

**MINUTES OF MEETING
THE DELAWARE RIVER AND BAY AUTHORITY
Delaware Memorial Bridge Complex
Tuesday March 21, 2023**

The meeting convened at 10:01 a.m. at the Delaware Memorial Bridge Complex, with Chairperson Lathem presiding.

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

Chairperson Lathem 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.

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

Commissioners from Delaware

Samuel Lathem, Chairperson
Crystal L. Carey
Henry J. Decker
Michael Ratchford
Veronica O. Faust - Absent
Theodore Becker

Commissioners from New Jersey

James N. Hogan, Vice-Chairperson
Shirley R. Wilson
Ceil Smith
Sheila McCann
M. Earl Ransome, Jr.
Heather Baldini – via Zoom

* * * * *

Chairperson Lathem called for the acceptance of the Agenda.

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

Chairperson Lathem opened the meeting for public comment on any matters of interest.

Chairperson Lathem called for a motion to move to Executive Session. Commissioner Decker made a motion, seconded by Commissioner Ratchford, and the motion carried by voice vote of 11-0.

Members of the public and certain staff were excused from the room during the Executive Session.

The Executive Session started at 10:05 a.m. and ended at 11:19 a.m.

At the conclusion of the Executive Session, Chairperson Lathem called for a motion to close Executive Session, and recess to conduct Committee Meetings. Commissioner Becker then made a motion, seconded by Commissioner McCann, and the motion carried by a voice vote of 11-0.

The Committee meetings started at 11:19 a.m. and ended at 12:14 p.m. During that time, the following Committee meetings were held:

Budget & Finance
Economic Development
Projects

At the conclusion of the Committee meetings, Chairperson Lathem called the Board meeting back to order at 12:17 p.m.

* * * * *

12075. APPROVAL OF THE FEBRUARY MINUTES

Commissioner Becker made a motion to approve meeting minutes for February 22, 2023, seconded by Commissioner Wilson, and approved by a voice vote of 11-0.

* * * * *

12076. 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 February charts were ordered filed with the permanent records of the Authority.

* * * * *

12077. DELAWARE RIVER AND BAY AUTHORITY – STATEMENT OF INCOME AND EXPENSE.

The CFO presented charts showing statements of income and expense for February 2023 with comparisons to the same periods last year.

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

* * * * *

12078. DELAWARE RIVER AND BAY AUTHORITY – OPERATING
EXPENSE BY DIVISION.

The CFO presented charts for February 2023 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.

* * * * *

12079. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL
IMPROVEMENT PROGRAM.

The CFO presented charts for February 2023 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.

* * * * *

12080. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION
(MARKET VALUE) FOR FEBRUARY 28, 2023.

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.

* * * * *

12081. PUBLIC COMMENT ON ACTION ITEMS

Chairperson Lathem noted that (2) Contract Awards, (4) Contract Close-Outs, and (2) 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 on any action items.

There was no public comment on action items before the Board.

* * * * *

12082. AWARD OF CONTRACT #DMB-23-02 – SECOND STRUCTURE –
COATING REMOVAL & REPLACEMENT, EAST GIRDER SPANS

The Chief Operations Officer (COO) noted that a public bid opening was held on February 23, 2023. The COO and Projects Committee recommended awarding the contract to the lowest responsible bidder, Corcon, Inc. of Lowellville, Ohio, in the amount of \$6,646,000.00.

A motion to award CONTRACT #DMB-23-02 to the aforementioned firm was made by Commissioner Ransome, seconded by Commissioner Becker, and approved by a voice vote of 11-0.

* * * * *

12083. AWARD OF CONTRACT #DMB-23-50- STAKE BODY TRUCK
CHASSIS UPFITS

The Chief Operations Officer (COO) noted that a public bid opening was held on February 23, 2023. The COO and Projects Committee recommended awarding the contract to the lowest responsible bidder J&J Truck Equipment of Somerset, Pennsylvania, in the amount of \$67,350.00.

A motion to award CONTRACT #DMB-23-50 to the aforementioned firm was made by Commissioner Ratchford, seconded by Commissioner Becker, and approved by a voice vote of 11-0.

* * * * *

12084. CLOSE-OUT CONTRACT #ILG-21-08 -BUILDING I-6000 UPGRADES

CONTRACT #ILG-21-08 - BUILDING I-6000 UPGRADES to L.J. Paoletta Construction, Inc. of Brookhaven, Pennsylvania.

It is recommended that the Authority accept this project and make the final payment to the contractor. The final cost of this project is \$168,567.00.

A motion to Close-Out Contract #ILG-21-08 was made by Commissioner Becker, seconded by Commissioner Ransome, and approved by a voice vote of 11-0.

* * * * *

12085. CLOSE-OUT CONTRACT #ILG-21-09 – BUILDING I-1011 ROOF IMPROVEMENTS

CONTRACT #ILG-21-09 - BUILDING I-1011 ROOF IMPROVEMENTS to Detwiller Roofing of East Earl, Pennsylvania.

It is recommended that the Authority accept this project and make the final payment to the contractor. The final cost of this project is \$171,200.00.

A motion to Close-Out Contract #ILG-21-09 was made by Commissioner Wilson, seconded by Commissioner Becker, and approved by a voice vote of 11-0.

* * * * *

12086. CLOSE-OUT CONTRACT #ILG-22-01A – INSTALLATION OF TRITURATOR SYSTEM BLDG I-153

CONTRACT #ILG-22-01A – INSTALLATION OF TRITURATOR SYSTEM BLDG I-153 to JPC Group Inc. of Blackwood, New Jersey.

It is recommended that the Authority accept this project and make the final payment to the contractor. The final cost of this project is \$265,000.00.

A motion to Close-Out Contract -#ILG-22-01A was made by Commissioner Ratchford, seconded by Commissioner Decker, and approved by a voice vote of 11-0.

* * * * *

12087. CLOSE-OUT CONTRACT #33N-20-01R – FUEL FACILITY

CONTRACT #33N-20-01R – FUEL FACILITY to TTI Environmental Inc. of Moorestown, New Jersey.

It is recommended that the Authority accept this project and make the final payment to the contractor. The final cost of this project is \$717,409.33.

A motion to Close-Out Contract #33N-20-01R was made by Commissioner Becker, seconded by Commissioner Ratchford, and approved by a voice vote of 11-0.

* * * * *

12088. CHAIRPERSON'S CALL FOR RESOLUTIONS BEFORE THE

BOARD

* * * * *

**RESOLUTION 23-12 - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO
RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1, 2023, THROUGH DECEMBER 31, 2023**

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 1/1/23 THROUGH 12/31/23

VENDOR	PURCHASE DESCRIPTION	CLASSIFICATION	ESTIMATE D \$
Sea Box, Inc.	Two (2) ISO Cargo Containers	Quotes	\$49,000
W.W. Grainger, Inc.	Replacement Electric Scissor Lift	State Contract	\$46,000

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

Resolution 23-12 was moved by Commissioner Wilson, seconded by Commissioner Becker, and was approved by a roll call vote of 11-0.

Resolution 23-12 - Executive Summary Sheet

Resolution: Authorizing Authority Expenditures Pursuant to Resolution 01-84 for the period January 1, 2023, through December 31, 2023.

Committee: Budget & Finance

Committee and Board Date: March 21, 2023

Purpose of Resolution:

Authorizes expenditures of \$25,000 or greater with the identified vendors during the 2023 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:

Sea Box, Inc.: Two (2) ISO Cargo Containers

The Authority plans to purchase two (2) additional 40' x 9'6" dry freight ISO cargo containers for the Delaware Memorial Bridge Maintenance Facilities to replace demolished old storage facilities. Staff received quotes from three (3) supplies with Sea Box, Inc. submitting the lowest quote in accordance with the Authority's specifications.

W.W. Grainger, Inc.: Replacement Electric Scissor Lift

The Authority plans to replace one (1) high lift electric scissor lift utilized at the Millville Airport as the previous equipment has exceeded its useful life and is currently programmed in the 2023 Capital Equipment Replacement Plan. The scissor lift will be purchased at prices pursuant to state contract (GSS18577-INDUSTRIAL).

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.).

* * * * *

RESOLUTION 23-17 - PURCHASE AND SALE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY, NEW CASTLE COUNTY AND THE OFFICE OF MANAGEMENT AND BUDGET ON BEHALF OF THE DELAWARE ARMY GUARD FOR PROPERTY LOCATED AT THE NEW CASTLE AIRPORT

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

WHEREAS, New Castle County is the owner of the Airport; and

WHEREAS, the Delaware Army National Guard (the “Guard”) currently leases approximately 24 +/- acres of land at the Airport; and

WHEREAS, the Guard has a need to expand their facilities to add a Rediness Center for the 126th Army Aviation Company (UH-60) Air Ambulance) and to have space for staging in relation to pandemic responses; and

WHEREAS, the Authority controls a facility adjacent to the Guard leasehold, commonly referred to as 12 Penns Way (the “Premises”) that is currently available for sale; and

WHEREAS, the Premises sits on 2.94 +/- acres and contains an office building totaling approximately 27,000 sq.ft.; and

WHEREAS, the Guard desires to purchase the Premises and has received CARES funding for the purchase; and

WHEREAS, the Authority agrees that it will execute an amendment to the Ground Lease with the County removing the Premises from its leasehold interest, and it will agree to sell the Premises to the Guard if the following conditions are met:

- (i) Obtains the County’s agreement to release the Premises from the Ground Lease upon terms reasonably satisfactory to the Authority;
- (ii) Obtains the County’s agreement to sell the Premises to the Guard at no less than Two Million One Hundred Thousand 00/100 Dollars (\$2,100,000.00) as determined by appraisals pursuant to fair market value policies issued by the Federal Aviation Administration (the “FAA”);

- (iii) Obtains the County's agreement that the purchase price for the Premises shall be paid to the Authority for its airport fund, which is administered by the Authority as the sponsor of the Airport for the development, improvement, operation or maintenance of the New Castle Airport. If the Authority shall use the Purchase Price for any capital improvement project at the Airport, the undepreciated amount of such capital project (the extent such capital project is funded by the Purchase Price) shall be excluded from the calculation of the "Unamortized Costs" of the capital improvements referenced in Section 3 of the Original Ground Lease;
- (iv) The Guard agrees to purchase the Premises in its "AS-IS" condition pursuant to a special warranty deed, with no representations or warranties given by the Authority or the County other than those customary representations or warranties given by a "grantor" with respect to title to the Premises.
- (v) Obtains a deed of release in recordable form from the FAA releasing the Premises, or any portion thereof that is subject to FAA regulation, from FAA regulation and the conditions, reservations, exceptions and restrictions imposed pursuant to that certain Instrument of Transfer dated April 28, 1949 and effective as of October 27, 1947, as the same is of record in the Office of the Recorder of Deeds in and for New Castle County, Delaware at Deed Record C, Volume 49, page 75;
- (vi) Executes a restrictive covenant, in form and substance satisfactory to the Authority and the County, in their sole discretion, prohibiting any activity on the Premises that would be incompatible with airport operations or would create a hazard or interference to the operation of aircraft and/or communication facilities.
- (vii) Grants to the Authority and the County an easement in form and substance satisfactory to the Authority and the County, in their sole discretion, that would (a) establish the maximum height for structures and objects of natural growth, (b) provide a right of flight for the passage of aircraft in the space above the Premises, and (c) provide the Authority, the County and airport tenants and users the right to create or generate such noise as may be inherent in the operation of aircraft now known or hereafter used for navigation of flight using said airspace;
- (viii) Agrees to execute such additional instruments, certificates, documents or agreements that may be reasonably requested to complete the sale of the Premises;

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of the purchase and sale agreement with the State of Delaware on behalf of the Delaware Army Guard and with the advice and consent of counsel, to have such Agreement executed by the Chairperson, Vice Chairperson and the Executive Director.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that Resolution 22-22 is hereby rescinded.

Resolution 23-17 was moved by Commissioner Decker, seconded by Commissioner Becker, and was approved by a roll call vote of 11-0.

Resolution 23-17 - Executive Summary

Resolution: Authorizing a Purchase and Sale Agreement between the Delaware River and Bay Authority, New Castle County and the state of Delaware on behalf of the Delaware Army Guard for property located at the New Castle Airport.

Committee: Economic Development

Committee Date: March 21, 2023

Board Date: March 21, 2023

Purpose of Resolution:

To permit the Executive Director, Chairperson and Vice Chairperson to execute and deliver a purchase and sale agreement for property at the New Castle Airport

Background of Resolution:

The Delaware River and Bay Authority operates the New Castle Airport. The airport is owned by New Castle County. The Delaware Army Guard, through the State of Delaware would like to purchase a facility located at 12 Penns Way. The State received CARES funds and a portion of those funds were approved and granted to the Army Guard to acquire the property in support of future pandemic or medical support activities. The property is designated as part of the airport and is restricted by the FAA for any use other than airport. A review process is being done by the FAA to release this parcel from those restrictions. Part of that review requires that 2 appraisals and a review appraisal be completed in order to determine the FMV for the property. Through that process, \$2,100,000 was determined to be the value.

* * * * *

12089. EXECUTIVE DIRECTOR'S COMMENTS

The Executive Director displayed a report tracking daily activity at the CMLF, Airports, and Delaware Memorial Bridge.

The Executive Director stated that with the support of the DE Congressional delegation, the DRBA recently submitted a \$10 million grant request to FAA under the BIL Program to expand the passenger holding room and facilities at the Wilmington New Castle Airport (ILG) in support of commercial air service. The regional FAA office in Harrisburg assessed and recommended the ILG expansion project grant request for approval to the BIL Committee in Washington. Unfortunately, the Committee did not

approve the project for funding at this time due to uncertainty associated with defining the future “Sponsor” of the airport after June 2025, given New Castle County’s (NCC) Notice of Termination to DRBA effective June 30, 2025. For this reason, the grant opportunity was denied.

The next slide displayed a picture of Commissioner Ceil Smith’s granddaughter who has been awarded a full scholarship to Temple University School of Law.

Upcoming DRBA Events

- Tuesday, March 21, 2023 • City of Millville Meeting, 7pm; 12 South High Street, Millville, NJ
- Wednesday, March 29, 2023 • Job Fair and Community Collection Drive, 11 am; Route 9 Library and Innovation Center
- Tuesday, April 18, 2023 • Board of Commissioners Meeting, 10 am; James Julian Board Room
- Friday, April 21, 2023 • Employee Appreciation Banquet, 6 pm; Golden Nugget Resort, Atlantic City, NJ

* * * * *

12090. **COMMISSIONERS PUBLIC FORUM**

Chairperson Lathem called for comments from Commissioners.

No comments were received.

Respectfully submitted,

THE DELAWARE RIVER AND BAY AUTHORITY

Stephen D. Williams
Assistant Secretary