that portion of its indebtedness attributable to the construction and equipping of the leased facilities plus the provision for depreciation of the rapid transit facilities as recorded by the Authority. In addition, the lease requires the Corporation to pay to the Authority any net earnings from operations for the Locust-Lindenwold line less a reasonable amount to be retained for working capital and operating reserves.

   The rent is payable semi-annually on June 30 and December 31. The Corporation is in default of this agreement as payments totaling $248,811,332 from January 1, 1974 through August 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 $4,445,509 for Comprehensive General Liability and $1,833,778 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 & Maintenance Committee Meeting

One Port Center
2 Riverside Drive
Camden, New Jersey

Wednesday, October 1, 2014

Committee Members:

William Sasso, Esquire, Chairman
Albert Frattali, Vice Chairman
Andrew Reilly, Esquire
    (via telephone)
Richard Sweeney
Michelle Kichline, Esquire
    (via telephone)
E. Frank DiAntonio
Joann Bell
    (via telephone)

Also Present:

Peter Simon, Assistant Counsel,
    New Jersey Governor's Authorities Unit
Christine Wechsler Rayer, Esquire,
    Deputy General Counsel, PA Governor’s Office
    (via telephone)
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
Barbara Holcomb, Manager, Capital Grants
Fran O'Brien, Manager, Customer & Community Relations
Sheila Milner, Administrative Coordinator
Elizabeth McGee, Administrative Coordinator
Dan Cosgrove, Senior Engineer
Philip Spinelli, Project Manager, PATCO
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PROCEDINGS

(8:00 a.m.)

CHAIRMAN SASSO: I believe we have a quorum, so I'd like to call to order the meeting of the Operations & 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 Chair Fratalli?

VICE CHAIRMAN FRATALLI: Here.

MS. McNICHOL: Commissioner Reilly?

COMMISSIONER REILLY: Here.

MS. McNICHOL: Commissioner Kichline?

COMMISSIONER KICHLINE: Here.

MS. McNICHOL: Commissioner Sweeney?

COMMISSIONER SWEENEY: Here.

MS. McNICHOL: Commissioner DiAntonio?

COMMISSIONER DIANTONIO: Here.

MS. McNICHOL: Is Commissioner Bell on the phone?

COMMISSIONER BELL: Here.
You have a quorum, sir.

CHAIRMAN SASSO: Thank you.

There are five items on the agenda for today. The first item is general engineering consulting services.

Mr. Venuto?

MR. VENUTO: Thank you. Good morning. This is just a resolution we -- last O&M Committee we talked about the GECs and the limits, and how we'd like to revise the process. And this is a formal SS&R for us to vote on to proceed with our discussion last month.

So staff is seeking authorization to amend the Authority's existing policy regarding the general engineering consulting service agreements to expand the field of consultants from ten firms to all recommended firms per discipline and to establish the maximum threshold of $250,000 for individual task orders.

The GEC agreements provide professional engineering services in five areas; civil structural, structure monitoring, electrical and mechanical engineering, environmental and geotech engineering, and traffic and transportation engineering.
We typically select two firms per discipline and we have used a limit of $100,000 for each task, their on-call task. And what we'd like to do, based on research we've done with what a lot of other agencies do, we'd like to increase that task amount to $250,000, because we're not making the most effective use of these task orders because we're not getting much for the $100,000.

And we'd also like to increase this, the amount of firms. So instead of limiting it to two per discipline, we'd like to limit it to -- we'd like to open it up to all recommended firms, which will give more firms an opportunity to work here at the DRPA and increase some of the competition.

And in the future, on bigger projects, when we have -- those firms that get that experience here, can then go on to be prime consultants on some of the bigger work.

So, as a for instance, we typically we limit it now to two in each discipline; but in another scenario, if we allowed all recommended firms for, say civil structural or construction monitoring, we might have
seven firms and we can pick off of that where -- we
get -- so it would be seven, eight, ten firms per group
that we can pick off of.

We typically get six -- last time, we got 66
submissions from consultants to be on this list. So in
lieu of narrowing it down to ten, I'm basically asking to
expand the breadth of firms.

And what I'd like to do is -- so those two
things, and what I'd like to do is then come back to this
O&M Committee. What happens is, I sign, then Deputy CEO
Conallen signs the task orders, and John Hanson signs
them. And then what we can do, on a monthly basis when I
report spending tracking, I can just advise the O&M
Committee that these are the task orders that we have
this month, so there's a check and balance.

CHAIRMAN SASSO: I think if you give the
identity of the engineering firm and a brief description
of the contract and the amount of the contract, it would
be good.

MR. VENUTO: Yes, sir.

CHAIRMAN SASSO: Is the Committee okay with
that?
COMMISSIONER DIANTONIO: Yes. Sounds good.

MR. VENUTO: So what'll happen is the existing
-- if you're okay with this, the existing GECs expire at
the beginning of next year, March of next year. So once
this -- if this is approved by the Board and passes the
veto period, we'll advertise for the next round of GECs,
and then we'll be back to the Board probably January-ish
for the new round, the new set of consultants that will
fall under the new guidelines.

CHAIRMAN SASSO: Okay.

Do we need a motion for these items?

MS. McNICHOL: Yes, sir.

CHAIRMAN SASSO: If there are no questions,
I'll accept a motion recommending this to the Board for
approval.

VICE CHAIRMAN FRATALLI: So moved.

COMMISSIONER DIANTONIO: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion? All in favor?

COMMISSIONER SWEENEY: Aye.

COMMISSIONER DIANTONIO: Aye.

VICE CHAIRMAN FRATALLI: Aye.
CHAIRMAN SASSO: Opposed?

(No response.)

CHAIRMAN SASSO: It's carried.

Next item is purchase of electric energy.

Mr. Rink?

MR. RINK: Thank you, Mr. Chairman, Commissioners.

We're here to ask for authorization from the Board to allow the Chairman and the Vice Chairman to act into an agreement for the purchase of our electric power for DRPA and PATCO, which includes One Port Center, an amount not estimated to exceed $8 million in total for all our DRPA and PATCO accounts.

This will be for a three-year contract period ending in December 31st, 2017.

If you recall, in 2004, 2007, and 2011, the Board approved resolutions allowing us to already receive bids for its electrical energy requirements and to quickly award a contract for its energy requirements with the approval of the Chair and Vice Chair of the Board.

What I have -- I have Mr. Spinelli, if you recall, here today. We're -- next year, our contracts
expire from when we went out to our electrical auction, and we're in the process now of -- we'll be bringing on a consultant to help us through that process.

This approval allows Mr. Hanson, with Chair and Vice Chair consent, to act quickly to sign an energy contract. And Phil can explain a little more. When we get the bid prices in, we have 24 hours to execute a contract. So what we did in the past, John would reach out to the Vice Chair and Chair. They would concur and then we could sign the electrical contract.

And, Phil, if you want to explain a little more in regards to the electrical purchase.

MR. SPINELLI: Well, John pretty much summed it up, but we're going to go out for -- this is the first step in the process. This will give the Chair authorization to sign.

Generally, the suppliers will hold their price till 4 p.m. that day. It's a very, very volatile market. Prices change daily. As part of the process, we ask that they hold their price till 4 p.m.

So when the bid processes end, which is usually around 11:30, 12 o'clock in the afternoon, we have till 4
p.m. to sign a contract. So, because of our procedures, this -- you know, it wouldn't be our -- normal procedures would not permit this to occur that quickly. So this kind of bypasses that procedure a little bit, gives us preauthorization to move forward.

Our last procurement, we saved, to date up to approximately $2.5 million. We had anticipated we'd save --

CHAIRMAN SASSO: Per annum? Or --

MR. SPINELLI: For the 2-1/2-year period.

CHAIRMAN SASSO: Two-and-a-half.

MR. SPINELLI: We had anticipated saving between $3 million and $5 million. We're on track for $3 million in our savings. So it's to our advantage to move forward with this.

MR. RINK: So what we're asking is the authorization to begin the process, enable for us to award on that 24-hour basis. As we mentioned before, the contracts expire in June, I believe. So we will soon be putting out a qualification package for a firm to help us go through the auction like we did last time, and then conduct the auction come June.
CHAIRMAN SASSO: And who helped us last time?

Who was our principal --

MR. SPINELLI: A company by the name of Dome-Tech out of Edison, New Jersey.

CHAIRMAN SASSO: And refresh my recollection. Are there state contracts that we could piggyback on? And did we go independent --

MR. SPINELLI: We had looked at state contracts. We do not qualify for the State contract -- for the State contract in New Jersey. I'm not sure about Pennsylvania. I don't recall.

Dome-Tech did not charge us any direct fees. Their fees come from the suppliers.

CHAIRMAN SASSO: Right.

MR. SPINELLI: And it's built into the price of the suppliers' bids.

CHAIRMAN SASSO: Okay. If we could --

MR. SPINELLI: And we actually --

CHAIRMAN SASSO: -- just double check on the state contracts --

MR. RINK: Sure.

CHAIRMAN SASSO: -- again, just to make sure
nothing's changed.

MR. SPINELLI: We actually received a better price than the New Jersey State contract. You have to look at who you aggregate with. And, for example, New Jersey Transit aggregated with State of New Jersey, and because the State -- most of the State's usage is different than what New Jersey transit does for a living, New Jersey Transit ended up paying a higher rate than we pay for electricity.

MR. RINK: But we'll follow up on that to confirm.

CHAIRMAN SASSO: Okay. Okay, with that caveat, then, I'll accept a motion recommending this to the Board for approval.

COMMISSIONER DIANTONIO: So moved.

COMMISSIONER SWEENEY: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion? All in favor?

VICE CHAIRMAN FRATALLI: Aye.

COMMISSIONER DIANTONIO: Aye.

CHAIRMAN SASSO: Opposed?

(No response.)
CHAIRMAN SASSO: It's carried.

Next item is the maintenance contract for traffic control and HVAC systems for DRPA bridge facilities.

Tim Pulte?

MR. PULTE: Thank you, Mr. Chairman.

We were asking the Board's approval to negotiate a one-year contract with a company called Tri-M Group of Kennett Square, PA, for the maintenance of traffic control and HVAC systems for the DRPA bridges, the four bridges, the facilities. This is under a federal GSA contract. This would be a one-year contract.

There is traffic control and HVAC control systems located at each of the four bridges' facilities consisting of control equipment, hardware and software. This controls the lane traffic indicator signs, speed limit signs, monitoring bridge wind speed, pavement temperatures, so on, so forth.

Purchasing and Bridge Operations staff has reviewed the proposed maintenance agreements submitted by Tri-M and believe the price and scope of work submitted is fair and reasonable. We have looked to do this work
in-house and believe it's outside of our capabilities and we're asking for Board approval.

CHAIRMAN SASSO: Questions, comments?
If not, I'll accept a motion recommending this to the Board for approval.

COMMISSIONER DiANTONIO: So moved.

VICE CHAIRMAN FRATALLI: Second.

CHAIRMAN SASSO: It's been moved and seconded.
Any further discussion?
All in favor?

COMMISSIONER SWEENEY: Aye.

COMMISSIONER DiANTONIO: Aye.

CHAIRMAN SASSO: Opposed?
(No response.)

CHAIRMAN SASSO: It's carried.

Next item is the custodial services for the DRPA bridge facilities.

Again, Mr. Pulte?

MR. PULTE: Thank you, Mr. Chairman.

Staff is asking Board's approval to enter into an additional funding with Watts Window Cleaning and Janitorial Company, Inc. of Philadelphia, Pennsylvania,
for emergency custodial services at the four bridge
facilities in the amount of $10,000, $5,000 per year.

The Board did authorize the contract, a three-
year contract, with Watts Window Cleaning and Janitorial.
We have discovered that there is a need for emergency
cleaning and after hours. Some of this deals with police
activity, with bringing in individuals, and calling in
emergency clean-up.

So we're asking to add to the contract of
$10,000, $5,000. In order not to exhaust the current
contract's funds, adding an additional $10,000 will allow
for approximately two emergency after-hour calls and
cleaning services per year for each bridge over the
remaining term. And the breakdown of the hourly rates,
and so on, they're all in the contract.

CHAIRMAN SASSO: That's a $10,000 maximum
addition?

MR. PULTE: Yes, sir.

CHAIRMAN SASSO: Okay.

Comments, questions?

I'll accept a motion recommending this to the
Board for approval.
COMMISSIONER DiANTONIO: So moved.

CHAIRMAN SASSO: It's been moved and --

COMMISSIONER SWEENEY: Second.

CHAIRMAN SASSO: -- seconded.

Any further discussion?

All in favor?

COMMISSIONER DiANTONIO: Aye.

CHAIRMAN SASSO: Opposed?

(No response.)

CHAIRMAN SASSO: It's carried.

Next item is supplemental unleaded gasoline for DRPA vehicles.

Again, Mr. Pulte?

MR. PULTE: The staff is asking Board's authorization to negotiate the supplemental purchase of unleaded gasoline with Riggins, Inc. of Vineland, New Jersey, for the purchase of unleaded gasoline in the amount of $62,419.47, to purchase unleaded gasoline for the Delaware River Port Authority vehicles, including maintenance, public safety and staff operation vehicles.

Supplemental purchase in the amount of $62,419.47, we're asking for your approval.
CHAIRMAN SASSO: Why is this a supplemental purchase?

MR. PULTE: Well, we're going out to bid for our contract, and we have the need for additional gasoline, so this will supplement it until we get --

CHAIRMAN SASSO: So it's an interim --

MR. PULTE: -- work with Purchasing to do that.

CHAIRMAN SASSO: It's for an interim period of time?

MR. PULTE: Yes, sir.

CHAIRMAN SASSO: Okay.

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

VICE CHAIRMAN FRATALLI: So moved.

COMMISSIONER SWEENEY: Second.

CHAIRMAN SASSO: Moved and seconded.

Any further discussion?

All in favor?

COMMISSIONER DiANTONIO: Aye.

COMMISSIONER SWEENEY: Aye.

CHAIRMAN SASSO: Opposed?
(No response.)

CHAIRMAN SASSO: It's carried.

General discussion, five items and one change order, supplemental update.

First item is Contract Number WW-19-2014, Walt Whitman Bridge boiler replacement.

Mr. Venuto?

MR. VENUTO: Yes, thank you.

The original contract amount on this contract was $474,935, of which $35,000 was allocated for project -- or site coordination and conditions. The final change order on this project reduces the total contract amount by $72,376. The change order consists of a decrease to one contract item and deletion of two contract items, and addition of three new contract items.

This is a finished project. We did not need a project site condition fund. We also had a predetermined line amount in the event that we found asbestos that we didn't need, so that line item comes out.

There's some minor changes on the size of the boiler, which it was, again, a further reduction. And then we had two increases due to state requirements. As
far as PA state inspections, we had to add one additional
safety valve and increase some piping. So those were
additions to the project.

But overall, the project is finished, and it's
going to be a $72,000 decrease in the contract price.

CHAIRMAN SASSO: How much was site condition,
of the $72,000?

MR. VENUTO: $35,000.

CHAIRMAN SASSO: $35,000? Okay.

Comments, questions.

Do we need a motion for this?

MR. VENUTO: We do not.

MS. McNICHOL: No, sir.

CHAIRMAN SASSO: Okay.

Next item is Walt Whitman Bridge priority
repairs.

MR. VENUTO: So last month at the O&M Committee
we talked extensively about the repairs to the gusset
plates -- probably the last two months. We talked about
it again at the Board. And we're moving it forward with
those -- with that project. The first set of priority
repairs are completed.
At the O&M Committee last month, Chairman Sasso, you asked for an executive summary, just a follow up for the Commissioners, so we had HNTB just prepare -- I just wanted to hand it out, just to go over quickly an executive summary of what we came up with, what they prepared for us.

But, in general, some of it we've talked about the last couple of months. It was some real extensive deterioration since the last biennial inspection. And typically we wouldn't see such deterioration dramatically accelerated.

But in this case, we did see -- we had some -- we did comparative pictures from 2012 to 2014, and we did see some accelerated deterioration, we think in part, because of the last two winters. We put -- you had rough winters and we put an exorbitant amount of salt and brine through there, not to mention that the deck was significantly open during those winters.

So, again, we talked about it at the Board meeting. We are extending -- we are go ahead and fixing the additional gusset plates under the contract with American Bridge. And we are going to -- the contract
with them is also going to address any miscellaneous steel repairs as may have been pointed out to us.

They made some recommendations. We're moving forward on one of those recommendations was that we consider implementing a regular construction contract. Other agencies have on-call construction contracts for repairs through the biennials. Like, as soon as we get the report, we find some repairs needed, we can send the contractor out there to do it.

We do that in-house with our own staff, but some things are beyond that, and then we get either the emergency or we get contracts together. So we're right now, we're investigating what other agencies do as far as on-call priority repair services. And I'll be back in front of the O&M Committee once we establish what the best practice is that we can come up with what other agencies do and make a recommendation to how we address that.

CHAIRMAN SASSO: HNTB didn't do either of the most two recent biennial inspections; did they?

MR. VENUTO: They didn't do -- they did -- no, they did 2012. They didn't do 2014. HAKS did 2014. And
they would not have done 2010.

CHAIRMAN SASSO: Because we alternate.

MR. VENUTO: Because we alternate. There was one year when we went through the period; one cycle that we went through the period where we didn't have Board meetings, where consultants did -- we enlisted them to do it again because we had that hiatus in the Board. But that would have been the exception when a firm would have done it more than once in row.

CHAIRMAN SASSO: Yes. I see that there's an explanation for why the inspection didn't pick up the problem sooner.

Are we taking that into account when we do our specs for the next biennial inspection?

MR. VENUTO: We are. We -- like, for instance, we're going through a similar situation here on the Ben Franklin because we have a platform up there doing the track. So we make -- what we do is we make arrangements for when -- they either access it when the -- they'll have to come back and access it.

We'll make arrangements with the consultant to come back and access it when they're able to get through
there with the platform. They're either on the work platform, or when we take it down we supplement the inspection, and then finalize the report for that section.

CHAIRMAN SASSO: Okay.

Any other comments or questions?

VICE CHAIRMAN FRATALLI: Mike, we do these inspections every two years. In the off year, do we, like scan through ourselves and look at things?

MR. VENUTO: In the off year, we have --

CHAIRMAN SASSO: Good question.

MR. VENUTO: Our maintenance crews are out on the bridges, and we have catwalks on these. So while the maintenance crews are out there, they're doing, you know, spot inspections. We also have an engineer assigned to each bridge, who gets out on the bridges on a periodic basis.

The other thing we do is as the biennial inspection report comes in, so the engineer gets their -- the specific bridge engineer gets it, works in conjunction with the bridge operations, the bridge director and their personnel. So all the items that
we're going to do in-house, so we break it up in in-house
and construction.

So on a periodic basis, the bridge engineer is
sitting down with the bridge director and the maintenance
staff, addressing the in-house issues. So while we're
out there we're also looking, keeping our eyes out, yes, sir.

VICE CHAIRMAN FRATALLI: I mean, because
between '12 and '14, it deteriorated so much, it's kind
of scary, in that off year. You know what I mean?

MR. VENUTO: Yes.

And I would just add a -- one of the reasons
why we weren't able to get out there with our own staff
as much is because these were underneath -- we had the
platform up there.

VICE CHAIRMAN FRATALLI: Right. Yes, I know.

MR. VENUTO: And the gusset plates that were in
question were underneath there. We've put a few other
procedures in place. We're working with HNTB now to put
a few other procedures in place as far as what we should
maybe add to our specs in the future --

VICE CHAIRMAN FRATALLI: We're going to have
another bad winter.

MR. VENUTO: -- about requiring that each fracture-critical member gets to it or documents why we can't get to that specific location.

CHAIRMAN SASSO: Okay.

Any other questions, comments?

The next item is the Franklin Square Station.

MR. VENUTO: Yes, sir.

At the last Board meeting, when Commissioner Dougherty brought up Franklin Square in the extended discussion there, I believe, Chairman Sasso, you said that you would have us give an engineering report to the O&M Committee on a monthly basis just on the status of where we are.

CHAIRMAN SASSO: And also keep Commissioner Dougherty posted as well.

MR. VENUTO: And keep Commissioner Dougherty posted, yes, sir.

So those two things -- we did send Commissioner Dougherty an email to let him know that we're going to be talk -- that I would be updating the O&M Committee today. I will have an update for him for the next Board meeting.
But just to update the Committee where it is. So it's only been two weeks since the Board meeting, so we did execute the task order with STV to update the latest, the last two studies that we had. We are work -- they are going to work with DVRPC to look at the models for the area and, you know, project ridership.

And then the other thing that's happened in the last two weeks is I've worked with our grants department, Barbara, and she is actively going to search for some possible grant money to, you know, help out with the cost of opening Franklin Square. So we're keeping our eyes open for any -- she's keeping her eyes open for any grants and we're going to pay attention to that.

CHAIRMAN SASSO: And who did the feasibility study the last time?

MR. VENUTO: STV.

CHAIRMAN SASSO: So they're just updating their own work?

MR. VENUTO: They've been updating their own work, yes sir.

MS. HOLCOMB: And when DVRPC did, in fact, approve for them to move forward with what they're doing,
they approved $12,500 at the last Board meeting last
\nWednesday, to move forward with the ridership study.

MR. VENUTO: Thank you.

CHAIRMAN SASSO: Who owns the station? Is that
\nunder lease with the city, or do we own it or --

COMMISSIONER SWEENEY: We own it.

CHAIRMAN SASSO: We own it?

MR. VENUTO: Yes.

CHAIRMAN SASSO: And does the City have an
\ninterest that we keep Rina Cutler, the Deputy Mayor on
\nTransportation posted, or is that a possibility for some
\nfunding?

MR. RINK: It could be a possibility.

MR. SHANAHAN: We could pass over them and
\oreach out for a finance solution. I mean --

CHAIRMAN SASSO: Okay. All right.

The next item is spending tracking.

MR. VENUTO: Okay. This month we are about 71
\npercent of the spending that we projected at this time,
\nof the $163 million budget for this year for DRPA and
\nPATCO. Engineering was doing $132 million of those
\nprojects. At this point we anticipated spending about
$95 million of that, and we are at $68 million.

And we've talked about some of those projects. There's a few projects that have, that we anticipated starting by now, like the Betsy Ross Bridge resurfacing, like the Commodore Barry Bridge painting, that are delayed but they are moving now. We just had anticipated them moving earlier in the year.

CHAIRMAN SASSO: Okay.

Comments, questions?

Circling back to Franklin Square, it may be that the City has knowledge of some pots of money that may be available as well.

MR. SHANAHAN: Sir, that's a great idea. And Mark and I just had a side conversation. There's great interest in the City for this, too. So it's a perfect setting for a perfect match.

CHAIRMAN SASSO: Okay.

Next item for general discussion is Mr. Rink's new haircut.

(Laughter.)

MR. RINK: You noticed? Thank you.

CHAIRMAN SASSO: I did. I felt it deserved an
explanation.

(Laughter.)

MR. SHANAHAN: Raise your right hand and repeat after me.

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

Can I have a motion and then a second to go into --

COMMISSIONER DIANTONIO: So moved.

VICE CHAIRMAN SWEENEY: Second.

CHAIRMAN SASSO: Moved and seconded.

All those in favor?

COMMISSIONERS: Aye.

CHAIRMAN SASSO: Opposed?

(No response.)

CHAIRMAN SASSO: It's carried.

CHAIRMAN SASSO: We are now back in Open Session. I’ll take a motion to adjourn.

COMMISSIONER DIANTONIO: So moved.

COMMISSIONER FRATTALI: Second.
CHAIRMAN SASSO: All in favor?

COMMISSIONER DiANTONIO, COMMISSIONER Sweeney
and COMMISSIONER FRATTALI: Aye.

(Whereupon, the meeting ended on October 1, 2014, at
8:38 a.m.)
CERTIFICATE

This is to certify that the attached proceedings before the Delaware River Port Authority Operations & Maintenance Committee on October 1, 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
SUMMARY STATEMENT

ITEM NO. DRPA-14-040

SUBJECT: Authorization to Approve and Execute Contracts for Purchase of Electric Energy

COMMITTEE: Operations & Maintenance

COMMITTEE MEETING DATE: October 1, 2014

BOARD ACTION DATE: October 16, 2014

PROPOSAL: That the Board authorizes the Chairman and Vice Chairman acting jointly to enter into agreements for the purchase of electric power for DRPA and PATCO facilities, to include One Port Center, in an amount estimated not to exceed $8,000,000 in total for all DRPA and PATCO accounts in any year. This authorization is to last for a three-year period ending December 31, 2017.

PURPOSE: To enable DRPA/PATCO to obtain electrical energy for its operations and facilities at competitive rates utilizing a competitive process. Granting limited contracting authority to the Chairman and Vice Chairman will enable the DRPA/PATCO to take advantage of rapidly changing market opportunities by soliciting price quotes for electrical energy service when rates are low. The intent is to leverage the electrical demand of PATCO to secure more favorable pricing for the entire Authority. In order to offer the lowest rates, suppliers often require a response within 24 hours or less.

BACKGROUND: For a number of years prior to January 1, 2005, PATCO obtained its electric energy for traction power from PSE&G through an Off-Tariff Rate Agreement (OTRA) which locked in very favorable rates for PATCO. Electric energy that was supplied to the DRPA bridges from New Jersey utility companies was purchased at the tariff rate, which was set by a regulated process. In 2004, the electric energy industry in New Jersey underwent deregulation and consumers such as DRPA and PATCO were required to either competitively bid their energy requirements or receive default pricing from their utility company. The price is set according to regional demand and availability, and there is no maximum. In December 2010, PATCO began obtaining electrical energy for PATCO operations in Philadelphia from PECO. On January 1, 2011, the electric energy market in Pennsylvania also underwent deregulation. Contracting for electric power from a third party supplier provides the opportunity to negotiate prices and terms that are favorable
to the DRPA and PATCO, while mitigating the risk of spikes in the market price. Currently, only the largest accounts are under contract, which expires in June of 2015. The smaller accounts are no longer under contract and have reverted to the default pricing offered by the utility companies.

In August 2004, September 2007, and again in October 2011, the DRPA/PATCO Board approved Resolutions to allow the Authority to receive bids for its electric energy requirements and to quickly award a contract for its energy requirements with the approval of the Chair and Vice Chair of the Board. The most recent approval (Resolution #DRPA-11-085) was for a three-year period, which will expire in November of 2014.

Staff is seeking approval from the Board for a similar approval for another three-year period.

The current market for electricity is extremely sensitive and the generation prices per kilowatt-hour have risen dramatically in recent years. The price of electricity can and does vary from day to day, and even within the course of one day, not unlike other forms of commodities trading. Factors that affect electricity pricing include but are not limited to the cost of source fuel for generation, the availability of those fuel sources, storage, facility maintenance schedules, weather, emerging consumer markets, and world politics. These factors require DRPA to have considerable flexibility in its contracting process.

The contracting process for electricity purchases is extremely time-sensitive, and there is a short time frame for making procurement decisions and contracting commitments. Vendors generally will agree to hold a price only until the close of business on the day it is issued, and “close of business” for trading desks is approximately 2 p.m. Vendors also require that upon acceptance of a quoted price, the customer enters into an agreement that day.

DRPA’s Request for Proposal documents will include a formal contract with terms and conditions to which electrical generators would already have agreed before the price bidding process begins, which will streamline the contracting process considerably. Nevertheless, securing the best prices requires an expedient process for approving and entering into electric power contracts. Accordingly, the attached resolution would authorize the Chairman and Vice Chairman acting jointly to enter into electricity purchase agreements on DRPA’s behalf.
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<td>Source of Funds:</td>
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<td>Capital Project #:</td>
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<td>Operating Budget:</td>
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<td>Master Plan Status:</td>
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<td>Other Fund Sources:</td>
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<td>Duration of Contract:</td>
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<td>Other Parties Involved:</td>
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RESOLUTION

RESOLVED: That the Board authorizes the Chair and Vice Chair acting jointly to approve and execute agreements and contracts with qualified suppliers for the purchase of electric power in amounts not to exceed $8,000,000 in any year and under terms and conditions favoring the Authority; and be it further

RESOLVED: That staff will report on the results of the energy procurement effort on a regular basis, and will return to the Board for further authorization not later than three years from the effective date of this resolution; 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:  
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
FINANCE
DELAWARE RIVER PORT AUTHORITY

Finance Committee Meeting

One Port Center
2 Riverside Drive
Camden, New Jersey

Wednesday, October 1, 2014

Committee Members:

Jeffrey Nash, Esquire, Chairman
Walter D'Alessio, Vice Chairman
E. Frank DiAntonio
William Sasso, Esquire
    (via telephone)
Joann Bell
    (via telephone)
Denise Mason
John Lisko (for McCord)
    (via telephone)
Victoria Madden, Esquire (for DePasquale)
    (via telephone)

Also Present:

Peter Simon, Assistant Counsel
    New Jersey Governor's Authorities Unit
Christine Wechsler Rayer, Esquire
    Deputy General Counsel, PA Governor's Office
DRPA/PATCO Staff:

John Hanson, Chief Executive Officer
Michael Conallen, Deputy Chief Executive Officer
Danielle McNichol, General Counsel/Corporate Secretary
Kristen Mayock, Deputy General Counsel
James White, Chief Financial Officer
Toni Brown, Chief Administrative Officer
Timothy Plute, Chief Operating Officer
John Rink, PATCO General Manager
Bennett Cornelius, PATCO Assistant General Manager
Fran O'Brien, Manager, Customer & Community Relations
Sheila Milner, Administrative Coordinator
Elizabeth McGee, Administrative Coordinator
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PROCEDINGS

(9:40 a.m.)

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

MS. McNICHOL: Thank you, Vice Chair. Vice
Chairman Nash?

CHAIRMAN NASH: Here.

MS. McNICHOL: Commissioner D'Alessio?

MR. D'ALESSIO: Here.

MS. McNICHOL: Commissioner Sasso?

COMMISSIONER SASSO: Here.

MS. McNICHOL: Commissioner DiAntonio?

MR. DIANTONIO: Here.

MS. McNICHOL: Commissioner Mason?

COMMISSIONER MASON: Here.

MS. McNICHOL: Commissioner Lisko?

MR. LISCO: On the phone.

MS. McNICHOL: You've got a quorum, sir.

And I also note that the Auditor General's
Office is also on the phone.

CHAIRMAN NASH: Okay. Thank you.

COMMISSIONER MASON: Isn't Joann on the
phone, too?

MS. McNICHOL: Yes, she is. I called her, so I have her.

COMMISSIONER MASON: Oh, you did? Okay.

CHAIRMAN NASH: Well, good morning everybody.

GROUP: Good morning.

CHAIRMAN NASH: I'm looking at my script. I have no idea what that word is that you wrote on it. It's regarding the Ben Franklin Bridge fiber lease?

MS. McNICHOL: That issue is not going to be discussed today, sir.

CHAIRMAN NASH: Okay. So that's what is that writing. All right.

The next item is --

MS. McNICHOL: I'll work on my handwriting.

CHAIRMAN NASH: What is that word, anyway?

MS. McNICHOL: Withdrawn.

CHAIRMAN NASH: Oh, withdrawn. Okay.

The next item is the reallocation of certain --

MR. WHITE: Do you want to do the finance
updates?

CHAIRMAN NASH: Yeah, the financial update, I'm sorry.

MR. WHITE: That's quite all right. Just have some brief remarks on that.

CHAIRMAN NASH: You sent yesterday afternoon an updated financial statement.

Is that in the packet?

MR. WHITE: You know what? I do have copies of that which I can circulate.

COMMISSIONER MASON: Who sent them. You did?

CHAIRMAN NASH: I have my copy, the one you sent yesterday.

MR. WHITE: You have a copy?

CHAIRMAN NASH: But I don't know if everybody else has one.

COMMISSIONER MASON: Did you personally send it or somebody else sent it?

MR. WHITE: Yes, I sent it. Let me just make sure everybody has a copy.

You've got it?
MR. WHITE: Oh, yes, thanks. All right.

CHAIRMAN NASH: Actually, Jim, I don't have it. I thought I --

MR. WHITE: All right. I'll bring it down.

Okay. Very good.

CHAIRMAN NASH: Yeah? Hey, I'm in the middle of the Finance Committee meeting. Do you want to call him? Okay, thanks. I'm sorry.

MR. WHITE: Okay? Okay, very good.

Our agenda is pretty lengthy today so I'll keep my remarks pretty brief.

Given the fact that the cutoff -- we had to cut off some of our information early because of the earliness of the Finance Committee, you'll see that essentially there's no change in terms of the DRPA traffic and revenue numbers. These were the same numbers that were -- excuse me -- reported in August -- I'm sorry, in September.

From the information I have in terms of preliminary traffic for August and September, I think we're still going to be basically flat or an
improvement against last year. But we have been over, the last couple of months, been making significant improvement and as the numbers still through July 31 show that we're $1.5 million ahead of budget. That's this third section of the chart -- of the schedule here.

In terms of PATCO, PATCO ridership fell a bit, around 64,000 passengers and their revenues are also fell relative to last year roughly $214,000 from last month. If you look at PATCO year-to-date versus the budget, they're around 253,000 passengers below budget and $151,000 below on the revenue side. So those numbers decreased --

CHAIRMAN NASH: Right.

MR. WHITE: -- during the month as well.

In terms of operating expenses, we're still roughly in total almost 5 percent under budget. The DRPA budget is still $3.9 million, little change there from the previous month, and most of that is driven by personnel, capital labor.

Expenses were around $3.1 million below on the personnel side and the employee expense side. On
the non-personnel side we're around $800,000 below
budget, and that relates to the customer service
center roughly around $364,000, various contracted
services, et cetera, which are somewhat offset by
repairs.

In terms of PATCO on the budget side,
they're $259,000 under budget. That, again, is -- has
increased. That definite -- being under budget
$259,000, that has increased from the $143,000 from
the previous month. And most of that is driven again
by roughly $1.6 million related to payroll.

We still have both at the DRPA and PATCO
significant unfilled positions, and that's driving us
being under in terms of the budget.

Capital expenditures roughly increased by
around $7 million. We had a big increase in July.
That's tailed off a bit in August and September and
some of the numbers in terms of the project funds are
still around $267 million in that fund and the general
fund is roughly $438 million.

And on the next page, not much to speak to
there. The one item I'll speak to, and we don't yet
have the 9/30 numbers, it's the total swap valuation
of $163 million. Were we to terminate the swaps
that's what we would essentially have to pay. We'll
be looking at an SS&R in a few minutes related to --
well, we -- we're dealing right now with the -- going
out with an RFP to effect a change in terms of our
counterparty as we did last month. But that's a
number that is important for us to be aware of.

So in terms of the financial update, again,
I wanted to just briefly mention the highlights there.

If there are any questions?

CHAIRMAN NASH: Well, I think the one thing
that to me is remarkable on these statistics, if you
told me that we would have the snow we had in January
and February --

MR. WHITE: Right.

CHAIRMAN NASH: -- and the track outages at
PATCO and to find that we are only 5 percent down from
anticipated budget, I would say that would be
impossible. So I think it reflects on the good job
that finance has done, but really the people who run
PATCO and in dealing with these emergencies. It's
been a horrific year.

MR. WHITE: Yes.

CHAIRMAN NASH: We're only 5 percent down and we're $300,000 under budget.

MR. WHITE: Right.

CHAIRMAN NASH: So the net effect to PATCO is negative $500,000 revenues over budget, which is -- I think it's -- it reflects very well on the way this year has been handled.

MR. WHITE: Right. I mean, if you look at the track -- the outages related to the tracks, which impact, obviously, your revenues and as you said, the expenses particularly over a time and other things in the beginning of the year, we are surprisingly in relatively good shape there.

CHAIRMAN NASH: I would have anticipated at least 10 percent down.

MR. WHITE: Okay.

MR. HANSON: I would say that with respect to PATCO, since those are the numbers you're commenting on, the team at PATCO recognized the importance of serving the riders, recognized the
responsibility -- their responsibility of stewardship over the train line and responded in an overwhelming way to improve the problems that we face there. And I think it's been reflected in the public reactions and the, you know, and the feedback that we've gotten from the public.

Things are still not perfect and they're not going to be because we've got one line shut -- one track shut down going across the bridge. That makes things hard, but a lot of people put their heads together from both the DRPA and PATCO side, bridge ops was involved in that as well, a lot of administrative people from both DRPA and PATCO along with the PATCO team. That collective mind that developed really made things better.

CHAIRMAN NASH: Yeah, good job, John.

MR. RINK: Thank you.

MR. WHITE: One thing I will say is we are in the process of the 2015 operating budget and capital budget creation during the month of October. In fact, starting next week we'll begin to have capital budget hearings on the capital plan and then
toward the latter part of the month we'll have operating budget hearings to review with various divisions their requests in the budget for this year. A couple of things that will impact us.

Last year we had a significant impact from pension. I don't remember exactly the numbers, but it was between I believe $1 million and $2 million. This year, pension may not hit us as much, but we will have some expenses related to the ERP project, which is in progress right now. And there are a couple of other initiatives that have been presented that we'll have to -- that as we go through this process. So we do have some pressures, upward pressures on the budget at this point, just to be aware of.

MR. HANSON: It's always something, right, Jim?

MR. WHITE: Yeah, every year.

CHAIRMAN NASH: Are you sure you want to work through that?

MR. WHITE: The second item I just wanted to update us on it is I mentioned -- well, we've done a lot of work this year in terms of identifying QIRs and
now becoming compliant with the Dodd-Frank provisions, particularly related to swaps and interactions with swap dealers. We handled that last month and so we are proceeding with the RFQ that we're going to be releasing hopefully in the next week or so to effect hopefully a change in the counterparty arrangement with UBS. We're looking to replace them with another counterparty. The Board has acted upon that, so I just wanted to update you as far as that was concerned.

And the traffic study, we got the go ahead after the signing of all contracts to start on Monday. We're pushing to get it done in six months and we have to go out and get some information from our E-ZPass vendors, but we're still pushing to have this completed sometime by the end of October so we will, in fact, be able to get a certification that would allow us, if we choose to do so, to push forward on the commuter discount.

CHAIRMAN NASH: Working backward --

MR. WHITE: Yes.

CHAIRMAN NASH: -- do we have enough time to
implement a discount by the beginning of 2015, January 1?

MR. WHITE: I think that will largely be dependent on the programming that has to happen and we have reached out to get a sense from the vendor what the cost is going to be, how quickly it can be done. That would be I would think the earliest target we could do it.

CHAIRMAN NASH: So I'll take that as a yes?

MR. WHITE: Yes.

CHAIRMAN NASH: That's going to be awesome.

MR. WHITE: I think subject to some of the program issues.

CHAIRMAN NASH: All right.

Next item is --

MR. HANSON: It's within the realm of possibility, but --

CHAIRMAN NASH: It's in the minutes. That's it. Next item is the renewal of the DRPA property commercial general liability policy, so I will --

MR. WHITE: Oh, I think we have to look at the reallocation of the taxable and tax exempt
economic funds.

    CHAIRMAN NASH: Okay.

    MR. WHITE: Okay. I am going to distribute some minor changes that have been made to the resolution that is before you. And those are highlighted in yellow so that you can pick those up.

    CHAIRMAN NASH: That's all right. I can see that on the agenda.

    MR. WHITE: Okay, not a problem. If you could just send those down? Okay.

    Hopefully, everyone received the spreadsheet with the proposed reallocation which supports this particular resolution. If you don't have that, I do have copies of that.

    Essentially, over the last two Finance Committee meetings, we went through individually various projects that either have ended or reflect unspent funds, PDP funds or swap funds that we believe can be reallocated. So we've been working with co-bond counsel to identify how, in fact, we can reallocate these funds so essentially that they can be taken out of our set-aside project funds and swap
funds for the economic development projects.

We went through that last month. We went through a matrix and also our spreadsheet.

Essentially what the resolution is speaking to is us moving -- accomplishing three things. We have identified $4.2 million in economic development funds that we believe can be reallocated. And after discussions with bond counsel, we feel that the best way to accomplish this is to allocate $3.7 million to the Ben Franklin Bridge, PATCO Track Rehab Project, so in effect we're taking the economic development funds and pulling that into funding a portion of that particular project. That's one of the things we can do because we are restricted from moving tax-free funds to anything but a capital project or a possible refunding of PDP funds.

So essentially of the $4.2 million, we are recommending that we move $3.7 million to the Ben Franklin Bridge, PATCO Track Rehab Project. The second thing we are proposing is that we create a legal reserve. It's not just a legal reserve but a reserve for half-a-million dollars for us to deal with
engineering, legal, other professional services
related to the economic development projects.

CHAIRMAN NASH: Essentially operating costs
that are now being paid down. We would have paid
these operating costs in any event, but now we're
using this fund to --

MR. WHITE: Yes.

CHAIRMAN NASH: -- pay these operating
costs.

MR. WHITE: This year, I have the numbers
somewhere. I think we've spent around $125,000 for
various --

MR. HANSON: Danielle thinks higher.

MR. WHITE: Say again?

MR. HANSON: Danielle thinks it's higher.

MR. WHITE: Oh, you think it's higher?

MS. McNICHOL: Yeah.

MR. WHITE: Okay. Well, it's at least
$125,000.

After reaching out to General Counsel, we --
originally, I was going to propose $250,000, but we
believe given the cost we think of half-a-million
dollars probably is a better number. Hopefully, that will be able to handle some of these ongoing expenses for the next couple of years or so.

At some time, we may come back to the Board one or two years from now; but, essentially, we're taking costs that are now hitting our operating budget and essentially we're going to be using the economic development funds to really offset those.

MR. HANSON: So it's legal to do and these are costs that would be operating in nature that we would be using to transition out of economic development, which is the goal, to get us out of the economic development program. These costs are going to be necessary in order to accomplish that. The economic development money can be used for that because it will be related to its projects and that's what we would like to do.

The big chunk of the money, as Jim pointed out in the beginning, will be put into capital projects which is something that the Chair and Vice Chair of the Finance Committee, as well as Auditor General DePasquale, have been interested in us doing,
actually using economic development -- taking economic
development money and reallocating it to capital
projects.

But this fund that Jim is talking about will
-- are necessary costs to transition out of the
economic development program.

CHAIRMAN NASH: Okay. And that's the
recommendation on the use of those funds.

MR. WHITE: I'm sorry. I didn't hear it.

CHAIRMAN NASH: And the recommendation is as
you've set forth. Is that in the resolution?

MR. WHITE: Yes. That is in the resolution.

There's one other piece that I want to speak
to and that is we presently have three loan guarantees
that are supported by swap funds, by tax-free funds,
et cetera. But what the resolution also calls for is
taking the -- we've set aside $2.2 million in reserves
against those loan guarantees.

In order to free up those economic
development funds, we are suggesting that we now,
through this Board resolution, create the reserve for
those three loan guarantees through the general fund.
By doing that we free up $1 million from the swap funds for the --

CHAIRMAN NASH: L-3?

MR. WHITE: -- L-3 Communications guarantee.

We free up the USS New Jersey or the Battleship one which is coming from the 1999 A taxable funds for $1 million, and we also free up the Ship Recycling Research Loan Guarantee for $200,000 coming from the 2001 B tax-free bonds.

CHAIRMAN NASH: Yeah. I mean, it's spelled out in the resolution. You don't have --

MR. WHITE: Yes.

CHAIRMAN NASH: -- have to repeat that, but --

MR. WHITE: Right.

CHAIRMAN NASH: -- does everybody have the -- Paul Nussbaum, do you have a copy of the resolution?

MR. NUSSBAUMMr. Nussbaum: No.

CHAIRMAN NASH: Yeah. Make sure Paul gets a copy.

MR. WHITE: Yeah, we will.
CHAIRMAN NASH: Do you have a copy? Denise wants a copy.

COMMISSIONER MASON: What was it that you just passed out because I didn't get that, whatever it is?

CHAIRMAN NASH: It's a copy of the -- it's the resolution that was sent to us initially by emailed.

COMMISSIONER MASON: No, it was a spreadsheet that he just passed out.

CHAIRMAN NASH: Oh.

MR. WHITE: Oh, yeah, yeah. I think I sent it out -- it was sent to on Monday I believe.

MR. HANSON: But, again, disposing of these economic development funds, that Jim just mentioned, I mean, this is the higher level takeaway, is another part of us exiting the economic development program so that we do not have swap or PDP bond funds hanging around anymore. We'll put them to productive use.

CHAIRMAN NASH: Jim, what's the different between the one you sent to us and the one that you just handed out during the --
MR. WHITE: This resolution?

CHAIRMAN NASH: Yeah.

MR. WHITE: We just tweaked some words a little bit here. Originally, the resolution that went out on --

CHAIRMAN NASH: That's all right. Is it substantively different?

MR. WHITE: No.

CHAIRMAN NASH: Okay.

MR. WHITE: No. It's just a matter of using the word reserves as opposed to costs.

CHAIRMAN NASH: Okay.

MR. WHITE: And we also actually placed within the resolution the actual capital project number that -- the Ben Franklin Bridge capital project number. So there are no substantial changes, just wording changes.

CHAIRMAN NASH: Okay, thank you.

MR. WHITE: Okay?

CHAIRMAN NASH: All right. So there's been a resolution.

Are there any questions for Jim on this
issue?

Hearing none, I'll take a motion to accept this for the Board meeting.

COMMISSIONER DiANTONIO: So moved.

COMMISSIONER D’ALESSIO: Second.

CHAIRMAN NASH: All in favor?

COMMISSIONERS DiANTONIO and D'ALESSIO: Aye.

CHAIRMAN NASH: Opposed?

(No response.)

CHAIRMAN NASH: Thank you, Jim. Thanks for explaining that. We appreciate it.

MR. WHITE: Okay.

CHAIRMAN NASH: Do you have anything else before we go to Toni?

MR. WHITE: Not for me.

CHAIRMAN NASH: Okay. The next item is the renewal.

Toni, you have a bunch of --

MS. BROWN: Yes.

CHAIRMAN NASH: As you've given us I'll hand the --

MS. BROWN: Yes.
CHAIRMAN NASH: -- showing off our printing
services?

MS. BROWN: The chart that you can see from
Mars, as you say, so --

CHAIRMAN NASH: Yeah.

MS. BROWN: At last month's Finance
Committee meeting, I distributed two schematics. The
first one was for the traditional property and
casualty program. The second one was for the bridge
property damage program. And I indicated at that time
that I wanted you to see the programs laid out this
way because many times I come to you for renewals and
I come to you with requests to place new coverage and
I wanted you to be able to see how all of this is
coming together.

I also indicated that I would come back with
traditional property and casualty schematic this month
because I was bringing to you six policy renewals for
your consideration. So that's why we have it again
this month.

Also, at last month's meeting, Commissioner
Sasso asked a question about terrorism insurance and
he shared with me an article. And I just wanted to assure the Committee that for the first six renewals that I'm going to present this morning, we have elected terrorism insurance. We have elected TRIA, insurance under TRIA, the Terrorism Risk Insurance Act, and so by doing so, what we are doing is excluding, removing any exclusions from terrorism from all of these policies so that if there was an act of terrorism on any of the covered claims, our claims would be covered and the policy would respond as they normally would for any claim and the appropriate deductibles would apply. So we are covered in terms of TRIA.

And with that, I'm going to go ahead and get started with the first of the six policy renewals that fall under the traditional property and casualty program.

The first one is DRPA's commercial general liability policy. AON marketed this coverage to six insurance companies to get the most competitive premium for our consideration. Four carriers, Starr Indemnity, Ironshore, QBE, and Liberty Mutual declined
to quote for various underwriting reasons. One carrier, Axis, provided a verbal indication of $107,000, but they could not give us the terms and conditions, so our broker does not recommend that we consider that as an option.

The incumbent, Lexington, has provided an indication originally of $116,500. Now, this morning they reduced that indication to $110,977. It still remains an indication and not a firm quote because they were not allowed to release a firm quote until yesterday, close of business. We did not receive that, but I'm encouraged by the fact that the indication has been reduced by more than $5,000.

If you accept this recommendation, this would be an increase of $1,391 and I'm in the green box here are the --

CHAIRMAN NASH: Oh, okay.

MS. BROWN: Yes, I see you looking at that.

COMMISSIONER MASON: So you saw me pointed in the wrong way, right?

MS. BROWN: Yes, I sure did. The commercial general liability --
COMMISSIONER MASON: I'm like down here.

MS. BROWN: -- policy, the green one on the left, so the recommendation is that we accept the incumbent Lexington's indication of $110,977. There would be commission included in this and then AON would offset that commission against its quarterly fee that it charges us, so that would bring the insurance down to $99,879.30. And, again, that does include TRIA coverage. So that's the recommendation.

CHAIRMAN NASH: What's an example of non-bridge, non-PATCO? Like what possible -- if we only do bridges and PATCO what --

MR. HANSON: One Port Center?

MS. BROWN: One Port Center, the lots, the vacant lots.

CHAIRMAN NASH: Got you.

MS. BROWN: Okay?

MS. McNICHOL: Ball fields.

MS. BROWN: Yes.

CHAIRMAN NASH: What did you say?

MS. McNICHOL: Ball fields.

CHAIRMAN NASH: Okay.
MS. BROWN: So that's the first recommendation. There's a resolution here for your consideration.

CHAIRMAN NASH: All right. We could --

MS BROWN: Want to just have it become --

CHAIRMAN NASH: Yeah, we'll package it --

MS. BROWN: Okay.

CHAIRMAN NASH: -- unless someone has an objection to any of them.

MS. BROWN: All right. The next one is the commercial automobile general liability policy, your light blue, your sky blue box on the left.

CHAIRMAN NASH: This is awesome.

MS. BROWN: Okay?

CHAIRMAN NASH: Thanks, Toni.

MS. BROWN: Oh, all right. Okay.

COMMISSIONER MASON: We really appreciate this.

MS. BROWN: Yes. All right. I am glad that you do. AON marketed this coverage to five companies to secure the most competitive quote. Three have declined to submit. That would be Starr Indemnity,
QBE, and Philadelphia Insurance because they have indicated that they don't have the risk or the risk appetite or they don't want to cover the number of heavy pieces of equipment that we would need covered.

One carrier, AIG, did not respond and the incumbent Liberty Mutual has quoted $561,434. That quote is based on a 244 power -- on 244 power units, which is down by 1 power unit. This renewal that has been submitted to us is a decrease over what we pay, we're paying right now, a decrease of $4,238. And again, as I said, this does include TRIA, so it's our recommendation that we accept the one new, one-year renewal that has been presented to us by Liberty Mutual for $561,434.

COMMISSIONER MASON: Okay. Can I ask you a question?

MS. BROWN: Yes.

COMMISSIONER MASON: You see this date on here, 12/31/13 through '14, so that that's when the current policy --

MS. BROWN: Yes, exactly.

COMMISSIONER MASON: -- is expiring.
MS. BROWN: That's right.

COMMISSIONER MASON: Okay. All right.

MS. BROWN: So when I come back again, these will all be updated once the Board -- assuming the Finance Committee approves these, our recommendations, and the Board approves, then the chart will change.

COMMISSIONER MASON: Okay.

CHAIRMAN NASH: So it's a million per occurrence with no aggregate limit?

MS. BROWN: That's right. Okay? So the next item is the DRPA excess workers' compensation policy.

And if you go three-quarters of the way in you'll see a taupe-colored box here, excess workers' comp and it says DRPA and PATCO. All right.

And for some time, we had no coverage for PATCO so that's one of those gaps in coverage that the Finance Committee has authorized that to close. But this policy right now is -- the renewal is regarding DRPA's excess workers' comp policy.

Again, five insurance carriers were solicited. Two carriers declined, that's Arch and
U.S. Specialty, due to class exposures. They thought that they were too dangerous. Two carriers, ACE and Midlands, offered indications that would result in premiums in excess of $50,000 over what we're currently paying to National -- Safety National. And the incumbent, Safety National, quoted $138,680. This is a 10 percent rate increase or a 10 percent increase of $12,571. And the renewal does include TRIA and is net commission.

I want to make mention of the fact that this is -- the 10 percent rate increase has nothing to do with any claims experience or any increase in payroll. We've been advised by the broker that Safety National is just blanketing its book of business with a significant rate increase. And that's what -- so our rate is going from 0.3150 to 0.3464 per 100 of payroll. And they're saying that this rate increase is necessary to handle medical inflation, prescription drug costs, and an increase in interest rates.

So it's our recommendation that we accept the one-year renewal that has been submitted by Safety National for an estimated premium of $138,680.
COMMISSIONER MASON: What is this excess workers' comp? I mean, we already have workers -- or we already pay for workers' comp.

MS. BROWN: We pay for the workers' comp --

COMMISSIONER MASON: Right.

MS. BROWN: -- claims for the first $1 million. We're self-insured --

MS. McNICHOL: Yeah.

COMMISSIONER MASON: Oh, so this is for over --

MS. BROWN: So this is for anything --

MS. McNICHOL: We're self-insured up to $1 million.

COMMISSIONER MASON: Right. I saw the self-insured. Okay.

MS. BROWN: That's right. Okay?

COMMISSIONER MASON: So this is for over --

MS. McNICHOL: Over a million.

COMMISSIONER MASON: Oh, okay. Do we have any claims of over --

MS. McNICHOL: Yes, ma'am.

MS. BROWN: Yes.
COMMISSIONER MASON: Oh, okay.

MS. BROWN: We have some that date back a while, so we do have some, yes.

COMMISSIONER MASON: Oh, okay.

MS. McNICHOL: Yes. And I'd be happy to get you that list of --

COMMISSIONER MASON: Oh, no, no, no.

MS. McNICHOL: But, yes, we do have several.

COMMISSIONER MASON: I believe you. I was just wondering.

MS. BROWN: All right. So, again, with PATCO we -- back in May of 2014, the Board authorized that for the first time to place an excess workers' comp policy for PATCO. At that time it was a short-term policy, just seven months. We placed it with Safety National so that it would line up with DRPA's excess workers' comp policy.

That policy -- that seven-month policy will expire on December 31, 2014. We solicited a full one-year quote from Safety National and they came back with a quote, which basically said they would keep their rate flat.
So it is our recommendation that we accept a premium for a one-year policy, which is estimated to be $113,453. And this would be net of commission and would include the same terms and conditions as the expiring policy.

The next item concerns our umbrella policy, and that's the orange box over to the left. AON marketed this coverage to nine insurance companies to secure a competitive premium. Three carriers, Starr, Navigators, and XL Insurance declined to quote. Two carriers the quotes remain in pending status. That's ACE and Axis. Swiss Re submitted an indication of between $125,000 and $130,000. The firm quote is pending. The terms and conditions of the indication are unclear so our broker does not recommend that we consider that.

The following three carriers submitted quotes. National Fire and Marine submitted a quote of $140,000. Ironshore quoted $190,000, which is much more than what we're currently paying to the incumbent. And the incumbent, St. Paul Surplus, has submitted a quote of $167,155.
After reviewing the quotes, it's the recommendation of the broker that we move to a different carrier for this line of coverage. And it's the recommendation that we move from St. Paul Surplus to National Fire Marine. This would result in a savings of $15,265. They have done a careful review of the terms and conditions offered by both the incumbent and also by National Marine, and it's been determined that National Marine would offer us solid coverage. The company has an AM Best rating of A+++ and, again, this does include TRIA. So it's our recommendation that we accept this recommendation, that we accept this quote from National.

The final one of this, the final renewal that falls under this program is the DRPA claims made excess liability policy, which is the very big red box that covers a number of policies. Seven insurance companies were marketed. Five carriers declined to submit quotes. They would be XL Insurance, Gemini, Liberty Mutual, Swiss Re, and ACE, and that was due to the risk, the risk appetite, the size of the risk exposure, the bridge and the rail exposure. One
carrier, Zurich, expressed interest in quoting but has not respondsed to date.

Incumbent Lexington has quoted $872,370, which is net of commission. This is a $29,500 increase, or a 3.5 percent increase, over the current premium. And, again, this increase is not attributable to any negative claims history or exposure. It's just a pure rate increase that the company is imposing across the board to its customers.

So it is the recommendation of the broker and staff that we accept the renewal recommendation that Lexington has provided in the amount of $872,370. So that completes the six renewals that fall under traditional property and casualty program.

CHAIRMAN NASH: That's great.

Any questions on the insurances?

COMMISSIONER MASON: I have a question on the umbrella liability policy?

MS. BROWN: Yes.

COMMISSIONER MASON: Okay. So it's a $4 million limit, so is that $1 million over each of these ones that are $1 million?
MS. BROWN: No. I think we have to meet our
self-insured retention and then the $4 million sits on
top of that. So the automobile liability sits on top
of the umbrella.

COMMISSIONER MASON: Right.

MS. BROWN: The umbrella would sit on top of
that.

COMMISSIONER MASON: All right.

MS. BROWN: And then once we've satisfied
our $25,000 deductible and then we hit these limits --

COMMISSIONER MASON: Right.

MS. BROWN: -- then this policy would
respond at $4 million.

COMMISSIONER MASON: Oh, okay.

MS. BROWN: An additional $4 million. And
then we have on top of that the claims made excess
policy, which gives us another $25 million.

COMMISSIONER MASON: $25 million. Okay.

MS. BROWN: Okay? And, again, this is a
program that has developed over time with the approval
of this Committee. We didn't always have as much
coverage that we have right now with the claims made
excess policy. We've grown incrementally.

COMMISSIONER MASON: Yes.

CHAIRMAN NASH: Okay. Thank you. Let's add the two renewals, medical renewals.

MS. BROWN: Okay. So the medical renewals, I already have come to you with the -- you know we have two groups of retirees, those who are under 65 and those who are 65 and over. I've already come to you last month, or whenever it was, with the medical and prescription coverage that would be in place for the under 65 retirees, which is the same coverage that's in place for the active benefit-eligible employees. These two coverages are the medical and prescription coverage for those retirees and their eligible dependents who are 65 years of age and older.

So for the medical -- the Medicare Part D prescription drug benefit, it's with Horizon Blue Cross/Blue Shield of New Jersey. We're proposing that it remain with that carrier for the plan year 2015. The renewal will call for an estimated 4 to 5 percent increase. We're still locking that number in, but this is the maximum that we would be looking at.
Under the renewal the co-pays will remain the same for the prescription drugs, $10 for generic, $20 for brand and $35 for non-formulary.

I can tell you that when I meet with the retirees at their meetings, they're very pleased with this prescription drug plan. And we had about 619 retirees and eligible dependents who received this benefit.

The next item is the Medicare supplemental benefits, and this is their -- this is the coverage for those individuals who are Medicare-eligible. Medicare picks up the first 80 percent of their medical costs, and this policy picks up the remaining 20 percent. We are proposing that we remain in plan in year 2015, with the Group AARP and in collaboration with the United Health Group. Right now, the renewal is calling for a projected 1 percent or less increase. Last year, we looked at a 4 percent increase.

And under this renewal, the group of retirees -- excuse me -- would remain enrolled in Plan F, which they are very pleased with. The plan -- under this plan, the retirees have no co-pays. They
have no referral requirements and no claim forms that
they must submit. And as I said, they're very pleased
with this coverage.

CHAIRMAN NASH: So would I.

MS. BROWN: The renewal quote is --

COMMISSIONER MASON: Yeah. I was going to
say I wish I had that.

MS. BROWN: The renewal quote remains at
about $1.9 million but, again, with this one and with
prescription drug, I want the Committee to understand
that the -- it's an estimated premium because it does
vary depending on the census at any given time of the
number of retirees and eligible dependents that we
have.

CHAIRMAN NASH: What's the premium?

MS. BROWN: The premium --

COMMISSIONER MASON: She said -- you said no
--

MS. BROWN: The premium -- oh, the
premium --

COMMISSIONER MASON: I'm sorry.

MS. McNICHOL: But would that -- it would be
not to exceed though that number correct?

    MS. BROWN: It should be not to exceed

unless we have --

    MS. McNICHOL: All right. So if it's all
right with you then and the Committee, I'm going to
actually change it because it says approximately. I'm
going to change that to an NTE, meaning not to exceed
that number.

    Is that --

    MS. BROWN: Well, but I don't know how many
retirees. I'm not sure that I want to do that because
there could be a number of retirees that leave so it
could exceed the number. So it depends --

    MS. McNICHOL: So can we come up with a
number? Okay.

    How could we formulate that? We just can't
have a --

    MS. BROWN: It's an estimated --

    MS. McNICHOL: We have to have a not to
exceed cushion on that.

    MS. BROWN: In the past, we've said it's an
estimated annual premium and we've been clear in the
resolution that it depends on the census of retirees at the time, so at any given time.

CHAIRMAN NASH: Is it a per number --

MS. McNICHOL: Yeah.

CHAIRMAN NASH: -- per amount? Amount per and retiree?

MS. McNICHOL: Per employee.

MS. BROWN: And we will know that once the individual insurance, Departments of Insurance at each state where all of these retirees live have all approved that. And we won't have those numbers for certain until December 1, but we need to move forward with open enrollment. So we're coming now and we always come at this time of the year with an estimate to the best of our ability, and then we can come back if you want and I can give you the actual rates for each state, but I don't have those rates.

But I can say overall with the brokers, I do ask is they're not looking for when you blend all of the states they're not looking for more than a 1 percent or less, likely less percent, less than 1 percent increase overall.
So I hear your concern, but there's no way for me to say how many retirees and how many dependents will fall in this category. And it could be $1.9 million. It could be slightly more than $1.9 million.

MS. McNICHOL: Can we do an amount per retiree? I mean, can we have -- can we indicate an amount, you know, whatever the number would be per retiree so that that way we have a definitive number that's approved by the Commissioners so that we're not burying that number either. I'm just trying to come up with a best sort of formulaic way we can handle that.

CHAIRMAN NASH: All right. Can you do it?

COMMISSIONER MASON: Well, you're saying that you don't know how many retirees?

MS. BROWN: No, I do know.

COMMISSIONER MASON: But you --

MS. BROWN: And so it depends on how many are in the states that may have moved from one state to another. It depends on where they're located.

COMMISSIONER MASON: Oh, okay.
MS. BROWN: We've got to wait for the Department of Insurance to say yes. This -- they filed their rates, but we have to now wait for them to be approved.

COMMISSIONER MASON: Okay.

CHAIRMAN NASH: So do you know how much it's going to cost per retiree so we can reflect that in the resolution.

MS. BROWN: Got that.

CHAIRMAN NASH: And then in December, you'll know the actual --

MS. BROWN: I will give you an update.

CHAIRMAN NASH: Okay.

MS. MCNICHOL: Great.

CHAIRMAN NASH: So we could pass it subject to that --

MS. McNICHOL: Right.

CHAIRMAN NASH: -- revision?

And then the last item is the -- acknowledging the name change of our life insurer?

MS. BROWN: And it's we have a deferred compensation program that currently the provider is
ING. ING is going through a national rebranding and it's becoming Voya.

COMMISSIONER MASON: Voya.

MS. BROWN: I think everybody has seen that it's been on the, you know, the football games that they're sponsoring the new name. But the transition is a name change only. The conditions and the provisions of our contract remain the same. We've shared the documents with the legal department. They agree with my assessment that this is only a name change.

What ING has offered to do is to provide an endorsement to any of its customers who want something to go into their file that indicates that it is just a name change. I have requested and received such an endorsement. We have that information in our file, and it has been the recommendation -- it's the recommendation of our General Counsel that we come forward to the Finance Committee. Just bringing this to your attention and asking you to authorize that to recognize the rebranding of ING to Voya.

CHAIRMAN NASH: Okay.
MS. BROWN: And that is the purpose of the resolution.

CHAIRMAN NASH: So there are 9 items -- 1, 2, 3, 4, 5, 6, 7, 8, 9.

MS. BROWN: Yes.

CHAIRMAN NASH: Nine items. Any final questions for Toni?

All right. Hearing none, I'll take a motion to adopt the nine items and it'll go on our meeting.

COMMISSIONER SASSO: So moved.

CHAIRMAN NASH: Is there a second?

COMMISSIONER DIANTONIO: Second.

CHAIRMAN NASH: All in favor?

COMMISSIONERS DIANTONIO AND D'ALESSIO: Aye.

CHAIRMAN NASH: Opposed?

(No response.)

CHAIRMAN NASH: All right. That concludes the Public Session.

I'll take a motion to go into Executive Session.

COMMISSIONER DIANTONIO: So moved.

COMMISSIONER MASON: Second.
CHAIRMAN NASH: Is there a second? All in favor?

COMMISSIONERS DIANTONIO AND MASON: Aye.

CHAIRMAN NASH: We are now back in Open Session. I’ll take a motion to adjourn.

COMMISSIONER DiANTONIO: So moved.

COMMISSIONER D’ALESSIO: Second.

CHAIRMAN NASH: All in favor?

COMMISSIONER D'ALESSIO, COMMISSIONER DIANTONIO, COMMISSIONER SASSO, COMMISSIONER MASON: Aye.

(Whereupon, the meeting ended on October 1, 2014, at 10:21 a.m.)
CERTIFICATE

This is to certify that the attached proceedings before the Delaware River Port Authority Finance Committee on October 1, 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-14-041  SUBJECT: Renewal of the PATCO Excess Workers’ Compensation & Employers’ Liability Insurance

COMMITTEE: Finance

COMMITTEE MEETING DATE: October 1, 2014

BOARD ACTION DATE: October 16, 2014

PROPOSAL: That the Board authorizes staff to bind the renewal of the PATCO Excess Workers’ Compensation insurance policy with Safety National Casualty Corporation. This policy would be placed by our Broker/Consultant, Aon Risk Services.

Pursuant to DRPA-14-070, Aon is paid a fixed annual service fee not-to-exceed $129,000 payable in quarterly installments. Therefore, the proposed policy premium is net of commission.

In May 2014, the Board authorized staff to bind the first ever Excess Workers Compensation and Employers Liability Policy for PATCO claims. In order for this new policy to be concurrent with the Commercial Umbrella Liability Policy, as well as the DRPA’s Excess Workers’ Compensation policy, the Board authorized the placement of a short-term policy (7 months). That short-term policy will expire on December 31, 2014.

Aon solicited a full 12-month renewal proposal from the incumbent, Safety National Casualty Corporation. For the above reasons, Aon did not market the PATCO Excess Workers’ Compensation insurance policy.

PURPOSE: Major accidents or illnesses during the scope of employment can result in substantial medical bills and this policy provides statutory benefits for PATCO employees who work in Pennsylvania and New Jersey. The Excess Workers’ Compensation policy is designed to reduce the Authority’s exposure for catastrophic incidents excess of the $1 million Self-Insured Retention each accident.

BACKGROUND: Pursuant to PATCO-14-020, the board authorized staff to bind the PATCO Excess Workers’ Compensation & Employers’ Liability Policy effective May 8, 2014 to December 31, 2014. The short term policy expires on the same date as the DRPA Excess Workers’ Compensation policy. The PATCO Excess Workers’ Compensation policy provides coverage for PATCO employees working in PA and NJ. All PATCO Workers’ Compensation claims are self-insured up to the first $1 million. Claims that exceed $1 million are payable by the insurance company under the PATCO Excess Workers’ Compensation & Employers’ Liability insurance policy. The policy provides a specific
loss limit of $25 million each accident, plus a $1 million Employers’ Liability Limit, both subject to a $1 million self-insured retention.

The expiring premium for the $25,000,000 per occurrence maximum limit of indemnity for the short term policy 5/8/2014-12/31/2014 is $73,631 (including TRIA).

Aon reports seeing double digit rate increases across the board for all policyholders. Some of the driving factors for the double-digit rate increases are medical inflation, prescription drug cost, comorbidity, obesity and current interest rates. Aon was successful in securing a flat rate increase for the annual renewal term 12/31/2014-12/31/2015.

Aon continues to advise that combining both DRPA and PATCO into one policy would not result in a savings based on economy of scale. In determining the premiums for DRPA and PATCO Excess Workers’ Compensation policies, Safety National considered the following factors: (1) the varying payroll classifications (job descriptions) at DRPA & PATCO; and (2) historical loss experience. Safety National’s underwriters have determined that the final rate per hundred of payroll for PATCO (proposed rate for 2015 - .6220) will always be higher than that for DRPA (proposed rate for 2015 - .3464). Based on this evaluation, Aon recommends that the Authority maintain two separate policies in order to take advantage of the lower rate per hundred of payroll for DRPA.

Staff recommends that we accept the renewal option offered by the incumbent, Safety National Casualty Corporation, for the policy term 12/31/2014-12/31/2015, at an estimated annual premium of $113,453 (including TRIA) based on an annual estimated payroll of $18,240,108 (auditable upon expiration).
SUMMARY STATEMENT - 3 -
Finance 10/1/2014

Renewal PATCO Excess Workers’ Compensation & Employers’ Liability Insurance

SUMMARY: Amount: Estimated $113,453 (including TRIA) subject to payroll audit upon expiration, which may result in a return premium or an additional premium due.

Source of Funds: General Fund
Capital Project #: N/A
Operating Budget: DRPA Risk Mgt. C/E #8
Master Plan Status: N/A
Other Fund Sources: N/A
Other Parties Involved: Aon Risk Services and Safety National Casualty Corporation
RESOLUTION

RESOLVED: That the Board authorizes staff to bind to accept the renewal premium from incumbent, Safety National Casualty Corporation, for the PATCO Excess Workers’ Compensation & Employers’ Liability Policy for the policy term 12/31/2014 – 12/31/2015, at an estimated annual premium of $113,453 (including TRIA) and subject to a payroll audit upon expiration which may result in a return premium or an additional premium due; and be it further

RESOLVED: That the estimated annual premium will be $113,453 (including TRIA) and subject to a payroll audit upon expiration, which may result in a return premium or an additional premium due; 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: Estimated $113,453 (including TRIA) subject to payroll audit upon expiration, which may result in a return premium or an additional premium due.

Source of Funds: General Fund
Capital Project #: N/A
Operating Budget: DRPA Risk Mgt. C/E #8
Master Plan Status: N/A
Other Fund Sources: N/A
Other Parties Involved: Aon Risk Services and Safety National Casualty Corporation
NEW BUSINESS
SUMMARY STATEMENT

ITEM NO.: PATCO-14-042  SUBJECT: Consideration of Pending PATCO Contracts (Between $25,000 and $100,000)

COMMITTEE: New Business

COMMITTEE MEETING DATE: N/A

BOARD ACTION DATE: October 16, 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
### CONSIDERATION OF PENDING PATCO CONTRACTS (BETWEEN $25,000 - $100,000) – OCTOBER 16, 2014

<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>
</table>
| 1      | Franklin Fibre-Lamitex Corp., Wilmington, DE | Procurement and delivery of assorted clamping components for Transit Car Suspension System. | $42,221.90 | Competitive Formal Bid, IFB 14-0015 was publicly advertised and issued to five (5) prospective bidders. Three (3) bids were received and publicly opened on September 30, 2014 | 1. Franklin Fibre-Lamitex Corp., Wilmington, DE  
2. Central Art & Engineering Cream Ridge, NJ  
3. Bombardier Mass Transit Mississauga, ON Canada | 1. $42,221.90  
2. No Bid  
3. No Bid | General Funds |
| 2      | Sperry Rail Service Danbury, CT | Two (2) year contract to provide Ultrasonic Testing and Analysis of PATCO Rails. Contract also contains a 1-year renewal option. | $30,450.00 | Competitive Formal Bid, IFB 14-0013, was publicly advertised and issued to six (6) prospective bidders. Three (3) bids were received and publicly opened on September 4, 2014. | 1. Sperry Rail Service Danbury, CT  
2. QSI Consulting Camden, NJ  
3. Wavesinsolids, LLC State College, PA | 1. $30,450.00  
2. No Bid  
3. No Bid | General Funds |
SUMMARY STATEMENT

ITEM NO. PATCO-14-043

SUBJECT: Procurement and Delivery of Four (4) Types of Flexible Pads for Use in PATCO Transit Car Trucks

COMMITTEE: New Business

COMMITTEE MEETING DATE: N/A

BOARD ACTION DATE: October 16, 2014

PROPOSAL: That the Board of Commissioners authorizes staff to negotiate a contract with GMI, LLC for the procurement and delivery of four (4) types of flexible pads, PATCO Stock Nos. 44F0104, 44F0103, 44F0304 and 44F0305.

Amount: $110,071.70

Contractor: GMI, LLC
Hornell, NY

Other Bidders: WABTEC Global $385,577.40
Penn Machine $183,813.00
UKM Transit Products Non-Responsive
Bombardier No Bid
Mid Atlantic Rubber No Bid

PURPOSE: To procure assorted flexible pads for use in overhauled Transit Car trucks. The pads are used throughout the truck assembly as components of the suspension system and for vibration isolation. They are an elastomeric product that conforms/expand to its matting surface and as such cannot be reused. Installation of pads is done by PATCO as part of the Truck Overhaul.

BACKGROUND: The 2014 budget includes funds for overhaul of PATCO Transit Car trucks. This is an annual project to rebuild and overhaul forty (40) transit car trucks.

On September 9, 2014, Requests for Bid were sent to six (6) suppliers potentially capable of providing this material. The procurement was also publicly advertised on the DRPA web site from September 9 through September 30, 2014. Six (6) responses were received, including two (2) No-Bids and one (1) Non-Responsive. The bid documents were structured to award the contract to the responsive, responsible bidder(s) on either a per item basis or overall low bid basis, whichever was deemed in the best interest of the Authority.
The low bid for four (4) of the six (6) bid items was submitted by GMI, LLC, in the total amount of $110,071.70.

It is recommended that a contract be negotiated for the procurement and delivery of four (4) types of flexible pads with GMI, LLC in the total amount of $110,071.70. Upon approval of the Board, a contract will be negotiated with GMI, LLC to provide the flexible pads as required.

SUMMARY:

<table>
<thead>
<tr>
<th>Amount</th>
<th>$110,071.70</th>
</tr>
</thead>
<tbody>
<tr>
<td>Source of Funds</td>
<td>General Fund</td>
</tr>
<tr>
<td>Capital Project#</td>
<td>PD 1404</td>
</tr>
<tr>
<td>Operating Budget</td>
<td>N/A</td>
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<tr>
<td>Master Plan Status</td>
<td>N/A</td>
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<tr>
<td>Other Fund Sources</td>
<td>N/A</td>
</tr>
<tr>
<td>Duration of Contract</td>
<td>N/A</td>
</tr>
<tr>
<td>Other Parties:</td>
<td>N/A</td>
</tr>
</tbody>
</table>
RESOLUTION

RESOLVED: That the Board hereby authorizes staff to negotiate a procurement agreement with GMI, LLC for the procurement and delivery of four (4) types of flexible pads for a total cost not to exceed $110,071.70; and be it further

RESOLVED: That the Chair, Vice Chair and the President must approve and are hereby authorized to approve and execute all necessary agreements, contracts, or other documents on behalf of the PATCO. If such agreements, contracts, or other documents have been approved by the Chair, Vice Chair and President and if thereafter either the Chair or Vice Chair is absent or unavailable, the remaining Officer may execute the said document(s) on behalf of PATCO. If both the Chair and Vice Chair are absent or unavailable, and any agreement or agreements need to be executed during their absence, then the President may execute on behalf of PATCO.

SUMMARY:

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JDR
PATCO
SUMMARY STATEMENT

ITEM NO. PATCO-14-044

SUBJECT: Procurement and Delivery of Two (2) Types of Flexible Pads for Use in PATCO Transit Car Trucks

COMMITTEE: New Business

COMMITTEE MEETING DATE: N/A

BOARD ACTION DATE: October 16, 2014

PROPOSAL: That the Board of Commissioners authorizes staff to negotiate a contract with Penn Machine for the procurement and delivery of two (2) types of flexible pads, PATCO Stock Nos. 44F0102 and 44F0403.

Amount: $145,043.20

Contractor: Penn Machine
Blairsville, PA

Other Bidders:
- WABTEC Global $215,759.10
- UKM Transit Products Non-Responsive
- GMI, Inc. No Bid
- Bombardier No Bid
- Mid Atlantic Rubber No Bid

PURPOSE: To procure assorted flexible pads for use in overhauled Transit Car trucks. The pads are used throughout the truck assembly as components of the suspension system and for vibration isolation. They are an elastomeric product that conforms/expands to its matting surface and as such cannot be reused. Installation of pads is done by PATCO as part of the Truck Overhaul.

BACKGROUND: The 2014 budget includes funds for overhaul of PATCO Transit Car trucks. This is an annual project to rebuild and overhaul forty (40) transit car trucks.

On September 9, 2014, Requests for Bid were sent to six (6) suppliers potentially capable of providing this material. The procurement was also publicly advertised on the DRPA web site from September 9 through September 30, 2014. Six (6) responses were received, including three (3) No-Bids and one (1) Non-Responsive. The bid documents were structured to award the contract to the responsive, responsible bidder(s) on either a per item basis or overall low bid basis, whichever was deemed in the best interest of the Authority.
The low bid for two (2) of the six (6) bid items was submitted by Penn Machine, in the total amount of $145,043.20.

It is recommended that a contract be negotiated for the procurement and delivery of two (2) types of flexible pads with Penn Machine in the total amount of $145,043.20. Upon approval of the Board, a contract will be negotiated with Penn Machine to provide the flexible pads as required.

### SUMMARY:

- **Amount**: $145,043.20
- **Source of Funds**: General Fund
- **Capital Project#**: PD 1404
- **Operating Budget**: N/A
- **Master Plan Status**: N/A
- **Other Fund Sources**: N/A
- **Duration of Contract**: N/A
- **Other Parties**: N/A
RESOLUTION

RESOLVED: That the Board hereby authorizes staff to negotiate a procurement agreement with Penn Machine for the procurement and delivery of two (2) types of flexible pads for a total cost not to exceed $145,043.20; and be it further

RESOLVED: That the Chair, Vice Chair and the President must approve and are hereby authorized to approve and execute all necessary agreements, contracts, or other documents on behalf of the PATCO. If such agreements, contracts, or other documents have been approved by the Chair, Vice Chair and President and if thereafter either the Chair or Vice Chair is absent or unavailable, the remaining Officer may execute the said document(s) on behalf of PATCO. If both the Chair and Vice Chair are absent or unavailable, and any agreement or agreements need to be executed during their absence, then the President may execute on behalf of PATCO.

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