PROPOSAL: That the Board authorizes and confirms the selection of the law firms listed in Attachment A to serve as outside counsel to the DRPA and PATCO pursuant to the Request for Qualifications issued as authorized by Resolution 09-056 adopted by the Commission at its August 2009 meeting and in order to facilitate the issuance of bonds by DRPA. It is contemplated that DRPA and PATCO may issue a new Request for Qualifications after two years from the date of the current Resolution. Attachment A also includes a list of firms specifically designated to provide bond, finance and tax services.

PURPOSE: To provide DRPA and PATCO with the legal resources it may require to address specific legal concerns and to provide counsel to assist in preparation and issuance of DRPA Bonds.

BACKGROUND: The Delaware River Port Authority has utilized the services of outside counsel on both sides of the River for many years and will continue to require such services in the current legally complex and challenging world.

SUMMARY: Amount: To be Determined (Hourly Rate as per Board authorization)
Source of Funds: Operating, Capital Budgets, Bond Proceeds
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: See Attachment A
RESOLVED: That the Board of Commissioners hereby authorizes and directs that the law firms listed in Attachment A be and hereby are approved to provide legal services to the DRPA and PATCO for a two year period from the date hereof as directed by the Chief Executive Officer or the General Counsel at the then applicable hourly rate as set by this Board of Commissioners; and be it further

RESOLVED: That absent further Board action following issuance of a new Request for Qualifications or a Request for Proposals, the law firms listed on Attachment A will be the sole providers of outside counsel legal services for the DRPA and PATCO in specified areas of legal practice as determined by staff; and be it further

RESOLVED: That the law firms listed on Attachment A and designed to serve as either Bond, Finance or Tax Counsel be and hereby are approved to provide legal services to DRPA and PATCO in those areas over the next two years. Counsel selected by Chair, Vice Chair and Chief Executive Officer after consultation with the Chief Financial Officer to serve as counsel on any issuance of DRPA debt will be paid a negotiated fee from the proceeds of the debt issue on which they are engaged. Counsel who provide services in the bond, finance and tax areas outside of a specific debt issuance will be compensated at the then applicable hourly rate as determined by this Board of Commissioners, and be it further

RESOLVED: That the Chair, Vice Chair and the Chief Executive Officer will have authority to determine the allocation of assignments to outside counsel following consultation with General Counsel and the Chief Financial Officer.

SUMMARY:

<table>
<thead>
<tr>
<th>Amount:</th>
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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>
<td>See Attachment A</td>
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Attachment A
To
DRPA Resolution, December 28, 2009
List of Qualified Legal Counsel

1) Archer & Greiner
2) Barrack Rodos
3) Bowman Kavulich
4) Brown & Connery
5) Capehart & Scatchard
6) Chartwell Law Office
7) Cooper, Levenson, April, Niedelman & Wagenheim
8) DeCottis, FitzPatrick Cole & Wisler
9) Dilworth Paxson
10) Duane Morris
11) Earp Cohen
12) Flaster Greenberg
13) Florio, Perrucci, Steinhardt & Fader
14) Genova, Burns & Vernoia
15) Goldfein & Joseph
16) Hill Wallack
17) Hoagland Longo
18) Jackson Lewis
19) Jasinski
20) Kelly, Monaco & Naples
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<tr>
<td>21</td>
<td>Klehr, Harrison, Harvey, Branzburg &amp; Ellers</td>
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<td>Kutak Rock</td>
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<td>23</td>
<td>Law Offices of Denise Joy Smyler</td>
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<td>24</td>
<td>Manko, Gold, Katcher &amp; Fox</td>
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<td>Mattioni, LTD</td>
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<td>26</td>
<td>McManimon &amp; Scotland</td>
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<td>27</td>
<td>Montgomery, McCracken, Walker &amp; Rhoads</td>
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<td>28</td>
<td>Parker McCay</td>
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<td>29</td>
<td>Riker, Danzig, Scherer, Hyland &amp; Perritti</td>
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<td>Schnader, Harrison, Segal &amp; Lewis</td>
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<td>Stevens &amp; Lee</td>
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<td>32</td>
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<td>Trujillo Rodriguez &amp; Richards</td>
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<td>34</td>
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<td>Zarwin Baum</td>
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<td>Zeller Wielczko</td>
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</table>

**LAW FIRMS DEEMED QUALIFIED**
TO PROVIDE LEGAL SERVICES
IN CONNECTION WITH
FINANCIAL, TAX AND BOND MATTERS

Co-underwriters Counsel (Variable issue):
Marc Feller
215-575-7242
mfeller@dilworthlaw.com

James Eisenhower
Schnader Harrison
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jeisenhower@schnader.com

Co-underwriters Counsel (Fixed issue):
Robert Archie
215-979-1915
rlarchie@duanemorris.com

Bill Sasso
215-564-8045
wsasso@stradley.com

Special Counsel (both issues):
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Charlisa Edelin
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charedelin@aol.com

Stephen Pearlman
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spearlman@decotiislaw.com