

**MINUTES OF MEETING
THE DELAWARE RIVER AND BAY AUTHORITY
VIDEO/TELECONFERENCE CONDUCTED FROM
Delaware Memorial Bridge Complex
Tuesday, April 20, 2021**

The meeting convened via Zoom at 10:04 a.m. with Chairperson Hogan presiding.

The opening prayer was given by Vice-Chairperson Lathem, followed by the Pledge of Allegiance.

Chairperson Hogan called on the Authority Assistant Secretary to read the meeting notice. The Assistant Secretary announced that a notice of the meeting had been distributed to the offices of the Governor of New Jersey and the Governor of Delaware, to appropriate staff members and consultants, to the press in both States and to any other individuals who had indicated an interest in receiving a copy of the meeting. The Assistant Secretary announced in order to adhere to CDC guidelines, until further notice, the public will not be permitted physical attendance to DRBA Committee and Board meetings. Therefore, until further notice, meetings are held electronically via Zoom.

Chairperson Hogan called on the Assistant Secretary to take the roll.

Commissioners from New Jersey

James N. Hogan, Chairperson**
Vacant
Sheila McCann*
Shirley R. Wilson*
Ceil Smith **
M. Earl Ransome, Jr.*

Commissioners from Delaware

Samuel Lathem, Vice-Chairperson**
Crystal L. Carey*
Henry J. Decker*
James L. Ford III*
Michael Ratchford*
Veronica O. Faust *

*Attended via telephonic/Zoom video

** Physically present in James Julian Boardroom

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Chairperson Hogan called for the acceptance of the Agenda.

Commissioner Smith made a motion to accept the Agenda, seconded by Vice-Chairperson Ratchford, and the motion carried by a voice vote of 11-0.

Chairperson Hogan recessed the meeting for the purpose of conducting Committee Meetings.

At the conclusion of the Committee meetings, Chairperson Hogan called the meeting back to order at 11:40 a.m.

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11769. APPROVAL OF THE MARCH 16, 2021 MINUTES

Vice-Chairperson Lathem made a motion to approve meeting minutes for March 16, 2021, seconded by Commissioner Smith, and approved by a voice vote of 11-0.

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11770. DELAWARE RIVER AND BAY AUTHORITY – TRAFFIC AND REVENUE SUMMARY.

The Chief Financial Officer (CFO) presented charts showing Actual versus Projected Revenues for the Delaware Memorial Bridge, the Cape May-Lewes Ferry, Airports, Delaware City-Salem Ferry Crossing and Food Service for March 2021.

Without objection, the charts were ordered filed with the permanent records of the Authority.

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11771. DELAWARE RIVER AND BAY AUTHORITY – STATEMENT OF INCOME AND EXPENSE.

The CFO presented charts showing statements of income and expense for March 2021 with comparisons to the same periods last year.

Without objection, the charts were ordered filed with the permanent records of the Authority.

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11772. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The CFO presented charts for March 2021 showing expenses by division for the quarter to date vs. the projected quarter and for year to date vs. total budget.

Without objection, the charts were ordered filed with the permanent records of the Authority.

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11773. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The CFO presented charts for March 2021 showing the capital budget for crossing and economic development projects and dollars committed to date for the projects. The chart also included cash expenditures spent to date for the committed projects.

Without objection, the charts were ordered filed with the permanent records of the Authority.

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11774. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION
(MARKET VALUE) FOR MARCH 31, 2021

The CFO presented charts indicating the cash fund balances for the entire Authority.

Without objection, the charts were ordered filed with the permanent records of the Authority.

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11775. PUBLIC COMMENT ON ACTION ITEMS

Chairperson Hogan noted that (5) Contract Awards, No Contract Close-Outs, and (6) Resolutions were being considered at today's meeting.

All action items have been reviewed, and recommended for consideration during today's Committee meetings. He then called for public comment.

There were no public comments.

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11776. AWARD OF CONTRACT #CMLF-C19-15 – CAPE MAY TERMINAL
MAINTENANCE SHOP & WELD IMPROVEMENTS

The Chief Operations Officer (COO) noted that a public opening bid was held on March 25, 2021. The COO and Projects Committee recommended awarding the contract to the next lowest responsible bidder, Gaudelli Brothers of Millville, New Jersey, in the amount of \$81,200.00.

(Note: Clean-Air of New Brunswick, New Jersey and Ocean Construction of Williamstown, New Jersey bids were properly rejected as non-responsive.)

A motion to award CONTRACT #CMLF-C19-15 to the aforementioned firm was made by Vice-Chairperson Lathem, seconded by Commissioner Smith, and approved by a voice vote of 11-0.

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11777. AWARD OF CONTRACT #DMB-21-05 – INTERSTATE 295 MISC.
ROADWAY IMPROVEMENTS

The Chief Operations Officer (COO) noted that a public opening bid was held on March 25, 2021. The COO and Projects Committee recommended awarding the contract to the lowest responsible bidder, Mumford & Miller Concrete, Inc. of Middletown, Delaware, in the amount of \$4,021,973.93.

A motion to award CONTRACT #DMB-21-05 to the aforementioned firm was made by Commissioner Ransome, seconded by Commissioner McCann, and approved by a voice vote of 11-0.

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11778. AWARD OF CONTRACT #DMB-21-06 - POLICE PARKING LOT
EXPANSION

The Chief Operations Officer (COO) noted that a public opening bid was held on March 25, 2021. The COO and Projects Committee recommended awarding the contract to the lowest responsible bidder, WJV Contractors of Pedricktown, New Jersey, in the amount of \$574,780.16.

A motion to award CONTRACT #DMB-21-06 to the aforementioned firm was made by Commissioner Smith, seconded by Commissioner Wilson, and approved by a voice vote of 11-0.

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11779. AWARD OF CONTRACT #DMB-21-07 – HIGH MAST LED
ROADWAY LIGHTING

The Chief Operations Officer (COO) noted that a public opening bid was held on March 25, 2021. The COO and Projects Committee recommended awarding the contract to the lowest responsible bidder, Denney Electric Supply of Boyertown, Pennsylvania, in the amount of \$209,874.80.

A motion to award CONTRACT #DMB-21-07 to the aforementioned firm was made by Commissioner Ransome, seconded by Commissioner Faust, and approved by a voice vote of 11-0.

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11780. AWARD OF CONTRACT #WWD-20-04 – WAYFINDING SIGNAGE

The Chief Operations Officer (COO) noted that a public opening bid was held on March 25, 2021. The COO and Projects Committee recommended awarding the contract to the lowest responsible bidder, Allied Signage Corporation of Farmingdale, New Jersey, in the amount of \$249,300.01.

A motion to award CONTRACT #WWD-20-04 to the aforementioned firm was made by Commissioner Smith, seconded by Commissioner Ratchford, and approved by a voice vote of 11-0.

(Note: Martino Signs of Yeadon, Pennsylvania bid was property rejected as non-responsive.)

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11781. CHAIRPERSON'S CALL FOR RESOLUTIONS BEFORE THE

BOARD

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RESOLUTION 21-09 - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1, 2021 THROUGH DECEMBER 31, 2021

WHEREAS, The Delaware River and Bay Authority (the "Authority") adopted Resolution 01-84 requiring Commissioner review and approval of all Authority expenditures in excess of \$25,000; and

WHEREAS, the Authority anticipates expenditures at or over the \$25,000 amount to the following vendors:

DELAWARE RIVER & BAY AUTHORITY
VENDORS PROJECTED TO BE PAID OVER \$25,000
FOR THE PERIOD 1/1/21 THROUGH 12/31/21

VENDOR	PURCHASE DESCRIPTION	CLASSIFICATION	ESTIMATED \$
Thomas J. Morris, Jr., d/b/a Eagle Point Gun / T.J. Morris & Son	Police Ammunition, Range and Target Supplies	State Contract	\$60,000
Whitlock Brothers, Inc.	Replacement Truck-Mounted Impact Attenuator	Quotes	\$28,000

NOW, THEREFORE, BE IT RESOLVED, that the Authority authorizes expenditures to the above-listed vendors for the described purposes and authorizes payment.

A motion to approve Resolution 21-09 was made by Commissioner Decker, seconded by Commissioner Faust, and approved by a roll call vote of 10-0-1. Chairperson Hogan abstained from voting.

Resolution 21-09 - Executive Summary Sheet

Resolution: Authorizing Authority Expenditures Pursuant to Resolution 01-84 for the period January 1, 2021 through December 31, 2021.

Committee: Budget & Finance

Committee and Board Date: April 20, 2021

Purpose of Resolution:

Authorizes expenditures of \$25,000 or greater with the identified vendors during the 2021 calendar year.

Background for Resolution:

The proposed Resolution meets the requirements of Resolution 01-84, whereby the Authority shall not enter into any contract committing the Authority to spend or make any other expenditures relating to services, material and supplies in the amount of \$25,000 or more unless it has first been approved by a vote of Commissioners.

Purchase Detail:

Thomas J. Morris, Jr., d/b/a Eagle Point Gun / T.J. Morris & Son: Police Ammunition, Range and Target Supplies

Eagle Point Gun / T.J. Morris & Son is a party to a state contract (*T0106 - Law Enforcement Firearms Equipment and Supplies*) and supplies and offers the supplies under-contract to DRBA Police at their competitively-bid state contract prices.

Whitlock Brothers, Inc.: Replacement Truck-Mounted Impact Attenuator

The Authority is replacing one Truck-Mounted Attenuator (TMA) that has exceeded its useful life and meets the replacement criteria in place (vehicle DMB #718). TMA's are specifically designed to absorb the force created by a rear impact to the Authority's traffic control vehicles. The Authority solicited for and received three quotes for the purchase. Whitlock Brothers quoted the lowest cost to provide the specified equipment.

Classification Definitions:

Quotes. A purchase of equipment, supplies or non-professional services or a contract for construction or construction management that is anticipated to cost between \$25,000 and \$49,999 during a calendar year and for which the Authority has solicited written quotes. *"Contracts for materiel and supplies and non-professional services, awarded to any [vendor for an amount of] more than \$25,000 but less than \$50,000 in the aggregate require the solicitation of three written quotes or all available sources, whichever is less...Construction management contracts or construction contracts...which are less than \$50,000 do not*

require formal solicitation of competitive prices and, if more than \$25,000 but less than \$50,000 require the solicitation of three written quotes or all available sources, whichever is less...” (DRBA Resolution 98-31 Part 4).

State Contract. A purchase of equipment, supplies or non-professional services which, under normal circumstances, would require competitive bidding, however the vendor has agreed to provide the goods or services to the Authority at fees less than or equal to that vendor’s respective contract as awarded by the State of Delaware or New Jersey. *“Any contract for the purchase of materiel and supplies and non-professional services, which contract individually exceeds \$50,000, or in the combination with other contracts, exceeds \$50,000 in any one calendar year shall be pursuant to a contract entered into by the Authority after competitive bidding. This provision shall not apply to purchases by the Authority from suppliers in cases where the Authority is purchasing at prices pursuant to contracts awarded by the States of Delaware or New Jersey for state agencies.”* (DRBA Resolution 11-36 Part 2.a.).

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RESOLUTION 21-10 - LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND FERRY PARK, LLC AT THE CAPE MAY FERRY TERMINAL

WHEREAS, The Delaware River and Bay Authority (the “Authority”), is the operator of the Cape-May Lewes Ferry (“CMLF”) which includes the terminal building located in Cape May, New Jersey (the “Cape May Terminal Building”); and

WHEREAS, Ferry Park, LLC owned by Jack Wright, desires to lease approximately 11,748 rentable square feet of space in the Cape May Terminal Building and 15,547 rentable square feet of contiguous patio space (the “Leased Premises”) and have periodic exclusive access to the contiguous green; and

WHEREAS, the Leased Premises is being leased in its “as-is” condition and Ferry Park, LLC commits to undertake at least One Million Nine Hundred Thirty-Nine Thousand Dollars (\$1,939,000) of capital improvements in the first three lease years; and

WHEREAS, the initial term of the lease is ten (10) years with both parties having the option to mutually agree to extend the lease for two additional periods of five (5) years each; and

WHEREAS, Ferry Park, LLC has agreed to pay the Authority One Hundred and Twenty-Five Thousand dollars (\$125,000) annual base rent during the first year of the lease; Two Hundred and Twenty-Five Thousand dollars (\$225,000) annual base rent during the second year of the lease; and

WHEREAS, annual base rent shall increase at a rate of two and one half percent (2.5%) per year for lease years three through ten; and

WHEREAS, in addition to base rent, Ferry Park, LLC has agreed to pay the Authority percentage rent at a rate of five percent (5%) of gross revenues (excluding alcoholic beverages) above One Million Dollars (\$1,000,000), twelve and one-half percent (12.5%) of gross revenues (excluding alcoholic

beverages) above One Million Five Hundred Thousand Dollars (\$1,500,000), and five percent (5%) of gross revenues (excluding alcoholic beverages) above Four Million Dollars (\$4,000,000); and

WHEREAS, rent shall be adjusted at the beginning of each renewal term to the fair market value; and

WHEREAS, Exit Zero Publications, LLC and Jack Wright agree to guarantee the obligations under the lease.

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of the Lease Agreement with Ferry Park, LLC and, with the advice and consent of counsel, to have such Lease Agreement executed by the Chairperson, Vice Chairperson, and the Executive Director.

A motion to approve Resolution 21-10 was made by Commissioner Wilson, seconded by Commissioner Decker, and approved by a roll call vote of 11-0.

Resolution 21-10 - Executive Summary

Resolution: Authorizing the Execution of a Lease Agreement between the Delaware River and Bay Authority and Ferry Park, LLC.

Committee: Budget & Finance

Committee/Board Date: April 20, 2021

Purpose of Resolution: To authorize a lease agreement with Ferry Park, LLC to operate food and retail establishments in the Cape May Terminal Building of the Cape-May Lewes Ferry.

Background for Resolution: The Authority circulated a Request for Proposals to lease the space in the Cape May Terminal Building in Cape May, New Jersey and received and evaluated proposals submitted by the following firms:

Airport Retail Development, LLC.
Aramark
Bocca Coal Fired Pizza / Casino Joint Ventures
The Washington Inn
Kara Restaurant Group
Exit Zero (Ferry Park, LLC)

The Authority carefully reviewed the proposal submission of each firm, interviewed all six, and utilized evaluation criteria to establish a ranked list, with Exit Zero (Ferry Park, LLC) unanimously being ranked highest. The Authority conducted an analysis of the market to analyze the scope of proposal, and negotiated with said firm to provide compensation to the Authority in the form of base rent plus a share of revenues, at a rate determined to be fair and reasonable.

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RESOLUTION 21-11 - LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND AERO WAYS INC d/b/a FLY ADVANCED

WHEREAS, The Delaware River and Bay Authority (the “Authority”), is the operator of the New Castle Airport (“Airport”); and

WHEREAS, Aero Ways, Inc. (“Aero Ways”) desires to lease approximately 7,500 square feet of hangar space in a facility commonly referred to as 13 Penns Way at the New Castle Airport; and

WHEREAS, Aero Ways has agreed to pay the Authority annual rental in the amount of Eighty-One Thousand and Six Hundred Dollars (\$81,600.00); and

WHEREAS, the initial term of the Lease (“Lease Agreement”) is for one (1) year; and

WHEREAS, Aero Ways shall have the right to renew the Lease Agreement for three (3) one (1) year renewal options; and

WHEREAS, rent during the first and second renewal terms shall be adjusted by 3% annually; and

WHEREAS, rent during the third renewal term shall adjust by the Consumer Price Index (CPI); and

WHEREAS, if tenant shall enter into a new agreement with Landlord or build hangar space of similar size at the Airport, tenant shall have the right to terminate this lease agreement; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of the Lease Agreement with Aero Ways Inc., d/b/a Fly Advanced and, with the advice and consent of counsel, to have such Agreement executed by the Chairperson, Vice Chairperson and the Executive Director.

A motion to approve Resolution 21-11 was made by Commissioner Smith, seconded by Commissioner Ransome, and approved by a roll call vote of 10-0-1. Commissioner Faust abstained from voting.

Resolution 21-11 - Executive Summary

Resolution: Authorizing the Execution of a Lease Agreement between the Delaware River and Bay Authority and Aero Ways Inc., regarding New Castle Airport

Committee: Economic Development

Committee Date: April 20, 2021

Board Date: April 20, 2021

Purpose of Resolution: To permit the Executive Director, Chairman and Vice Chairman to execute and deliver a Lease Agreement for space at the New Castle Airport.

Background for Resolution: The Delaware River and Bay Authority owns a hangar located at 13 Penns Way at the New Castle Airport. Aero Ways Inc., d/b/a Fly Advanced wishes to continue lease the hangar space in support of their FBO operation at the Airport. The facility has been occupied by Aero Ways since 2015.

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RESOLUTION 21-12 - AUTHORIZES A LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND SUSAN INGERSOLL AT THE CAPE MAY AIRPORT

WHEREAS, the Delaware River and Bay Authority (the “Authority”), is the operator of the Cape May Airport (the “Airport”), Cape May, New Jersey; and

WHEREAS, Susan Ingersoll (“George’s”) desires to lease approximately 1,500 square feet of space located in 251 Ranger Road in order to operate an auto repair shop at the Cape May Airport; and

WHEREAS, George’s has agreed to pay the Authority annual rent in the amount of Twelve Thousand dollars (\$12,000.00); and

WHEREAS, the initial term of the Lease (“Lease Agreement”) shall be for one (1) year; and

WHEREAS, George’s shall have the right to renew this agreement for one (1) additional one (1) year renewal term; and

WHEREAS, rent shall adjust in the renewal term to Thirteen Thousand Five Hundred Dollars (\$13,500.00) annually; and

WHEREAS, George’s shall have the right to terminate this agreement with 90 days’ notice of the sale of the business entity; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of the Lease Agreement with Susan Ingersoll and, with the advice and consent of counsel, to have such agreement executed by the Chairperson, Vice Chairperson and the Executive Director.

A motion to approve Resolution 21-12 was made by Commissioner Smith, seconded by Commissioner Wilson, and approved by a roll call vote of 11-0.

Resolution 21-12 - Executive Summary

Resolution: Authorizing the Execution of a Lease Agreement between the Delaware River and Bay Authority and Susan Ingersoll, regarding the Cape May Airport

Committee: Economic Development

Committee Date: April 20, 2021

Board Date: April 20, 2021

Purpose of Resolution: To permit the Executive Director, Chairman and Vice Chairman to execute and deliver a lease agreement for space at the Cape May Airport.

Background for Resolution:

The Delaware River and Bay Authority owns a light industrial building located at 251 Ranger Rd. in the Cape May Airport Industrial Park. George's, which currently occupies 1,500 sq. ft. in this building commonly referred to as Unit #2. George's has been a tenant at the airport since 2011. George's is looking to sell their business and retire. The Lease agreement provides a right to terminate the agreement with 90 days' notice if a buyer should be acquired.

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RESOLUTION 21-13 – AUTHORIZES AMENDMENTS TO THE DEFERRED COMPENSATION COMMITTEE BYLAWS FOR DELAWARE RIVER AND BAY AUTHORITY'S DEFINED CONTRIBUTION PLANS

WHEREAS, pursuant to Resolution 17-29, the Delaware River and Bay Authority (the "Authority") adopted a 457(b) and 401(a) Investment Policy Statement (the "Policy") which established The Delaware River and Bay Authority Deferred Compensation Committee (the "Committee") and adopted Deferred Compensation Committee By-laws (the "Bylaws") for the governance of the Committee; and

WHEREAS, pursuant to Section 7 (Amendment) of the Bylaws, the Authority has the right to amend the Bylaws pursuant to a resolution of the Commissioners of the Authority; and

WHEREAS, the Committee is required to conduct an annual review of the Investment Policy Statement; and

WHEREAS, as part of that annual review, the Committee has also reviewed the Bylaws; and

WHEREAS, the Committee recommends the following revisions to the Bylaws for clarification and consistency with the Investment Policy Statement:

Section 1: FORMATION OF THE COMMITTEE

1.1 Establishment of Committee

The Delaware River and Bay Authority hereby establishes The Delaware River and Bay Authority Deferred Compensation Committee (the "Committee"). The Committee shall consist of ***the Executive Director, the Chief Financial Officer, the Chief Human Resources Officer, the Controller, and the Pension and Benefits Manager and such other*** number of individuals as are appointed by the Chairman and approved by the Delaware River and Bay Authority Commissioners (the "Commissioners"). Any member of the Committee may resign or be removed by the Commissioners, and his or her successor, if any, shall be appointed by the Commissioners. Each Committee member will acknowledge the acceptance of appointment to the Committee in writing. No Committee member shall have the authority to bind the Committee in any contract or endeavor without the expressed written authority of the majority of the Committee members.

1.2 Establishment of Offices

The Committee shall have an office of the Chairman and a Secretary. ***The Executive Director shall serve as the Chairman and*** shall be responsible for the conduct of all the meetings of the Committee and shall have voting rights the same as any other Committee member. The Chairman shall perform such other duties as the Committee may assign, and shall be the designated Agent for service of legal process.

The Pension and Benefits Manager shall serve as Secretary and shall be responsible for keeping minutes of the transactions of the Committee and shall be the official custodian of records of the Committee. The Secretary, together with the Chairman, shall execute all official contracts of the Committee. The Secretary shall compile Committee agendas. The Chairman and Secretary are authorized by the Committee to execute any instruments necessary for the Committee to conduct business.

SECTION 6: INDEMNIFICATION

DRBA will indemnify and ***pay***, to the fullest extent permitted under applicable law and under the terms of the Plans, ***present or former*** members of the Committee and employees of DRBA acting for the Committee pursuant to proper delegation under Section 5, for ***costs and*** expenses, liability and losses arising out of any ***action, suit or proceeding to which the Committee member or other person is made a party by reason due to the Committee members*** acts or omission relating to the rendering of services for the management and administration of the Plans. The foregoing right to indemnification shall be in addition to such other rights as the Committee member or other person may enjoy as a matter of law or by reason of insurance coverage of any kind. Rights granted hereunder shall be in addition to and not in lieu of any rights to indemnification to which the Committee member or other person may be entitled pursuant to the Bylaws of the DRBA.

WHEREAS, the Authority's Audit and Governance Committee has reviewed the proposed amendment to the Bylaws and recommends approval thereof to the Commissioners.

NOW, THEREFORE, BE IT RESOLVED, that the Delaware River and Bay Authority hereby approves the following amendment to the Deferred Compensation Committee Bylaws effective immediately.

Section 1: FORMATION OF THE COMMITTEE

1.1 Establishment of Committee

The Delaware River and Bay Authority hereby establishes The Delaware River and Bay Authority Deferred Compensation Committee (the "Committee"). The Committee shall consist of ***the Executive Director, the Chief Financial Officer, the Chief Human Resources Officer, the Controller, and the Pension and Benefits Manager and such other*** number of individuals as are appointed by the Chairman and approved by the Delaware River and Bay Authority Commissioners (the "Commissioners"). Any member of the Committee may resign or be removed by the Commissioners, and his or her successor, if any, shall be appointed by the Commissioners. Each Committee member will acknowledge the acceptance of appointment to the Committee in writing. No Committee member shall have the authority to bind the Committee in any contract or endeavor without the expressed written authority of the majority of the Committee members.

1.2 Establishment of Offices

The Committee shall have an office of the Chairman and a Secretary. ***The Executive Director shall serve as the Chairman and*** shall be responsible for the conduct of all the meetings of the Committee and shall have voting rights the same as any other Committee member. The Chairman shall perform such other duties as the Committee may assign, and shall be the designated Agent for service of legal process.

The Pension and Benefits Manager shall serve as Secretary and shall be responsible for keeping minutes of the transactions of the Committee and shall be the official custodian of records of the Committee. The Secretary, together with the Chairman, shall execute all official contracts of the Committee. The Secretary shall compile Committee agendas. The Chairman and Secretary are authorized by the Committee to execute any instruments necessary for the Committee to conduct business.

SECTION 6: INDEMNIFICATION

DRBA will indemnify and ***pay***, to the fullest extent permitted under applicable law and under the terms of the Plans, ***present or former*** members of the Committee and employees of DRBA acting for the Committee pursuant to proper delegation under Section 5, for ***costs and*** expenses, liability and losses arising out of any ***action, suit or proceeding to which the Committee member or other person is made a party by reason due to the Committee members*** acts or omission relating to the rendering of services for the management and administration of the Plans. The foregoing right to indemnification shall be in addition to such other rights as the Committee member or other person may enjoy as a matter of law or by reason of insurance coverage of any kind. Rights granted hereunder shall be in addition to and not in lieu of any rights to indemnification to which the Committee member or other person may be entitled pursuant to the Bylaws of the DRBA.

A copy of the Revised Bylaws is attached hereto as Exhibit A.

A motion to approve Resolution 21-13 was made by Commissioner Faust, seconded by Commissioner Decker, and approved by a roll call vote of 11-0.

Resolution 21-13 - Executive Summary Sheet

Resolution: AUTHORIZES AMENDMENTS TO THE DEFERRED COMPENSATION COMMITTEE BYLAWS FOR DELAWARE RIVER AND BAY AUTHORITY'S DEFINED CONTRIBUTION PLANS

Committee: Audit & Governance Committee

Committee/Board Date: April 20, 2021

Purpose of Resolution:

To revise the Delaware River and Bay Authority's Deferred Compensation Committee Bylaws for the Defined Contribution Plans.

Background for Resolution:

On June 20, 2017, the Board of Commissioners approved Resolution 17-29 for the establishment of investment guidelines and a review committee for the Authority's 401(a) and 457(b) Defined Contribution Plans. ("the DC Plans") to provide retirement benefits to eligible vested participants.

The Investment Policy was established to provide the DC Committee guidance on prudent selection and on-going monitoring of the investment options made available under the DC Plans.

The Deferred Compensation Committee Bylaws were established to set out the composition and functions of the Committee, including fiduciary responsibilities.

The Investment Policy and the Bylaws have conflicting language about the composition of the Committee. Since its establishment in July 2017, and with the knowledge and consent of the Board of Commissioners, the Committee has consisted of the Executive Director, the Chief Financial Officer, the Chief Human Resources Officer, the Controller, and the Pension and Benefits Manager. The Executive Director serves as Chairman of the Committee and the Pension and Benefits Manager serves as the Secretary. These amendments bring both documents and practice into alignment.

This resolution also makes revisions to the indemnification provisions to clarify the protections provided to Committee members or other Authority employees who act in accordance with the Investment Policy and Bylaws.

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RESOLUTION 21-14 - LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND GAMA AVIATION ENGINEERING, INC.

WHEREAS, The Delaware River and Bay Authority (the “Authority”), is the operator of the Millville Airport (“Airport”), Millville, New Jersey; and

WHEREAS, Gama Aviation Engineering, Inc. (“Gama”) desires to lease Hangar 1 & portions of 2 Thunderbolt Dr. totaling approximately 70,000 sq.ft. of hangar, shop and office space; and

WHEREAS, Gama has agreed to pay the Authority Five Hundred Forty-Two Thousand Five Hundred Fifty Dollars (\$542,500) annual rent during the initial year of the Lease Agreement; and

WHEREAS, the initial term of the Lease Agreement is for Ten (10) years; and

WHEREAS, Gama shall have the option of renewing the Lease Agreement for Two (2) periods of Five (5) years; and

WHEREAS, during the initial and the renewal term, rent shall be adjusted annually by the Consumer Price Index (CPI); and

WHEREAS, rent at the beginning of the renewal period shall be adjusted to the current Fair Market Value (FMV); and

WHEREAS, Gama shall be provided a fit out allowance for 8,500 sq.ft. of office space at \$12.00 per sq.ft.; and

WHEREAS, Gama shall be granted a 1 month rent credit for each year of the initial term to be taken at the end of each year of the lease; and

WHEREAS, Gama shall be granted a Right of First Refusal (ROFR) for a hangar facility commonly referred to as the Dallas Hangar at the Millville Airport for a term of 6 months at a rate of \$6.00 per sq.ft. at the same terms and conditions as the main lease agreement; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of the Lease Agreement with Gama Aviation Engineering, Inc. and, with the advice and consent of counsel, to have such Lease Agreement executed by the Chairperson, Vice Chairperson, and the Executive Director.

NOW, THEREFORE, BE IT RESOLVED, that Resolution 21-04 is hereby rescinded.

A motion to approve Resolution 21-14 was made by Commissioner Smith, seconded by Commissioner Faust, and approved by a roll call vote of 11-0.

Resolution 21-14 - Executive Summary

Resolution: Authorizing the Execution of a Lease Agreement between the Delaware River and Bay Authority and Gama Aviation Engineering, Inc. regarding Millville Airport

Committee: Economic Development

Committee Date: April 20, 2021

Board Date: April 20, 2021

Purpose of Resolution: To permit the Executive Director, Chairman and Vice Chairman to execute and deliver a lease agreement for existing lease space at the Millville Airport.

Background for Resolution: The Delaware River and Bay Authority owns several hangar facilities at the Millville Airport. Gama recently merged with a maintenance and repair operation (MRO) Jet East that currently is operating from the Trenton Airport. They are looking to create a full service maintenance facility at the Millville Airport. Gama fully intends to exercise the ROFR on the Dallas facility but would like to set up the base hangars before leasing the Dallas facility.

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11782. COMMISSIONERS PUBLIC FORUM

Chairperson Hogan called for comments from the public and Commissioners.

Vice-Chairperson asked about the annual prescription drug drop off. The COO confirmed the event takes place Saturday, April 24, 2021 at New Castle Airport.

There was no additional public comment.

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11783. EXECUTIVE DIRECTORS COMMENTS

The Executive Director presented the DRBA Covid-19 Dashboard, which is updated weekly and tracks Covid cases throughout the Authority. Since the start of the pandemic, the Authority has had forty-nine

full-time employees test positive for Covid. Currently, the Authority has one full-time employee with Covid. To date ninety-eight DRBA employees have received their Covid vaccination. The Executive Director thanked Charlotte Crowell, Chief Human Resources and Gerry DiNicola-Owens, Chief Information Officer and their staff for alerting Authority employees of Covid vaccinations availability.

Upcoming Meetings:

Tuesday, May 18, 2021 – 10:00 a.m. – Commissioners Board Meeting

Tuesday, June 15, 2021 – 10:00 a.m. – Commissioners Board Meeting

There being no further business, Chairperson Hogan adjourned the meeting at 12:00 p.m.

Respectfully submitted,

THE DELAWARE RIVER AND BAY AUTHORITY

Stephen D. Williams