

MINUTES OF MEETING
THE DELAWARE RIVER AND BAY AUTHORITY
Tuesday, October 27, 2015
James Julian Boardroom
Delaware Memorial Bridge Plaza
New Castle, Delaware 19720

The meeting convened at 12:27 p.m. with Chairperson Lowe presiding.

The opening prayer was given by Rev. Dorn, followed by the Pledge of Allegiance led by the Executive Director.

Chairperson Lowe called on the Authority Assistant Secretary to read the meeting notice and take roll.

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 notice.

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Commissioners from Delaware

Commissioners from New Jersey

PRESENT

William E. Lowe, Chairperson
Richard W. Downes
Samuel E. Lathem
Terry C. Murphy

James N. Hogan, Vice-Chairperson
Edward W. Dorn
Ceil Smith
Shirley R. Wilson
(Vacant)

ABSENT

Crystal L. Carey
James L. Ford, III

Douglas Van Sant

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Chairperson Lowe called for the acceptance of the Agenda.

Commissioner Lathem motioned to accept the Agenda, seconded by Commissioner Dorn, and the motion carried by a voice vote of 8-0.

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11012. APPROVAL OF THE SEPTEMBER 15, 2015 MINUTES

Commissioner Lathem motioned to approve the September 15, 2015 meeting minutes, seconded by Commissioner Downes, and unanimously approved by a voice vote of 8-0.

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11013. 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 Services for the month of September.

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

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11014. DELAWARE RIVER AND BAY AUTHORITY – STATEMENT OF INCOME AND EXPENSE.

The CFO presented charts showing statements of income and expenses for the month of September with comparisons to the same period last year.

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

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11015. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The CFO presented a chart for June 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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11016. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The CFO presented a chart for the month of September 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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11017. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION (MARKET VALUE) AS OF SEPTEMBER, 2015.

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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11018. AUTHORITY CUSTOMER TRENDS (ACT) REPORT

The Authority Customer Trends (ACT) Report included in the financials allows management to view on a month-to-date basis trends in areas such as traffic, customer service, aircraft landings, and workplace incidents. Copies are distributed daily to employees via email and posted on bulletin boards for those without computers.

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11019. PUBLIC COMMENT ON ACTION ITEMS

Chairperson Lowe noted that there are six (6) Resolutions, and one (1) contract close-out to be considered today. All action items have been reviewed and recommended for consideration during today's Committee meetings. He then called for public comments.

There were no public comments.

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11020. CLOSE-OUT CONTRACT CMLF-04-08 – APPROACH ROADS
REPAVING AND MODIFICATIONS –CAPE MAY-PHASE I

On April 24, 2012 Contract No. CMLF-04-08, Approach Roads Repaving and Modifications- Cape May-Phase I, was awarded to South State, Inc., of Bridgeton, New Jersey for the bid price of \$4,736,661.50.

During the contract period Change Order No’s. 1-14 were approved for the project.
Add: \$555,432.32.

It is recommended that the Authority accept the project and make final payment to the contractor. The total price for this project is \$5,292,093.82.

A motion to close-out Contract #CMLF-04-08 was made by Commissioner Downes, seconded by Commissioner Smith, and approved by a voice vote of 8-0.

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11021. CHAIRPERSON’S CALL FOR RESOLUTIONS BEFORE THE
BOARD

**RESOLUTION 15-36 - AUTHORIZING AUTHORITY EXPENDITURES
PURSUANT TO RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1, 2015
THROUGH DECEMBER 31, 2015**

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
PROJECTED VENDORS TO BE PAID OVER \$25,000
OPERATION EXPENDITURES
FOR THE PERIOD 1/1/15 THROUGH 12/31/15

VENDOR	PURCHASE DESCRIPTION	CLASSIFICATION	ESTIMATED \$
Keith Reynolds d/b/a Airport Appraisals	Appraisal Fees for DRBA Airports	Professional Service	\$ 42,000
Laurel Lawnmower, Inc.	72” Diesel Mower for MIV	Quotes	\$ 36,000
Philly Pretzel Factory	Fresh Soft Pretzels for Resale at CMLF	Sole Source	\$ 30,000

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 15-36 was made by Commissioner Wilson, seconded by Commissioner Downes, and approved by a roll call vote of 8-0.

Resolution 15-36 Executive Summary Sheet

Resolution: Authorizing Authority Expenditures Pursuant to Resolution 01-84 for the period January 1, 2015 through December 31, 2015.

Committee: Budget & Finance

Committee and Board Date: October 27, 2015

Purpose of Resolution:

Authorizes the expenditures of \$25,000 or greater with the identified vendor(s) for the 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.

Background for the specific purchases:

Appraisal Fees for DRBA Airports

The Authority requires the use of a certified General Real Property Appraiser for use in the valuation of Airport property.

72" Diesel Mower for MIV

The Authority will be acquiring a replacement lawn mower for use on the grounds at Millville Airport. Quotes for the mower were solicited and received from three (3) landscape supply businesses, with Laurel Lawnmower, Inc. submitting the lowest quote for the needed equipment. The actual cost of this purchase is approximately \$14,000, however the Authority has previously spent \$22,000 with the vendor.

Fresh Soft Pretzels for Resale at CMLF

The Authority purchases fresh soft pretzels from the local Philly Pretzel Factory franchise located in Rehoboth, Delaware, which delivers to us daily. The pretzels are very popular with Ferry passengers and at the community events held at the Ferry terminals, making them one of our best sellers throughout the season.

Classification Definitions:

Quotes. A purchase of equipment, manual labor, supplies, construction management, or construction work 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...”* (DRBA Resolution 98-31 Part 4).

Professional Service. A service, which individually does not exceed \$50,000, that is provided by a professional acting in a capacity that requires specialized education, knowledge, judgment, and skill, and is predominantly mental or intellectual (as opposed to physical or manual) in

nature, also including any clerical or administrative support that is required for the proper delivery of the professional service.

Sole Source. A purchase in which a single vendor is uniquely qualified to meet the Authority’s procurement objective. Examples include a product or service being the only one that will meet a need and available from only one source, products specifically required for use in conjunction with a grant or contract, or products or services controlled or mandated by a local utility, government or exclusive distributor. All sole source purchases are proprietary, however not all proprietary purchases are sole source. *“A contract may be awarded without competition if the General Manager or Director of Operations of an Authority facility, or Police Administrator, prior to procurement, determines in writing that there is only one source for the required contract”.* (DRBA Resolution 98-31 Part 2.f.)

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RESOLUTION 15-37 – AUTHORIZES AN AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND JOHNSON MIRMIRAN & THOMPSON TO PROVIDE PROFESSIONAL CONSTRUCTION INSPECTION SERVICES DURING THE I-295 SOUTHBOUND RECONSTRUCTION PROJECT

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is a bi-state Authority of the State of Delaware and the State of New Jersey that operates and maintains the Delaware Memorial Bridge and the adjoining roadway and infrastructure of Interstate 295; and

WHEREAS, the Authority seeks to engage a qualified consultant who will provide professional construction inspection services during the Authority’s upcoming I-295 Southbound Reconstruction Project (the “Project”); and

WHEREAS, the Authority wishes to enter into a Services Agreement (“Agreement”) with the selected consultant; and

WHEREAS, the base term of the I-295 Southbound Reconstruction Construction Inspection Services Agreement shall be for the length of the Project and the required time to close out the Project, address any Project issues, and archive project Materials; and

WHEREAS, the Authority publicly advertised a Request for Proposals (“RFP”) for the required construction inspection services in compliance with Resolution 98-31, as amended, which governs the procedure for the procurement of professional services; and

WHEREAS, the Authority received and evaluated seven (7) proposals pursuant to the aforementioned public advertisement; and

WHEREAS, Johnson Mirmiran & Thompson (“JMT”) was designated as the highest-ranking firm following evaluation of the seven (7) received proposals; and

WHEREAS, the Authority conducted an analysis of the scope, complexity and cost of the construction inspection services proposed by JMT and negotiated with JMT to provide such services at compensation determined to be fair and reasonable; and

WHEREAS, the Projects Committee reviewed this recommendation and concurs with the evaluation; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of a Services Agreement with JMT to provide such construction inspection services to the Authority and to have such Agreement, with the advice and consent of Counsel, executed by the Chairperson, Vice-Chairperson and Executive Director.

A motion to approve Resolution 15-37 was made by Commissioner Smith and seconded by Commissioner Dorn. Resolution 15-37 was approved by a roll call vote of 8-0.

Resolution 15-37 Executive Summary Sheet

Resolution: Authorizes an agreement between the Authority and Johnson Mirmiran & Thompson (“JMT”) to professional construction inspection services during the I-295 Southbound Reconstruction Project.

Committee: Projects

Committee Date: October 27, 2015

Board Date: October 27, 2015

Purpose of Resolution:

To authorize an agreement with Johnson Mirmiran & Thompson (“JMT”) to provide professional construction inspection services during the I-295 Southbound Reconstruction Project.

Background for Resolution:

The proposed Resolution meets the requirements of Resolution 98-31, as amended, which governs the procedure for the procurement of professional services.

The Authority received and evaluated technical proposals submitted by the following seven (7) firms:

AECOM Technical Services, Inc.
Parsons Brinckerhoff, Inc.
GeoStructures, Inc.
Greenman-Pedersen, Inc.
HNTB Corporation
Johnson, Mirmiran & Thompson
STV Incorporated

The Authority utilized final evaluation criteria to establish a ranked list of firms, with JMT being identified as the top-ranked firm. The Authority conducted an analysis of JMT’s proposed costs for the services and negotiated for the services to be provided at rates determined to be fair and reasonable.

The cost for professional construction inspection services during the I-295 Southbound Reconstruction Project is estimated to be \$2,000,000.

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RESOLUTION 15-38 – AUTHORIZES A CONTRACT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND YOUNG CONAWAY STARGATT & TAYLOR, LLP TO PROVIDE PROFESSIONAL “ON-CALL” LABOR AND EMPLOYMENT LEGAL COUNSEL TO THE AUTHORITY

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is a bi-state Authority of the State of Delaware and the State of New Jersey created by Compact that owns, operates and controls the Delaware Memorial Bridge, Cape May-Lewes Ferry, Forts Ferry Crossing and five (5) regional airports; and

WHEREAS, the Authority desires to engage a professional legal services provider based in the State of Delaware to serve as “on-call” labor and employment counsel;

WHEREAS, the Authority wishes to enter into a Services Agreement (“Agreement”) with the selected legal services provider; and

WHEREAS, such Agreement shall have a base term of three (3) years, with the Authority having the option to extend the Agreement for one (1) year after the expiration of said base term, such extension to be authorized by the originating committee with the consent of the Chairperson and Vice Chairperson of the Board of Commissioners; and

WHEREAS, the Authority publicly advertised and issued a Request for Proposals (“RFP”) for labor and employment legal counsel in compliance with Resolution 98-31, as amended, which governs the Authority’s procedures for the procurement of professional services; and

WHEREAS, the Authority received and evaluated one (1) proposal pursuant to the aforementioned requirements; and

WHEREAS, the Authority short-listed one (1) firm and conducted an oral interview with that firm; and

WHEREAS, Young Conaway Stargatt & Taylor, LLP (“YCST”) was designated as the highest-ranking firm; and

WHEREAS, the Personnel Committee reviewed the recommendation and concurs with the evaluation; and

WHEREAS, the Authority conducted an analysis of the market to analyze the costs for legal counsel services proposed by YCST and negotiated with said firm to provide the requested labor and employment legal counsel at compensation determined to be fair and reasonable; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of a Services Agreement with YCST to provide labor and employment legal counsel services to the Authority and to have such agreement executed by the Chairperson, Vice-Chairperson and Executive Director.

A motion to approve Resolution 15-38 was made by Commissioner Wilson, seconded by Commissioner Downes, and approved by a roll call vote of 8-0.

Resolution 15-38 Executive Summary Sheet

Resolution: Authorizing the Authority to enter into an agreement with Young Conaway Stargatt & Taylor, LLP (“YCST”) to serve as professional “on-call” labor and employment legal counsel representing the interests of the Authority.

Committee: Personnel Committee

Committee Date: October 27, 2015

Board Date: October 27, 2015

Purpose of Resolution:

To authorize an agreement with YCST to provide professional “on-call” labor and employment legal counsel services representing the interests of the Authority.

Background for Resolution:

The proposed Resolution meets the requirements of Resolution 98-31, as amended, which governs the Authority's procedures for the procurement of professional services.

The Authority received and evaluated the technical proposal submitted by the following firm and short-listed that firm:

Young Conaway Stargatt & Taylor, LLP

The Authority conducted an interview with the short-listed firm and utilized final evaluation criteria to establish a ranked list, with YCST being identified as the top-ranked firm following the interview. The Authority requested and received the cost proposal, conducted an analysis of the market to analyze the costs for the labor and employment legal counsel services and negotiated with YCST to provide such services at compensation determined to be fair and reasonable

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RESOLUTION 15-39 - RESOLUTION BY THE DELAWARE RIVER AND BAY AUTHORITY AUTHORIZING MODIFICATIONS TO THE BENEFITS PLAN DESIGN

WHEREAS, the Delaware River and Bay Authority (the "Authority") is committed to providing its employees and retirees a comprehensive core benefit program; and

WHEREAS, the Authority is responsible for prudent financial governance with respect to those core benefit programs; and

WHEREAS, the Authority is responsible for taking appropriate action to control escalating core benefit costs; and

WHEREAS, the Personnel Committee and the Budget & Finance Committee have each reviewed the proposed recommendations to the Authority's changes to its health (medical and prescription) benefit programs and recommends approval thereof to the Commissioners.

NOW, THEREFORE, BE IT RESOLVED that the Delaware River and Bay Authority hereby approves the following modifications to be implemented January 1, 2016 (as described in detail on Exhibit A, which is incorporated herein by reference):

1. Terminate the Health Maintenance Organization (HMO) plan design and replace this plan with an Exclusive Provider Organization (EPO) plan, keeping the Preferred Provider Organization (PPO) Plan.
2. Increase Emergency Room visit co-pay from \$75 per visit to \$150 per visit (waived if admitted) in the PPO plan.
3. Increase Ambulance co-pay from \$25 to \$150 per incident in the PPO plan.
4. Remove erectile dysfunction prescription coverage from the PPO plan.
5. Emergency Room visit co-pay to be \$150 per visit (waived if admitted) in the new EPO plan.
6. Ambulance co-pay to be \$150 per incident in the new EPO plan.
7. Urgent care co-pay to be \$35 per visit in the new EPO plan.
8. Specialist office visit co-pay to be \$35 in the new EPO plan.

- 9. Lab co-pay to be \$20 per visit in the new EPO plan.
- 10. No coverage for erectile dysfunction prescriptions in the new EPO plan.
- 11. All other services in the new EPO plan from the HMO remain the same.

EXHIBIT A

Proposed Benefit Plan Changes for 2016
PPO & New EPO

Medical	Anticipated Savings
Emergency Room Visit co-pay to \$150 (waived if admitted)	\$38,912
Ambulance usage co-pay to \$150 per incident	\$1,980
No coverage for erectile dysfunction prescriptions in PPO or EPO Plans	\$48,000
EPO Plan only - Urgent Care and Specialists office visits co-pay to \$35	\$41,852
EPO Plan only – Lab Visit co-pay to \$20	\$15,655

A motion to approve Resolution 15-39 was made by Commissioner Smith, seconded by Commissioner Dorn, and failed by a roll call vote of 7-1 with Commissioner Lathem voting No. Resolution 15-39 failed because no Board Action shall be effective without at least four affirmative votes from the Commissioners of each State.

Resolution 15-39 Executive Summary Sheet

Resolution:	Authorizing Modifications to the Authority’s Benefits Plan Design
Committee:	Personnel Committee and Budget & Finance Committee
Committee Date:	October 29, 2015
Board Date:	October 29 2015
Purpose of Resolution:	To approve proposed recommendations to benefits plan designs for active and pre-65 retirees (as described in detail on Exhibit A, which is incorporated herein by reference) as presented by the Chief Human Resources Officer and the Pension and Benefits Manager.
Background for Resolution:	The Delaware River and Bay Authority (Authority) is committed to the health and well-being of our employees and retirees. During annual renewals, the Authority reviews administration and costs of benefits for determination of any recommended modifications including but not limited to benefit plan design changes, vendor/carrier changes, in comparison to industry trends and employee/retiree population utilization. For 2016, recommendations are being presented for health plan design changes to provide a broader network of physicians and service

providers to employees in the State of New Jersey by offering an Exclusive Provider Organization (EPO) plan as the current Health Maintenance Organization (HMO) plan does not provide that level of in-network coverage for our New Jersey employees (currently pay out of network costs for all providers outside of Delaware). The HMO plan provides a network of physicians and service providers that are located only in the State of Delaware. The Preferred Provider Option (PPO) would remain as an option. Additional co-pay changes for Emergency Room and Ambulance in both the PPO and new EPO plan design and the removal of erectile dysfunction (lifestyle) prescriptions from both plans are to bring these services of the health care plans more in line with industry standards.

A difference in plan designs between the PPO and the new EPO are recommended to begin to differentiate the level of coverage between the two (2) plans. Two (2) different levels of health plans will address the needs of the entire employee population as many employees do not require the full coverage of the PPO plan which would allow them to have greater take home pay for their families. This will allow the DRBA to provide a health care option that has less expensive payroll deduction with more out-of-pocket expenses at point-of-service. The PPO plan will continue to provide little out-of-pocket expenses at point-of-service but cost the employee more through payroll deductions. The new EPO plan will begin to provide more out-of-pocket expenses at point-of-service but cost the employee less through payroll deductions.

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**RESOLUTION 15-40 – AUTHORIZES THE AMENDMENT OF THE
RESTATED DELAWARE RIVER AND BAY AUTHORITY EMPLOYEES’ DEFINED
CONTRIBUTION PLAN**

WHEREAS, the Delaware River and Bay Authority (the “Authority”) currently maintains the Delaware River and Bay Authority Employees’ Defined Contribution Plan (the “Plan”); and

WHEREAS, pursuant to Section 8.1(a) of the Plan, the Authority has the right to amend the Plan pursuant to a resolution of the Commissioners of the Authority; and

WHEREAS, the proposed amendments have been reviewed by the Personnel Committee and found to be appropriate; and

NOW, THEREFORE, BE IT RESOLVED, that the Delaware River and Bay Authority hereby approves the following amendment to the Plan effective immediately:

That the Plan be and hereby is amended generally effectively immediately to remove from the Plan references in the Plan to the Employer Contributions and Mandatory Employee Contributions.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that a separate Section 401(a) plan be established to permit Employer Contributions and Mandatory Employee Contributions and to accept, hold and administer the Employer Contributions and Mandatory Employee Contributions in accordance with the provisions of Section 401(a); and

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the proper officers and employees of the Authority are hereby authorized to execute the necessary amendments to the Defined Contribution Plan document, to establish a separate 401(a) plan and to take whatever action and to execute whatever instruments with the advice and consent of counsel that may be necessary or convenient to carry out the foregoing resolutions.

A motion to approve Resolution 15-40 was made by Commissioner Wilson, seconded by Commissioner Downes, and approved by a roll call vote of 8-0.

Resolution 15-40 Executive Summary Sheet

Resolution: AUTHORIZES THE AMENDMENTS TO THE RESTATED DELAWARE RIVER AND BAY AUTHORITY EMPLOYEES’ DEFINED CONTRIBUTION PLAN

Committee: Personnel Committee

Committee Date: October 27, 2015

Board Date: October 27, 2015

Purpose of Resolution: To approve proposed amendments to the Authority’s Employees’ Defined Contribution Plan (the “Plan”) for all permanent full-time Employees as presented by the Executive Director and the Chief Human Resources Officer.

Background for Resolution: The Delaware River and Bay Authority has had the Delaware River and Bay Authority Employees’ Defined Contribution Plan since January, 1999.

It is the responsibility of the Authority to frequently review the Plan Document for compliance and accuracy as it pertains to relevant governmental regulations, as well as with established Authority employment practices.

Based on a recent review of the Plan document and established practices, the Authority recommends amending the Plan to permit Employer Contributions and Mandatory Employee Contributions to a separate Section 401(a) plan up to the maximum amount permitted under the Internal Revenue Code of 1986, as amended.

It is important to note that since inception of a Defined Contribution Plan, the Authority has maintained two (2) separate funds – one for employer and mandatory employee contributions which is the 401(a) plan and one for voluntary employee contributions which is the 457(b) plan. However, there was only one (1) plan document covering both funds. This resolution corrects this by establishing a separate 401(a) plan document and revises the current defined contribution plan document as the 457(b) plan document.

These actions ensure that employees are afforded the opportunity to maximize their contribution limits currently \$53,000 for 401(a) plans and \$18,000 for 457(b) plans.

This resolution authorizes the Authority to make any necessary amendments to the 457(b) plan document and immediately adopt a separate 401(a) plan document.

Correction of the plan documents will ensure that the contributions into the Plans will be taxed appropriately.

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RESOLUTION 15-41 – AUTHORIZES A CONTRACT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND BROWN & CONNERY, LLP TO PROVIDE PROFESSIONAL “ON-CALL” LABOR AND EMPLOYMENT LEGAL COUNSEL TO THE AUTHORITY

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is a bi-state Authority of the State of Delaware and the State of New Jersey created by Compact that owns, operates and controls the Delaware Memorial Bridge, Cape May-Lewes Ferry, Forts Ferry Crossing and five (5) regional airports; and

WHEREAS, the Authority desires to engage a professional legal services provider based in the State of New Jersey to serve as “on-call” labor and employment counsel;

WHEREAS, the Authority wishes to enter into a Services Agreement (“Agreement”) with the selected legal services provider; and

WHEREAS, such Agreement shall have a base term of three (3) years, with the Authority having the option to extend the Agreement for one (1) year after the expiration of said base term, such extension to be authorized by the originating committee with the consent of the Chairperson and Vice Chairperson of the Board of Commissioners; and

WHEREAS, the Authority publicly advertised and issued a Request for Proposals (“RFP”) for labor and employment legal counsel in compliance with Resolution 98-31, as amended, which governs the Authority’s procedures for the procurement of professional services; and

WHEREAS, the Authority received and evaluated two (2) proposals pursuant to the aforementioned requirements; and

WHEREAS, the Authority short-listed one (1) firm and conducted an oral interview with that firm; and

WHEREAS, Brown & Connery, LLP was designated as the highest-ranking firm following final evaluation; and

WHEREAS, the Personnel Committee reviewed the recommendation and concurs with the evaluation; and

WHEREAS, the Authority conducted an analysis of the market to analyze the costs for legal counsel services proposed by Brown & Connery, LLP and negotiated with said firm to provide the requested labor and employment legal counsel at compensation determined to be fair and reasonable; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of a Services Agreement with Brown & Connery, LLP to provide labor and employment legal counsel services to the Authority and to have such agreement executed by the Chairperson, Vice-Chairperson and Executive Director.

A motion to approve Resolution 15-41 was made by Commissioner Smith, seconded by Commissioner Downes, and approved by a roll call vote of 8-0.

Resolution 15-41 Executive Summary Sheet

Resolution: Authorizing the Authority to enter into an agreement with Brown & Connery, LLP to serve as professional “on-call” labor and employment legal counsel representing the interests of the Authority.

Committee: Personnel Committee

Committee Date: October 27, 2015

Board Date: October 27, 2015

Purpose of Resolution:

To authorize an agreement with Brown & Connery, LLP to provide professional “on-call” labor and employment legal counsel services representing the interests of the Authority.

Background for Resolution:

The proposed Resolution meets the requirements of Resolution 98-31, as amended, which governs the Authority’s procedures for the procurement of professional services.

The Authority received and evaluated technical proposals submitted by the following two (2) firms, and short-listed* one (1) of those firms:

Brown & Connery, LLP*
Long Marmero & Associates, LLP

The Authority conducted interviews with all short-listed firms and utilized final evaluation criteria to establish a ranked list, with Brown & Connery, LLP being identified as the top-ranked firm following the interview. The Authority requested and received the cost proposal, conducted an analysis of the market to analyze the costs for the labor and employment legal counsel services and negotiated with Brown & Connery, LLP to provide such services at compensation determined to be fair and reasonable.

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Chairperson Lowe called a five (5) minute recess from 12:40-12:45

11022. EXECUTIVE DIRECTOR’S COMMENTS

There were no comments from the Executive Director.

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11023. COMMISSIONERS PUBLIC FORUM

Chairperson Lowe called for comments from the public and the Commissioners. Frank Bankard, a representative of Local 542 wanted to know the hourly rate for legal fees for resolution 15-38. He also wanted to know the proposed budget amount for union salary increases in the 2016 year and inquired about the status of the money budgeted in 2014 for union salary increases. Chairman Lowe advised he would provide the requested information after the meeting. Mr. Bankard expressed concerns about the slow pace of responses from the Authority to bargaining proposals presented by the Union and stated that he is still waiting for a response to the union proposal presented on September 28, 2015. Finally, Mr. Bankard thanked Commissioner Lathem for voting against resolution 15-39.

Commissioner Dorn expressed his appreciation to TJ Murray for taking such good care of him and Mrs. Dorn during the September Board retreat.

Commissioner Downes reported that he attended the Employee Appreciation banquet and expressed his appreciation for all of the hard work done by the employee planning committee and extended congratulations for a job well done.

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There being no further business, a motion to adjourn was made by Commissioner Lathem, seconded by Commissioner Murphy, and unanimously carried by a voice vote of 8-0.

The meeting was adjourned at 12:50 p.m.

Respectfully submitted,

THE DELAWARE RIVER AND BAY AUTHORITY

Frank W. Minor
Assistant Secretary