

**DELAWARE RIVER PORT AUTHORITY
BOARD MEETING**

**One Port Center/Zoom
Wednesday, December 8, 2021**

Due to the coronavirus pandemic, all participants, except where noted, attended via telephone/web conference.

Pennsylvania Commissioners

Cherelle Parker, Chair of the Board
Hayden Rigo (for Pennsylvania Auditor General Timothy DeFoor)
Joseph Martz
Donna Powell
Ted Christian (for Pennsylvania Treasurer Stacy Garrity)
Keiwana McKinney
Angelina Perryman
Kathleen McGinty

New Jersey Commissioners

Jeffrey Nash, Esq., Vice Chair of the Board
Sara Lipsett
Albert Frattali
Charles Fentress
Aaron Nelson
Richard Sweeney

DRPA/PATCO Staff

John T. Hanson, Chief Executive Officer (in person)
Obra Kernodle, Deputy Chief Executive Officer (in person)
Raymond J. Santarelli, General Counsel and Corporate Secretary (in person)
Narisa Sasitorn, Deputy General Counsel
James White, Chief Financial Officer (in person)
Toni Brown, Chief Administrative Officer
David Aubrey, Inspector General
John Rink, General Manager, PATCO
Michael Venuto, Chief Engineer
William Shanahan, Acting Homeland Security Officer
Robert Finnegan, Acting Chief of Police
John Lotierzo, Director of Finance
Orville Parker, Manager, Budget and Finance Analysis
Richard Mosback, Director, Procurement DRPA/PATCO
Steve Reiners, Director, Fleet Management
Joseph McAvoy, Bridge Director, BFB & BRB
Ricardo DeOliveira, Bridge Director, WWB & CBB
Christina Maroney, Director, Strategic Initiatives
Tonyelle Cook-Artis, Acting Director, Government Relations
Darlene Callands, Manager Community Relations
Darci DeBeaumont, Manager, Accounting
Amy Ash, Manager, Contract Administration

Michael Williams, Manager, Corporate Communications
Kathleen Vandy, Assistant General Counsel
Elizabeth Saylor, Administrative Coordinator, Corporate Secretary (in person)

Others Present

Janice Venables, Associate Counsel, New Jersey Governor's Authorities Unit
Alan Kessler, PA Counsel, Duane Morris, LLP
Christopher Gibson, NJ Counsel, Archer & Greiner, P.C.
Monique Curry-Mims, S&S Consulting, LLC

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. The Secretary also noted that, due to the ongoing pandemic, the public was not allowed inside the One Port Center building but had been invited to attend via telecast and to submit any questions or comments electronically prior to the meeting.

Roll Call

Chairwoman Parker called the meeting to order at 9:02 a.m. and asked that the Corporate Secretary call the roll. The following Commissioners were present, constituting a quorum: Chairwoman Parker, Vice Chairman Nash, Powell, Fentress, Rigo, Sweeney, Perryman, Christian, Frattali, Lipsett, Nelson, Martz, McKinney and McKinney.

Chairwoman's Remarks

Chairwoman Parker stated that she wanted to express her gratitude to the Board of Commissioners and staff for their support and service on the DRPA and PATCO Boards. She noted that she had joined the Board on February 17, 2021, and in that short period of time she had learned quite a bit about the intricacies of the operations of the DRPA and PATCO.

She recognized the Executive team, who she stated were exceptional during all phase of the COVID pandemic. The Executive team under the leadership of CEO Hanson, worked diligently to create work environment, policies and protocols that meet and in times exceeded CDC guidelines. At all times the team's primary focus was, and continues to be, the wellbeing of more than 850 employees. From all accounts, their collective efforts have worked extremely well. She thanked Vice Chairman Nash for his generous spirit in sharing his institutional history and knowledge. Vice Chairman Nash's history and knowledge has helped to provide proper perspective in context when dealing with the complex and thorny issues. She called him an outstanding partner.

She complimented the work that has been performed by the Board's Committees. Firstly, she listed the Finance Committee's accomplishments, including; safeguarding the funds entrusted to the DRPA and PATCO especially during the Pandemic; the vetting of the Capital Budget that was presented to the November Board that will ensure the ability to maintain our bridges, the PATCO

rail line, and all facilities as necessary; the thorough review of the Authority's financial condition and determined that the Net Revenue for 2021 will be sufficient to cover the debt service operating expenditures, the PATCO subsidy and the Authority's other responsibilities. She pointed out that our Bond covenants require that we make critical certification before December 1 on an annual basis., which deadline we made. She noted that the Finance Committee also vetted a comprehensive Operating Budget for 2022, which will be presented today for the Board's approval after a brief presentation by CFO White.

Secondly, she thanked the members of the Operations and Maintenance Committee, including Committee Chair Frattali for their outstanding work in supervising all aspects of the facilities that are operated by the Authority. She noted that this Committee oversees a very aggressive budget and works to overcome the challenges of supply chains during the pandemic. This Committee never lost sight of the Authority's Stewardship Mission related to our core assets. The Committee has always, without exception, advanced critical projects for our consideration, approved necessary repairs, upgrades, rehabilitations, and other improvements. Thanks to this Committees earlier work, the Authority has recently received, for the Ben Franklin Bridge Suspension Span and Anchorage Rehabilitation Project, the Philadelphia Major Bridge Project Award and New Jersey's Leading Infrastructure Project Award from the New Jersey Alliance.

Thirdly, she thanked the Audit Committee including General DeFoor, Commissioner Rigo, Vice Chair Commissioner Nelson for their important oversight work performed in 2021 related to financial and management audit, internal controls, compliance, risk assessment practices and maintaining a connection between the Board and the Citizens Advisory Committee.

Fourthly, she thanked the Labor Committee for the proud moment on June 16, 2021, when, for the first time in the Authority's history, there was recognition and introduction of the Juneteenth holiday as a paid holiday for all DRPA and PATCO employees. On September 22, 2021, this Board approved the resolution recognizing formally Juneteenth National Independence Day. As a result of that action, in 2022 and beyond, Juneteenth will be a paid annual holiday for all DRPA and PATCO employees. She stated that she is especially proud of this accomplishment, and she wanted to thank the Commissioners who serve with her on the Labor Committee in helping her advance this resolution for Board consideration.

Fifthly, she thanked the SAP Taskforce and the Board's response for their excellent work in creating a path forward for the SAP upgrade. The Task Force, made up of Commissioner Martz, Commissioner Powell, Commissioner Nelson, Commissioner Lipsett, Commissioner Garganio, General DeFoor represented by Commissioner Rigo, Treasure Garrity represented by Commissioner Christian, conducted a comprehensive review which included soliciting input and feedback from stakeholders and key business units. After considering all the relevant information, the Board determined that it would not be prudent to proceed with the SAP upgrade at this time.

Chairwoman Parker completed her remarks by stating that while we have experienced a loss of toll and transit revenue during the Pandemic, she is pleased that bridge traffic and PATCO ridership are rebounding. She said that she is very optimistic about the future of the DRPA and PATCO and she looks forward to working with everyone in 2022. She said she is bound and

committed to making sure the Board meets in person in the near future. She extended her wishes to all present and their families for a very happy holiday season.

Public Comment

Corporate Secretary Santarelli reported that staff reviewed the designated Public Comment email and voicemail accounts and there were no items for Public Comment.

Report of the Chief Executive Officer

CEO Hanson stated that the CEO Report stood as previously submitted. Commissioner Frattali moved to approve the CEO's Report and Commissioner Rigo 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.

Approval of the November 17, 2021 DRPA Board Meeting Minutes

Chairwoman Parker stated that the Minutes of the November 17, 2021 DRPA Board Meeting were previously provided to the Governors of New Jersey and Pennsylvania and to the DRPA Commissioners. There were no comments or corrections. Commissioner Rigo moved to approve the Minutes and Commissioner Frattali seconded the motion. All Commissioners in attendance voted in the affirmative to approve the Minutes as submitted. The motion carried.

Receipt and Filing of the List of Previously Approved Purchase Orders and Contracts covering the Month of November 2021.

Chairwoman Parker stated that the List of Previously Approved Purchase Orders and Contracts covering the month of November 2021 were previously provided to all Commissioners. There were no questions or comments. Commissioner Fentress moved to receive and file the lists and Commissioner Rigo seconded the motion. All Commissioners in attendance voted in the affirmative. The motion carried.

Approval of Operations & Maintenance Committee Meeting Minutes of November 30, 2021

Chairwoman Parker stated that the Minutes of the November 30, 2021 Operations & Maintenance Committee Meetings were previously provided to all Commissioners. There were no comments or corrections. Commissioner Frattali moved to approve the Minutes and Commissioner Fentress seconded the motion. 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 30, 2021

Chairwoman Parker stated that there were six (6) Resolutions from the November 30, 2021 Operations & Maintenance Committee Meeting for consideration:

DRPA-21-112 Capital Project Contract Modifications.

PATCO General Manager Rink presented Summary Statement and Resolution No. DRPA-21-112 seeking Board authorization to execute contract modifications to one (1) contract with NS Corporation for the PATCO Train Car Wash Equipment Upgrades, in an amount not to exceed

\$30,587.00. Chairwoman Parker inquired whether Commissioners had any questions for staff concerning the Resolution. There were no questions. Commissioner McKinney moved to adopt DRPA-21-112 and Commissioner Frattali seconded the motion. All Commissioners in attendance voted in the affirmative to adopt the Resolution. The motion carried.

**DRPA-21-113 Southeast Youth Athletic Association (SEYAA) Carnival
on DRPA (WWB) Property at 7th and Packer in
Philadelphia.**

Acting Director of Government Relations Cook-Artis presented Summary Statement and Resolution No. DRPA-21-113 seeking Board authorization to enter into an agreement with Southeast Youth Athletic Association (“SEYAA”) permitting the use of DRPA property on the southeast corner of 7th and Packer Streets in Philadelphia, adjacent to the Walt Whitman Bridge, for a fundraising event from April 9, 2022 to April 24, 2022, at no cost to the DRPA. Chairwoman Parker inquired whether Commissioners had any questions for staff concerning the Resolution. There were no questions. Commissioner Martz moved to adopt Resolution No. DRPA-21-113 and Commissioner Sweeney seconded the motion. All Commissioners in attendance voted in the affirmative to adopt the Resolution. The motion carried and the Board adopted the Resolution.

DRPA-21-123 Contract No. 12-J, Re-Opening of Franklin Square.

Chief Engineer Venuto presented Summary Statement and Resolution No. DRPA-21-123 seeking Board authorization to negotiate a construction contract with the firm of Daniel J. Keating Company to perform the Construction Services for the re-opening of Franklin Square, in an amount not to exceed \$26,798,000.00. Chairwoman Parker inquired whether Commissioners had any questions for staff concerning the Resolution. There were no questions. Commissioner Fentress moved to adopt Resolution No. DRPA-21-123 and Commissioner Sweeney seconded the motion. All Commissioners in attendance voted in the affirmative to adopt the Resolution. The motion carried and the Board adopted the Resolution.

**DRPA-21-109 Contract No. BF-55-2019, Ben Franklin Bridge Toll
Booth HVAC Replacement Project.**

Chief Engineer Venuto presented Summary Statement and Resolution No. DRPA-21-109 seeking Board authorization to negotiate a construction contract with the firm of Kaser Mechanical, LLC to perform the Construction Services for the Benjamin Franklin Bridge Toll Booth HVAC Replacement Project, in an amount not to exceed \$1,665,315.00. Chairwoman Parker inquired whether Commissioners had any questions for staff concerning the Resolution. There were no questions. Commissioner Frattali moved to adopt Resolution No. DRPA-21-109 and Commissioner Martz seconded the motion. All Commissioners in attendance voted in the affirmative to adopt the Resolution. The motion carried and the Board adopted the Resolution.

DRPA-21-111 Solar Canopy CCTV Camera Installations.

Chief Engineer Venuto presented Summary Statement and Resolution No. DRPA-21-111 seeking Board authorization to negotiate a purchase contract with Denney Electric Supply for the installation of security cameras and associated conduit, cabling, and network equipment, in an amount not to exceed \$1,034,370.00, to address video-surveillance needs in the parking lots of One Port Center and several PATCO stations. Chairwoman Parker inquired whether Commissioners had any questions for staff concerning the Resolution. There were no questions. Commissioner Frattali moved to adopt Resolution No. DRPA-21-111 and Commissioner Martz seconded the motion. All Commissioners in attendance voted in the affirmative to adopt the Resolution. The motion carried and the Board adopted the Resolution.

DRPA-21-110 PATCO Car Overhaul HLTK Supplement – Car Overhaul Close Out.

Chief Engineer Venuto presented Summary Statement and Resolution No. DRPA-21-110 seeking Board authorization to execute a contract supplement/modification to the existing agreement with Hatch LTK to provide engineering support and construction monitoring services in order to close out Contract No. 18-C PATCO Transit Car Overhaul, in an amount not to exceed \$265,200.00. Chairwoman Parker inquired whether Commissioners had any questions for staff concerning the Resolution. There were no questions. Commissioner Frattali moved to adopt Resolution No. DRPA-21-110 and Commissioner Sweeney seconded the motion. All Commissioners in attendance voted in the affirmative to adopt the Resolution. The motion carried and the Board adopted the Resolution.

Approval of Labor Committee Meeting Minutes of November 30, 2021

Chairwoman Parker stated that the Minutes of the November 30, 2021 Labor Committee Meeting were previously provided to all Commissioners. There were no comments or corrections. Commissioner Fentress moved to approve the Minutes and Commissioner Rigo seconded the motion. All Commissioners in attendance voted in the affirmative to approve the Minutes as submitted. The motion carried.

Adoption of Resolutions Approved by the Labor Committee on November 30, 2021

Chairwoman Parker stated that there was one (1) Resolution from the November 30, 2021 Labor Committee Meeting for consideration:

DRPA-21-114 Outside Employment Request for Approval.

Chief Administrative Officer Brown presented Summary Statement and Resolution No. DRPA-21-090 seeking Board evaluation and authorization of outside employment for employees at the level of director and above for one year. There are seven (7) employees that have requested authorization for outside employment: 1) Michael Venuto, Chief Engineer – adjunct Instructor at Rowan University; 2) William Shanahan, Acting Director, Homeland Security – private practice for William C. Shanahan, Esq., LLC; 3) Rohan Hepkins, Assistant General Manager, PATCO – Pastor for The Chapel of the Good Shepherd, Yeadon, PA; Mayor, Borough of Yeadon, PA; 4) Stephen Holden, Deputy General Counsel – self-employed attorney; 5) Stephen Reiners, Director,

Fleet Management – baseball umpire, basketball and soccer referee for the 2022 season; 6) Ed Cobbs, Acting Police Chief/Captain, Public Safety – adjunct instructor Criminal Justice at Rowan College and assistant adjunct Professor Criminal Justice at Wilmington University, Delaware; and Obra S. Kernodle IV, Deputy Executive Officer – employed by Global Advisory Service, a minority business enterprise and local insurance broker, and self-employment as a consultant. Chairwoman Parker inquired whether Commissioners had any questions for staff concerning the Resolution. There were no questions. Commissioner Fentress moved to adopt Resolution No. DRPA-21-114 and Commissioner Sweeney seconded the motion. All Commissioners in attendance voted in the affirmative to adopt the Resolution. The motion carried and the Board adopted the Resolution.

Approval of Finance Committee Meeting Minutes of December 1, 2021

Chairwoman Parker stated that the Minutes of the December 1, 2021 Finance Committee Meeting were previously provided to all Commissioners. There were no comments or corrections. Commissioner Christian requested the Minutes be corrected to reflect that he is voting in the affirmative for Resolution Nos. DRPA-21-118 and DRPA-21-119. There were no other corrections, questions or comments. Commissioner Fentress moved to approve the Minutes as corrected and Commissioner Nelson seconded the motion. All Commissioners in attendance voted in the affirmative to approve the Minutes as corrected. The motion carried.

Adoption of Resolutions Approved by the Finance Committee on December 1, 2021

Chairwoman Parker stated that there were five (5) Resolutions from the December 1, 2021 Finance Committee Meeting for consideration.

DRPA-21-121 60-Month Lease Agreement for Authority-Wide Multi-Function Copier Devices.

Director of Procurement Mosback presented Summary Statement and Resolution No. DRPA-21-121 seeking Board authorization to enter into an agreement with Canon Solutions America, Inc. to provide the Authority with 40 multi-function copier devices (MFD's) throughout the DRPA and PATCO for a 60-month period, in an amount not to exceed \$751,452.00. The purchase will be in accordance with the Commonwealth of Pennsylvania COSTARS Contract #001-025. Chairwoman Parker inquired whether Commissioners had any questions for staff concerning the Resolution. There were no questions. Commissioner Martz moved to adopt Resolution No. DRPA-21-121 and Commissioner Fentress seconded the motion. All Commissioners in attendance voted in the affirmative to adopt the Resolution. The motion carried and the Board adopted the Resolution.

Chairwoman Parker stated that before the Board's consideration of the budget related Resolutions, Chief Financial Officer Jim White will discuss the overall Authority budget process, including key highlights, major budget considerations and the major assumptions relied upon in preparing the budget. Chief Financial Officer White made a presentation to the Board outlining the overall Authority budget process, including key highlights, major budget considerations and the major assumptions relied upon in preparing the budget. Commissioner Martz commended Chief Financial Officer White, his staff and the Authority on an outstanding and in-depth presentation on the Operating Budget. Chairman Nash reinforced his sentiments.

DRPA-21-117 2022 DRPA Operating Budget.

Chief Financial Officer White presented Summary Statement and Resolution No. DRPA-21-117 seeking Board authorization to adopt the 2022 DRPA Operating Budget. Following a presentation by CFO White, Chairwoman Parker inquired whether Commissioners had any questions for staff concerning the Resolution. There were no questions. Commissioner Martz moved to forward DRPA-21-117 to the Board for consideration and Commissioner Rigo seconded the motion. There were no questions or comments. All Commissioners in attendance voted to approve the motion. The motion carried and the Board adopted the Resolution.

DRPA-21-118 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 of the Delaware River Port Authority for the 2022 Fiscal Year.

Chief Financial Officer White presented Summary Statement and Resolution No. DRPA-21-118 that the adoption and approval of the 2022 Annual Budget is deemed and intended to fulfill the requirements of Section 5.15 and 5.09 of the 1998 Indenture of Trust dated as of July 1, 1998 with TD Bank, N.A. as successor Trustee to Commerce Bank N.A. Chairwoman Parker inquired whether Commissioners had any questions for staff concerning the Resolution. There were no questions. Commissioner Fentress moved to adopt DRPA-21-118 and Commissioner Lipsett seconded the motion. All Commissioners in attendance voted to approve the motion. The motion carried and the Board adopted the Resolution.

DRPA-21-119 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 2022 Fiscal Year.

Chief Financial Officer White presented Summary Statement and Resolution No. DRPA-21-119 that the adoption and approval of the 2022 Annual Budget is deemed and intended fulfill the requirements of Section 5.07 of the 2012 Port District Bonds Indenture dated December 1, 2012 with TD Bank, N.A. Chairwoman Parker inquired whether Commissioners had any questions for staff concerning the Resolution. There were no questions. Commissioner Martz moved to adopt DRPA-21-119 and Commissioner Fentress seconded the motion. All Commissioners in attendance voted to approve the motion. The motion carried and the Board adopted the Resolution.

DRPA-21-120 Authorization to Defer Effective Date of Biennial CPI-Based Toll Increase to January 1, 2023.

Chief Financial Officer White presented Summary Statement and Resolution No. DRPA-21-120 that the Board authorize and direct that the scheduled effective date for the biennial Consumer Price Index-based toll increase authorized by DRPA-08-064, as amended by resolutions DRPA-09-096, and DRPA-14-147, DRPA-17-002, DRPA-18-131 and DRPA-20-133, be deferred from January 1, 2022 to January 1, 2023. Chairwoman Parker inquired whether Commissioners had any

questions for staff concerning the Resolution. There were no questions. Commissioner McKinney moved to adopt DRPA-21-120 and Commissioner Frattali seconded the motion. All Commissioners in attendance voted to approve the motion. The motion carried and the Board adopted the Resolution.

Approval of Audit Committee Meeting Minutes of December 1, 2021

Chairwoman Parker stated that the Minutes of the December 1, 2021 Audit Committee Meeting were previously provided to all Commissioners. There were no comments or corrections. Commissioner Fentress moved to approve the Minutes and Commissioner Frattali seconded the motion. All Commissioners in attendance voted in the affirmative to approve the Minutes as submitted. The motion carried and the Board adopted the Minutes.

Adoption of Resolutions Approved by the Audit Committee on December 1, 2021

Chairwoman Parker stated that there was one (1) Resolution from the December 1, 2021 Audit Committee Meeting for consideration.

DRPA-21-122 Surveillance and Investigative Services.

General Counsel Santarelli presented Summary Statement and Resolution No. DRPA-21-122 seeking Board authorization to negotiate a contract with Advance Detective Bureau Inc, (dba D.O. Richardson & Associates) and Detective Private Investigators, Inc. (t/a Prime Source), to provide investigative and surveillance services in support of the Authority's Claims Administration Department and Office of the Inspector General. The contract shall be for a term of three-years plus two one-year options, and in an amount not to exceed \$45,000.00 annually. Chairwoman Parker inquired whether Commissioners had any questions for staff concerning the Resolution. There were no questions. Commissioner Fentress moved to adopt Resolution No. DRPA-21-122 and Commissioner Frattali seconded the motion. All Commissioners in attendance voted in the affirmative to adopt the Resolution. The motion carried and the Board adopted the Resolution.

Citizens Advisory Committee Report

There was no report from the Citizens Advisory Committee.

Unfinished Business

There were no Unfinished Business items.

New Business

Chairwoman Parker announced there was one (1) item of New Business for consideration:

DRPA-21-124 Consideration of Pending DRPA Contracts (Between \$25,000 and \$100,000).

Procurement Director Mosback presented the Summary Statement and Resolution seeking Board authorization for staff to negotiate pending DRPA contracts between \$25,000 and \$100,000. Mr. Mosback explained that there was one (1) contract or change order/supplement for consideration with the following vendor: Everbridge Inc., in the amount of \$29,205.96. Chairwoman Parker inquired whether Commissioners had any questions for staff concerning the Resolution. There

were no questions. Commissioner Rigo moved to adopt Resolution No. DRPA-21-124 and Commissioner Fentress seconded the motion. Commissioner Christian noted his abstention from the vote because Everbridge, Inc. is a client of his employer's parent corporation. All other Commissioners in attendance voted to approve the motion. The motion carried and the Board adopted the Resolution.

The DRPA Board Meeting was held in abeyance at 10:10 a.m.

Adjournment

With no further business, Chairwoman Parker proposed to adjourn. Commissioner Fentress moved to adjourn. Commissioner Powell seconded the motion. All Commissioners in attendance voted in the affirmative. The Meeting concluded at 10:24 a.m.

Respectfully Submitted,

A handwritten signature in blue ink, appearing to read 'R. Santarelli', is written over a faint, circular official seal or stamp.

Raymond J. Santarelli, Esquire
General Counsel and Corporate Secretary