

DELAWARE RIVER PORT AUTHORITY

BOARD MEETING

**One Port Center
2 Riverside Drive
Camden, NJ
Wednesday, December 6, 2017**

PRESENT

Pennsylvania Commissioners

Ryan Boyer, Chairman
Marian Moskowitz
Donna Powell
Joseph Martz
Sean Murphy, Esq. (for Pennsylvania Auditor General Eugene DePasquale)
Robert Borski, Esq. (for Pennsylvania Treasurer Joseph Torsella; via telephone)

New Jersey Commissioners

Jeffrey Nash, Esq., Vice Chairman
Albert Frattali
Aaron Nelson (for Ricardo Taylor)
Richard Sweeney (via telephone)
Charles Fentress
Daniel Christy
Bruce Garganio

DRPA/PATCO Staff

John Hanson, Chief Executive Officer, DRPA / President, PATCO
Maria Wing, Deputy Chief Executive Officer
Raymond J. Santarelli, General Counsel and Corporate Secretary
Stephen Holden, Deputy General Counsel
Narisa Sasitorn, Deputy General Counsel
Tracey D.P. Overton, Assistant General Counsel
Kathleen Vandy, Assistant General Counsel
Ryan Mulderrig, Assistant General Counsel
Robert Hicks, Chief Operating Officer
James White, Chief Financial Officer
Orville Parker, Acting Director of Revenue, Finance
John Lotierzo, Director of Finance
Jennifer DePoder, Financial Analyst, Finance
William Anderson, Budget Analyst, Finance
Toni P. Brown, Chief Administrative Officer
Robert P. Hicks, Chief Operating Officer
David Aubrey, Acting Inspector General

DRPA/PATCO Staff (Continued)

John Rink, General Manager, PATCO
Rohan Hepkins, Assistant General Manager, PATCO
Richard Mosback, Director, Procurement, DRPA/PATCO
Rich Betts, Acting Manager, Procurement
William Shanahan, Director, Government Relations
Barbara Holcomb, Manager, Capital Grants
Tonyelle Cook-Artis, Manager, Government Relations
Michael Venuto, Chief Engineer
Kyle Anderson, Director, Corporate Communications
Christina Maroney, Director, Strategic Initiatives
Kevin LaMarca, Director of Information Services
Jack Stief, Chief of Police, Public Safety
Darlene Callands, Manager, Community Relations
Mark Ciechon, Director of Finance, PATCO
Tim Johnson, SAP Consultant, Information Services
Sheila Milner, Administrative Coordinator, Corporate Secretary, OGC
Elizabeth Saylor, Administrative Coordinator, Corporate Secretary, OGC
Dawn Whiton, Executive Assistant to the CEO and Deputy CEO

Others Present

Craig Ambrose, Associate Counsel, New Jersey Governor's Authorities Unit
Nedia Ralston, Director, Pennsylvania Governor's Southeast Regional Office
Victoria Madden, Esq., Pennsylvania Auditor General's Office (via telephone)
Christopher Gibson, Esq., Archer & Greiner (New Jersey Counsel)
Alan Kessler, Esq., Duane Morris LLP (Pennsylvania Counsel)
Jessica Priselac, Esq., Duane Morris LLP (Pennsylvania Counsel)
David Dix, President, Luminous Strategies (via telephone)
Linda Hallowell, SVP / Commercial (GIB) Relationship Management Manager, Wells Fargo
Olivia Glenn, Regional Manager, New Jersey Conservation Foundation
Justin Shi, SAP Consultant

OPEN SESSION

Notice

The Corporate Secretary announced that pursuant to its by-laws, public notice of this meeting of the DRPA Board of Commissioners had been given by posting proper notice in the lobby at One Port Center and by issuing proper notice to the public and news media.

Roll Call

Chairman Boyer called the meeting to order at 9:08 a.m. and asked that the Corporate Secretary call the roll. The following Commissioners were present, constituting a quorum: Chairman Boyer, Vice Chairman Nash, Moskowitz, Borski, Powell, Martz, Frattali, Sweeney, Garganio, Murphy, Fentress, Christy and Nelson.

Corporate Secretary Santarelli stated that there was one item that staff was requesting to add to the agenda: Glassboro to Camden Line Program Support. He stated that, according to DRPA by-laws, upon the affirmative vote of a supermajority of six (6) Commissioners from each state would be required to add the item on the Agenda under New Business. A roll call was taken and all Commissioners in attendance voted to add the item to the agenda as New Business.

Chairman Boyer welcomed back Commissioner Fentress. He also announced that Commissioner Moskowitz would be leaving as a member of the Board and this would be her last meeting.

Public Comment

Olivia Glenn, Regional Manager of New Jersey Conservation Foundation stated that she wanted to put on the record that the Board had made great progress in 2017 in transferring numerous parcels of land to the Foundation. She noted that, hopefully, Gateway Park will be ready to be opened in 24 weeks.

Statement from Chairman Boyer

Chairman Boyer stated that, with the DRPA's interest in being transparent, it would hold a meeting with members of the press on December 18, 2017.

Report of the Chief Executive Officer

CEO Hanson stated that his report stood as previously submitted. Commissioner Martz moved to approve the CEO's Report and Commissioner Frattali seconded the motion. All Commissioners in attendance voted to approve the CEO's Report. The motion carried.

Report of the Chief Financial Officer

CFO White stated that his report stood as previously submitted. He noted that there were five (5) Summary Statements & Resolutions that would be presented to the Board that were related to the budget. He briefly highlighted that facts that the overall DRPA budget was going up 1.16 percent; that there were no toll or fare increases in the near future; and, that revenues are continuing to increase.

Approval of the November 15, 2017 DRPA Board Meeting Minutes

Chairman Boyer stated that the Minutes of the November 15, 2017, DRPA Board Meeting had been previously provided to the Governors of New Jersey and Pennsylvania and to the DRPA Commissioners. Commissioner Moskowitz moved to approve the Minutes and Commissioner Martz seconded the motion. There were no comments or corrections. All Commissioners in attendance voted in the affirmative to approve the Minutes. The motion carried.

Receipt and Filing of the Purchase Orders and Contracts Covering the Month of November 2017

Chairman Boyer stated that the Monthly List of Purchase Orders and Contracts covering the month of November 2017, were previously provided to all Commissioners. Commissioner Moskowitz moved to receive and file the List and Commissioner Frattali seconded the motion. There were no questions or comments. All Commissioners in attendance voted in the affirmative. The motion carried.

Approval of Operations & Maintenance Committee Meeting Minutes of November 28, 2017

Chairman Boyer stated that the Minutes of the November 28, 2017, Operations & Maintenance Committee Meeting were previously provided to all Commissioners. Commissioner Martz moved to approve the Minutes and Commissioner Frattali seconded the motion. There were no comments or corrections. All Commissioners in attendance voted in the affirmative to approve the Minutes as submitted. The motion carried.

Adoption of Resolutions Approved by the Operations & Maintenance Committee on November 28, 2017

Chairman Boyer stated that there were thirteen (13) Resolutions from the November 28, 2017, Operations & Maintenance Committee Meeting for consideration. They were as follows:

DRPA-17-099 Contract No. G-31-2017, Betsy Ross and Commodore Barry Bridges Air-Blown Fiber Optic Installations

DRPA-17-100 Construction Monitoring Services for Contract No. G-31-2017, Betsy Ross and Commodore Barry Bridges Air-Blown Fiber Optic Installations

Commissioner Moskowitz moved to adopt Resolutions DRPA-17-099 and DRPA-17-100 and Commissioner Martz seconded the motion. There were no questions or comments on the Resolutions. All Commissioners in attendance voted in the affirmative to adopt the Resolutions. The motion carried.

DRPA-17-101 Capital Project Contract Modification

DRPA-17-102 Design Services for Walt Whitman Bridge New Jersey Approach Spans Painting

Commissioner Garganio moved to adopt Resolutions DRPA-17-101 and DRPA-17-102 and Commissioner Frattali seconded the motion. There were no questions or comments on the Resolutions. All Commissioners in attendance voted in the affirmative to adopt the Resolutions. The motion carried.

DRPA-17-103 Professional Services for 2018 Biennial Inspection of the Betsy Ross Bridge

DRPA-17-104 Professional Services for 2018 Biennial Inspection of the Benjamin Franklin Bridge

DRPA-17-105 Professional Services for 2018 Biennial Inspection of the Walt Whitman Bridge

DRPA-17-106 **Professional Services for 2018 Biennial Inspection of the Commodore Barry Bridge**

DRPA-17-107 **Professional Services for 2018 Biennial Inspection of PATCO**

Commissioner Frattali moved to adopt Resolutions DRPA-17-103 through DRPA-17-107 and Commissioner Garganio seconded the motion. There were no questions or comments on the Resolutions. All Commissioners in attendance voted in the affirmative to adopt the Resolutions. The motion carried.

DRPA-17-108 **Funding for Support Services Provided by New Jersey Transit Corp. for DRPA/PATCO Projects**

Commissioner Frattali moved to adopt Resolution DRPA-17-108 and Commissioner Martz seconded the motion. There were no questions or comments on the Resolution. All Commissioners in attendance voted in the affirmative to adopt the Resolution. The motion carried.

DRPA-17-109 **Guided Technical Tours and Use of Training Room in Bridge Facilities**

DRPA-17-110 **2018 Charity Event Bridge Closures at Benjamin Franklin and Commodore Barry Bridges**

DRPA-17-111 **Southeast Youth Athletic Association (SEYAA) Carnival on DRPA (WWB) Property at 7th and Packer in Philadelphia**

Commissioner Frattali moved to adopt Resolutions DRPA-17-109 through DRPA-17-111 and Commissioner Nelson seconded the motion. There were no questions or comments on the Resolutions. All Commissioners in attendance voted in the affirmative to adopt the Resolutions. The motion carried.

Approval of Finance Committee Meeting Minutes of November 29, 2017

Chairman Boyer stated that the Minutes of the November 29, 2017, Finance Committee Meeting were previously provided to all Commissioners. Commissioner Nelson moved to approve the Minutes and Commissioner Frattali seconded the motion. There were no comments or corrections. All Commissioners in attendance voted in the affirmative to approve the Minutes as submitted. The motion carried.

Adoption of Resolutions Approved by the Finance Committee on November 29, 2017

Chairman Boyer stated that there were four (4) Resolutions from the November 29, 2017, Finance Committee Meeting for consideration. The Resolutions were as follows:

DRPA-17-112 **2018 DRPA Operating Budgets**

DRPA-17-113 **Resolution in accordance with Sections 5.15 and 5.09 of the 1998 Indenture of Trust dated as of July 1, 1998 with TD Bank, N.A. as Trustee to adopt an Annual Budget of the Delaware River Port Authority for the 2018 Fiscal Year**

DRPA-17-114 **Resolution in accordance with Section 5.07 of the 1999 Port District Project Bonds Indenture dated December 1, 1999 With The Bank of New York Mellon as Trustee, to adopt an Annual Budget of the Delaware River Port Authority for the 2018 Fiscal Year**

DRPA-17-115 **Resolution in accordance with Section 5.07 of the 2012 Port District Project Bonds Indenture dated December 1, 2012 with TD Bank, N.A. as Trustee, to adopt an Annual Budget of the Delaware River Port Authority for the 2018 Fiscal Year**

Commissioner Martz moved to adopt the Resolutions and Commissioner Moskowitz seconded the motion. There were no questions or comments on the Resolutions. All Commissioners in attendance voted in the affirmative to adopt the Resolutions. The motion carried.

Approval of Audit Committee Meeting Minutes of November 29, 2017

Chairman Boyer stated that the Minutes of the November 29, 2017, Audit Committee Meeting were previously provided to all Commissioners. Commissioner Nelson moved to approve the Minutes and Commissioner Frattali seconded the motion. There were no comments or corrections. All Commissioners in attendance voted in the affirmative to approve the Minutes as submitted. The motion carried.

Approval of Labor Committee Meeting Minutes of November 29, 2017

Chairman Boyer stated that the Minutes of the November 29, 2017, Labor Committee Meeting were previously provided to all Commissioners. Commissioner Moskowitz moved to approve the Minutes and Commissioner Martz seconded the motion. There were no comments or corrections. All Commissioners in attendance voted in the affirmative to approve the Minutes as submitted. The motion carried.

Adoption of Resolution Approved by the Labor Committee on November 29, 2017

Chairman Boyer stated that there was one (1) Resolution from the November 29, 2017, Labor Committee Meeting for consideration. The Resolution was as follows:

DRPA-17-116 **Outside Employment of Michael P. Venuto**

Commissioner Frattali moved to adopt the Resolution and Commissioner Martz seconded the motion. There were no questions or comments on the Resolution. All Commissioners in attendance voted in the affirmative to adopt the Resolution. The motion carried.

Unfinished Business

There was no DRPA Unfinished Business.

Citizens Advisory Committee Report

There was no report from the Citizens Advisory Committee.

New Business

Chairman Boyer reported that there were two (2) items of New Business for consideration. They were as follows:

DRPA-17-117

**Consideration of Pending DRPA Contracts
(Between \$25,000 and \$100,000)**

Commissioner Fentress moved to adopt the Resolution and Commissioner Garganio seconded the motion. There were no questions or comments on the Resolution. All Commissioners in attendance voted in the affirmative to adopt the Resolution. The motion carried.

DRPA-17-118

Glassboro-Camden Line Program Support

Commissioner Frattali moved to adopt all of the Resolutions and Commissioner Garganio seconded the motion. There were no questions or comments on the Resolution. All Commissioners in attendance voted in the affirmative to adopt the Resolutions. The motion carried.

MEETING HELD IN ABEYANCE

At 9:26 a.m., Chairman Boyer stated that the DRPA Board meeting would be held in abeyance and the PATCO Board Meeting would convene.

OPEN SESSION

Adjournment

With no further DRPA business to discuss, Commissioner Fentress moved to adjourn the DRPA Board Meeting and Commissioner Garganio seconded the motion. All Commissioners in attendance voted to approve the motion and the DRPA Board Meeting adjourned at 10:26 a.m.

Respectfully Submitted,

Raymond J. Santarelli, Esquire
General Counsel and Corporate Secretary