



SOUTH JERSEY PORT CORPORATION
OFFICIAL BOARD OF DIRECTORS MEETING MINUTES
CAMDEN, NEW JERSEY
JUNE 13, 2023
12:30 p.m.

Directors Present:	Richard Alaimo	Chairman 🗳️
	Christopher Chianese	State Treasurer Designee
	William Higgins	Director 🗳️
	Sheila Roberts	Director 🗳️
	Joseph Maressa	Director 🗳️
	Robert D'Angelo	Director 🗳️
	Jonathan Gershen	Director 🗳️
	Chad Bruner	Director 🗳️
Directors Absent:	Carl Styles	Director
	Eric Martins	Director
In Attendance:	Janice Venables	Governor's Authorities Unit
	Andrew Saporito	Executive Director & CEO
	J.T. Triantos	General Counsel
	August Knestaut	Dir. of L&R Affairs
	Jonathan Atwood	Acting Board Secretary / Chief of Staff
	Lisa McLaughlin	CFO / Treasurer
	Neil Grossman	Financial Advisor
	Kevin Duffy	COO
	Dennis Culnan	Phoenix Strategies
	Dan Bontempo	Stantec
	Patrick Boyle	Senior Purchasing Agent
	George Englehardt	Facilities Engineer 📞
	Chris Perks	Director of Engineering
	Brendan Dugan	AED / CCO

The Acting Board Secretary opened the meeting at 12:30 p.m. with the following statement:
Pursuant to the provisions of the Open Public Meetings Act, Chapter 231, Public laws of 1975, adequate notice of this meeting has been provided. On January 5, 2023, the Board Secretary of the Corporation sent a legal notice with a schedule of Regular Meetings to be held by the South Jersey

Port Corporation's Board of Directors, during the calendar year 2023, indicating the time and place to the County Clerks within the seven counties of the Port District and the Secretary of State. A legal notice was sent to the following newspapers: Courier-Post, South Jersey Times and the Burlington County Times.

In addition, the meeting schedule was posted at the Port Corporation's designated Bulletin Board at the main entrance to the Broadway Terminal, its official place for posting and maintaining a schedule of the monthly Board of Director's Meetings for 2023. The meeting schedule was also placed on the Port Corporation's website at www.southjerseyport.com.

Roll call was taken and recorded. **PLEDGE OF ALLEGIANCE RECITED.**

PRESENTATION OF REGULAR MEETING MINUTES – APRIL 25, 2023

The minutes for the South Jersey Port Corporation Board of Directors regular session meeting held on April 25, 2023, were presented for approval.

A motion was made to approve the April 25, 2023 Board of Directors Regular Open Session Meeting Minutes as presented.

Moved by:	W. Higgins
Seconded by:	C. Bruner
Abstain:	J. Gershen
Voting against motion:	None

PRESENTATION OF CLOSED MEETING MINUTES APRIL 25, 2023

The minutes for the South Jersey Port Corporation Board of Directors closed session meeting held on April 25, 2023 were presented for approval.

A motion was made to approve the April 25, 2023 Board of Directors Regular Closed Session Meeting Minutes as presented.

Moved by:	W. Higgins
Seconded by:	C. Bruner
Abstain:	J. Gershen
Voting against motion:	None

OPERATING BILLS

The Operating Unpaid Bill list for the period 4/7/2023–5/19/2023 was presented for approval.

A motion was made to adopt Resolution 2023-06-0044 for the approval of the Operating Unpaid Bill list for the period 4/7/2023- 5/19/2023.

Moved by:	J. Gershen
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Seconded by:	S. Roberts
Voting for motion:	All
Voting against motion:	None

ADVANCE PAYMENT LIST

The Advance Payment Bill List for the period 4/7/2023– 5/19/2023 was presented for approval.

A motion was made to adopt Resolution 2023-06-0045 for the approval of the Advance Payment Bills for the period 4/7/2023-5/19/2023.

Moved by:	J. Gershen
Seconded by:	J. Maressa
Voting for motion:	All
Voting against motion:	None

CREDIT LIST - (NONE)**CHANGE ORDERS - (TWO)****CHANGE ORDER****RESOLUTION NUMBER 2023-06-0046****Building P1 Elevator Installation
Broadway Marine Terminal
Change Order No. 1 – Levy Construction**

By Resolution 2020-10-0093, the SJPC Board of Directors approved the award of a construction contract to Levy Construction of Audubon, New Jersey, in the amount of \$716,900.00.

The scope of the work was to install an elevator in Building P1, including ADA upgrades to the building entrance and 2nd Floor toilet rooms. The design engineer was Pennoni Associates with McKernan Architects. The work is completed, and the new elevator is in service.

The original bid included an Add Alternate allowance in the amount of \$12,000.00 for underpinning which was found not to be required, bringing the total base bid contract amount to \$ 704,900.00.

The contractor submitted numerous change orders requesting additional payment for work considered out of scope or to address unforeseen conditions. These change orders were reviewed by the design engineer, who recommends acceptance and payment of seventeen of those changes in a total amount of \$58,226.06.

SJPC staff therefore requests Board Approval of Change Order Number 1 to Levy Construction in the amount of \$58,226.06 bringing the final contract amount to \$763,126.06.

Original Contract Amount \$ 704,900.00

Change Order Amount \$ 58,226.06

Adjusted Contract Amount \$ 763,126.06

A motion was made to adopt Resolution 2023-06-0046 for Change Order Number 1 to Levy Construction in the amount of \$58,226.06 bringing the total contract amount to \$763,126.06

Moved by:

C. Bruner

Seconded by:

W. Higgins

Voting for motion:

All

Voting against motion:

None

CHANGE ORDER

RESOLUTION NUMBER 2023-06-0047

Berth 4 Improvements

Balzano Marine Terminal

Change Order No. 5 – Final

R.E. Pierson Construction Company

The contract for Berth 4 Improvements at the Balzano Terminal was awarded to the low bidder, R.E. Pierson Construction Company, Woodstown, NJ, in January 2022 by SJPC Resolution Number 2022-01-0006 in the amount of \$1,623,405.00.

The scope of work included subgrade strengthening with drilled shafts filled with concrete (referred to as inclusions), remediation of various drainage catch basins and pipe replacements, the installation of geogrid fabrics under compacted backfill materials, a large concrete slab, and bituminous asphalt paving. The design engineer was S.T. Hudson Engineers of Cherry Hill, NJ.

At the July 12, 2022 SJPC Board meeting, three change orders were approved to the contract by Resolution 2022-07-0072, in the net amount of \$75,574.21, bringing the total contract amount to \$1,698,929.71.

At the December 6, 2022 SJPC Board meeting, change order 4 was approved by Resolution 2022-12-0136, in the net amount of \$158,837.44, bringing the total contract amount to \$1,857,767.15. The most significant change in scope was the addition of repairs to the outer berth paving which was destroyed by the heavy trucks from the

scrap loading operation during construction.

The current change order request includes various quantity deductions as well as removal of railroad ties, and the addition of milling and paving to improve drainage in the scrap loading work area as detailed on the attached. The net total of change order number 5 is \$40,935.94, bringing the final contract amount to \$1,898,702.49. SJPC staff requests Board Approval of Change Order Number 5 in the net amount of \$40,935.94.

The Original Contract Amount \$ 1,623,405.00
Change Order Number 1 \$ 53,617.86
Change Order Number 2 \$ (96,877.35)
Change Order Number 3 \$ 118,784.20
Change Order Number 4 \$ 158,837.44
Change Order Number 5 \$ 40,935.34
Adjusted Contract Amount \$ 1,898,702.49

A motion was made to adopt Resolution 2023-06-0047 for Change Order Number 5 to R.E. Pierson Construction Company in the amount of \$40,935.34 bringing the total contract amount to \$1,898,702.49

Moved by:	J. Gershen
Seconded by:	J. Maressa
Voting for motion:	All
Voting against motion:	None

CONSTRUCTION FUND REQUISITIONS

Staff presented (9) advance construction fund requests in the amount of \$670,420.20 and (8) unpaid construction fund requisitions in the amount of \$1,178,660.63

A motion was made to adopt Resolution 2023-06-0048 to approve the Construction Fund List for the period ending June 13, 2023.

Moved by:	C. Bruner
Seconded by:	J. Gershen
Voting for motion:	All
Voting against motion:	None

TREASURER'S REPORT

For the month of April 2023, the SJPC had a net (loss) before non-operating interest expense and depreciation and amortization in the amount of (\$183,220) which is under budget by \$199,385 for the month. Our YTD net income as of April 30th is \$798,917, which is over budget by \$734,258.

Please note that we added \$12,564 into revenue from deferred income in April. Our deferred revenue balance decreased from March and is \$465,041 at month end. April 2023 month-ended net income is approximately \$700,000 lower as compared to April 2022. The shipping days in April 2023 are 56% lower than April 2022 and the number of ships in port are down 32% as compared to April 2022. This caused a decrease of approximately \$400,000 in revenue.

COUNSEL'S REPORT

The Counsel's Report will be discussed in closed session.

EXECUTIVE DIRECTORS REPORT

The Executive Director & CEO for the South Jersey Port Corporation reports cargo tonnage for April 2023 was 192,765 s/tons; representing a 52% decrease compared to April 2022. Year to date tonnage through April totaled 986,846 s/tons; representing an 11% decrease when compared to the same period in 2022.

Breakbulk tonnage for April 2023 totaled 102,348 s/tons. This is a 35.7% increase when compared to April 2022. April YTD tonnage was 435,928 s/tons; a decrease of 18.9% compared to 2022.

All terminals combined handled a total 102,348 s/tons of import steel during April 2023, representing a 20.2% decrease over April 2022.

Camden steel imports in April 2023 showed a 39% decrease over April 2022. There has been no cargo activity of plywood YTD compared to 24,260 s/tons April 2022 and 37,885 tons YTD April 2022.

April 2023 had no cocoa bean cargo activity compared to 5,574 s/tons in April 2022.

Bulk activity for April 2023 was 90,416 s/tons: a 63.8% decrease from April 2022. Total bulk tonnage year-to-date reached 550,919 s/tons: a 6.6% decrease versus YTD 2022. Exports of recycled metals in April were 53,631 s/tons; a 55.5% decrease compared to April 2022. YTD metals export volume decreased 20.5%, compared to 2022. April 2023 had no cargo activity for cement compared to 95,541 s/tons April 2022 and decreased 26.9% YTD compared to 2022. April 2023 export Grancem at 27,014 s/tons increased 62.3% compared to 2022 and decreased 12.3% year-to-date. Salem handled 9,771 s/tons of sand in April 2023, compared to 17,111 s/tons in April 2022. April YTD sand at 60,176 s/tons is a 40.1% increase vs 2022 YTD. Gypsum had 58,160 s/tons YTD 2023 compared to no cargo activity YTD 2022.

SJPC's marine terminals handled 18 ships in April 2023, compared to 22 ships in April 2022. Year-to-date the port handled 69 ships, compared to 77 by April 2022 YTD. The number of ship days (i.e. the number of days a ship is loading or unloading at its terminals) for April 2023 was 43, compared to 84 days in April 2022. April 2023 YTD ship days were 199, compared to 335 YTD 2022.

The Executive Director also updated the Board on the below topics as well:

Paulsboro MT EEW

EEW recently completed coating its first full monopile. EEW continues to weld segments together and expects the next shipment of monopile sections to arrive in July.

Chicago Traffic Club Annual Dinner and Port of Milwaukee Visit and Tour

Brendan Dugan and I along with representatives from DRS traveled to Chicago, Illinois and Milwaukee, Michigan to attend the Traffic Club of Chicago Annual Dinner with steel customers based in Chicago. We also visited the Port of Milwaukee with TATA steel to tour their operations at the Port.

Breakbulk Europe 2023

Brendan Dugan and I attended the Breakbulk Europe Conference in Rotterdam from June 6th – 8th. The conference attracted over 9,600+ attendees and provided us with the opportunity to meet with current and potential new customers to promote our terminals along the Delaware River. We also used this trip to meet with a potential new customer who interested in utilizing the Camden Terminals to support Offshore Wind projects.

AAPA Port Administration Management Conference

Gus Knestaut attended the AAPA Port Administration Management Conference in San Pedro, California from June 6th to 7th and had the opportunity to attend sessions focused on Port related topics dealing with legal, real estate and finance. Gus met members of AAPA's Law Committee, networked with other port executives, and toured the Port of Los Angeles. Gus also served as a panelist on a Legal Panel Discussion at the Conference concerning Navigation of Relationships and the Structuring of Deals with Offshore Wind Supply Chain and Development firms.

Collective Bargaining Agreements

We held negotiating sessions with the CWA and Teamster's Local 169 to discuss non-financial terms. We are in the process of rescheduling a session with Local 18. Local 18's contract expired last July, and the other contracts expire on June 30th of this year. We hope to be able to commence discussions on financial terms once we receive guidance from Trenton. We are currently targeting the July board cycle. We will continue to update the Board as negotiations continue.

Customer Visits:**Cary Davis, Vice President of Government Relations and General Counsel, AAPA**

In April, we hosted Cary Davis from AAPA for a tour of both Camden terminals and the Port of Paulsboro. As the saying goes, “If you’ve seen one port, you’ve seen one port,” so it was good to give Cary the unique perspective of our terminals and talk about the challenges we face and the attributes we offer our customers and tenants. We also discussed hosting additional staff and AAPA Committees at our Camden offices.

Macsteel

In May, we hosted a lunch for Macsteel at our Ferry Terminal Building.

Outside Events

During the past month, we attended the following events:

- Battleship NJ Annual Gala and Halsey Award Dinner
- International Maritime Hall of Fame Dinner
- Camden Academy Charter High School Career Fair
- Boy Scouts of America Distinguished Citizen of the Year Awards
- CCSNJ Meet the Policymakers – Governor Murphy’s Top Advisors
- TCNY Summer Event
- SNJDC 2023 Construction Forecast

ACTION ITEMS:**RESOLUTION 2023-06-0049: APPROVAL OF PREQUALIFIED ENGINEERING FIRMS FOR CIVIL, CONSTRUCTION MANAGEMENT, MARINE, GEO TECH, AND CERTIFIED DIVERS****REQUEST**

Staff is requesting Board approval of the Review Committee’s recommendations to add firms to the pre-qualified engineers list for a term of three years beginning July 1, 2023.

BACKGROUND

The SJPC prequalifies Professional Engineering and related service firms on a three-year cycle. Each year during the three-year term, the Board considers engineering firms who wish to be added to the prequalified list for the remaining term through an RFQ process. Accordingly, Staff released a Request for Qualifications (RFQ) for Engineering Services for each of the categories of Civil Engineering, Construction Management, Marine Engineering, Geotechnical Services, and Certified Divers. The RFQ invited qualifications statements from interested firms in accordance with certain terms and conditions, in order for them to be considered pre-qualified for opportunities to submit cost proposals on upcoming projects.

We are beginning the first year of the three-year cycle, so this round of qualifications

carries a term of 3 years, commencing on July 1, 2023, and expiring on June 30, 2026. The deadline to submit qualifications was on May 4, 2023, and there were 83 qualifications packages submitted.

A motion was made to approve Resolution 2023-06-0049 that the Board add these firms to the pre-qualified engineering list in their respective categories for a term of three years beginning July 1, 2023.

Moved by:	J. Gershen
Seconded by:	S. Roberts
Voting for Motion:	All
Voting Against Motion:	None

RESOLUTION 2023-06-0050: APPROVAL TO AWARD A CONTRACT FOR DESIGN SERVICES TO REPLACE THE UNDERGROUND FIRE MAIN SYSTEM PIPING AT BROADWAY MARINE TERMINAL

REQUEST

Pursuant to the Board Authorization: RESOLUTION 2022-10-0123, APPROVAL TO ISSUE AN RFP FOR DESIGN SERVICES TO REPLACE UNDERGROUND FIRE MAIN SYSTEM PIPING AT THE BROADWAY MARINE TERMINAL, the RFP was advertised for the solicitation of proposals from our prequalified civil engineering design firms to perform the necessary field investigation and design services to replace the deteriorated fire mains at the Broadway Marine Terminals in a series of phases.

BACKGROUND

An RFP was prepared and distributed to our prequalified civil engineering firm list. The following five proposals were received on May 9, 2023:

1. Remington and Vernick Engineers, Inc. \$ 411,000
2. CHA Consulting \$ 589,619
3. Pennoni \$ 644,665
4. PS&S \$ 1,023,459
5. Colliers Engineering & Design, Inc. \$ 1,795,000

Proposals were reviewed by SJPC staff against the RFP selection criteria. A meeting was held with the apparent low-cost proposer to confirm their understanding and our expectations for delivery of the project design services, and it was determined that Remington & Vernick Engineers, Inc.'s proposal for the not to exceed amount of \$411,000 was the best value and met the requirements of the RFP. Legal review confirmed that the bid proposal is in its proper legal form.

The State of New Jersey has provided \$15 million in funds for this project. The budget estimate for the entire project is approximately \$22 million, therefore the project will be constructed in multiple phases as future funding becomes available.

A motion was made to approve Resolution 2023-06-0050 to award the engineering design services for replacement of the underground fire main system piping at the Broadway Marine Terminal to Remington & Vernick Engineers, Inc. of Cherry Hill, New Jersey for the not to exceed amount of \$411,000.

Moved by: S. Roberts
Seconded by: J. Maressa

Voting for Motion: All
Voting Against Motion: None

RESOLUTION 2023-06-0051: APPROVAL TO ISSUE AN RFP FOR DESIGN SERVICES TO DEMOLISH BERTH 1 AND PERFORM SLOPE STABILIZATION AT BALZANO MARINE TERMINAL

REQUEST

Staff is requesting Board approval to issue an RFP to the list of prequalified marine engineering firms to perform design services for the demolition of the collapsed Berth 1 structure and perform slope stabilization at the Balzano Marine Terminal in Camden, NJ.

BACKGROUND

The existing Berth 1, a low-level timber platform marine structure, located immediately adjacent to Transit Shed 1 (TS-1), has progressively collapsed and caused shoreline erosion over the last 20 years, rendering it unusable for marine operations. Furthermore, the riverbank erosion has progressed eastward undermining western portions of the TS-1 building floor slab rendering those areas to be off limits for cargo placement. In the Consolidated Appropriations Act, Congress made funding available for grants for the Economic Development Initiative (EDI) for the purposes, and in amounts, specified for Community Project Funding/Congressionally Directed Spending. The South Jersey Port Corp was granted \$750,000 administered through the US Department of Housing and Urban Development (HUD) toward the cost for the Berth 1 demolition and slope stabilization project, which is estimated to be in the range of \$2 million. This request is only for approval to engage a professional engineering firm to perform the design services. Additional funding will be sought to complete construction of the entire project.

A motion was made to approve Resolution 2023-06-0051 to issue a request for proposals to perform design services for the demolition of the collapsed Berth 1 structure and perform slope stabilization at the Balzano Marine Terminal.

Moved by: S. Roberts
Seconded by: J. Maressa

Voting for Motion: All
Voting Against Motion: None

RESOLUTION 2023-06-0052: APPROVAL TO AWARD A CONSTRUCTION CONTRACT FOR RAIL TRACK RECONSTRUCTION AT BALZANO TERMINAL

REQUEST

Pursuant to the Board Authorization: RESOLUTION 2022-04-0049 APPROVAL TO ISSUE AN INVITATION FOR BIDS FOR CONSTRUCTION OF RAIL TRACK IMPROVEMENTS AT BALZANO TERMINAL, CAMDEM, NJ, an Invitation for Bidders (IFB) was advertised soliciting public bids to reconstruct portions of the rail track throughout the terminal.

BACKGROUND

The rail track rehabilitation scope of work includes replacement and realignment of rail track, set proper clearances to existing structures, replacement of the rail crossing at the main entrance gate, and associated drainage and grading improvements. This project will bring the rail track network into conformance with current Conrail specifications for operation. The designer is Urban Engineers. This is the second round of bidding for this project.

The SJPC was awarded a NDOT Rail Freight Federal Assistance Program grant in 2020 for this project with a Total Project Cost of \$7,436,850.00, an NJDOT share of \$6,010,650.00, and a local share of \$1,426,200.00.

A Prebid meeting was held on April 19, 2023, with eight (8) contractors in attendance. A total of four (4) addenda were issued, and four (4) bids were received on May 23, 2023, as follows:

Tracks Unlimited Mountainside, NJ	Base Bid	\$ 6,636,968
	Add Alternate	\$ 20,000
Railroad Construction Co. Inc. Paterson, NJ	Base Bid	\$ 7,427,409
	Add Alternate	\$ 16,090
Railroad Construction Co. of South Jersey, Inc. Paulsboro, NJ	Base Bid	\$ 8,094,900
	Add Alternate	\$ 83,325
Grade Construction Paterson, NJ	Base Bid	\$ 8,618,613
	Add Alternate	\$ 21,669

A low bidder meeting was held with Tracks Unlimited at which time the contractor demonstrated an understanding of the scope of work and explained their means and methods to complete the project. Legal review confirmed that the bid proposal met all the requirements of the IFB.

A motion was made to approve Resolution 2023-06-052 to award Bid Proposal SJPC-22-49 to Tracks Unlimited from Mountainside, New Jersey in the Lump Sum Bid Amount of \$6,656,968.00.

Moved by: W. Higgins

Seconded by: J. Maressa

Voting for Motion: All

Voting Against Motion: None

RESOLUTION 2023-06-0053: APPROVAL TO EXECUTE GRANT OF CONSERVATION RESTRICTION AND DECLARATIONS OF FRESHWATER WETLANDS AND FLOOD HAZARD AREAS AS REQUIRED BY NJDEP TO CONSTRUCT PHASE 2 OF PAULSBORO PORT PROJECT

REQUEST

Staff requests Board approval to authorize the SJPC's Executive Director/CEO to execute, and have recorded, a Grant of Conservation Restriction, a Declaration of Freshwater Wetlands Letter of Interpretation: Line Verification, and a Declaration of Flood Hazard Area Verification, as required by New Jersey Department of Environmental Protection ("NJDEP") permits and/or approvals issued for the construction of Phase 2 of the Paulsboro Port Project, subject to SJPC's legal counsel review and approval.

BACKGROUND

The SJPC previously undertook to develop, finance, and construct a new port and marine terminal facilities in the Borough of Paulsboro (hereinafter the "Paulsboro Port Project"). The first phase of the said project is nearing completion, and Phase 2 of the project has commenced. This second phase includes the construction by sub-lessee, EEW American Offshore Structures, Inc. ("EEW"), of a manufacturing facility to support the construction of offshore wind farms off the coast of New Jersey. The EEW manufacturing facility will include fabrication building(s) in which steel plate welding, roll bending and circumferential welding will take place, parking areas, a drive aisle access road, landscaping, utilizes, stormwater management facilities and other associated improvements. In order for the Phase 2 construction activities to move forward, inclusive of the development of EEW's manufacturing facility, SJPC was required to apply for, and obtain, permits and approvals from the NJDEP. The NJDEP has now issued the required permits and approvals to allow for the Phase 2 construction activities to move forward, including Flood Hazard Area and Freshwater Wetlands permits/approvals. However, the NJDEP has conditioned its permits/approvals for the Phase 2 construction activities upon the SJPC's execution and recordation of the following: **1.** Grant of Conservation Restriction; **2.** Declaration of Freshwater Wetlands Letter of Interpretation: Line Verification; and, **3.** Declaration of Flood Hazard Area Verification. The Phase 2 construction activities at the Paulsboro Port Project cannot proceed further until the aforementioned documents have been duly signed, notarized, and then recorded in the Office of the Gloucester County Clerk.

A motion was made to approve Resolution 2023-06-0053 to authorize the SJPC's Executive Director/CEO to execute, and have recorded, a Grant of Conservation Restriction, and a Declaration of Freshwater Wetlands Letter of Interpretation: Line Verification, and a Declaration of Flood Hazard Area Verification, as required by NJDEP permits and/or approvals issued for the construction of Phase 2 of the Paulsboro Port Project; but only after each said document has been reviewed and approved by SJPC legal counsel. Once fully executed, each of the three (3) documents will be recorded in the Gloucester County Clerk's Office, as required by NJDEP.

Moved by:	W. Higgins
Seconded by:	J. Maressa
Voting for Motion:	All
Voting Against Motion:	None

RESOLUTION 2023-06-0054: APPROVAL FOR EXECUTION OF CONSENT TO EEW AMERICAN OFFSHORE STRUCTURES INC.'S ASSIGNMENT OF PAULSBORO MARINE TERMINAL SUB-LEASE

REQUEST

Staff is requesting Board approval to authorize SJPC's Executive Director and CEO to execute a consent to the assignment by American Offshore Structures, Inc. ("EEW") of its sublease with Paulsboro Waterfront Development, LLC ("PWD") for certain land and premises at the Paulsboro Marine Terminal ("PMT") to EEW-AOS Paulsboro Urban Renewal, LLC ("EEW-AOS"), subject to SJPC's legal counsel's review and approval.

BACKGROUND

EEW is currently subleasing a portion of the PMT from PWD (the "Property") for purposes of constructing a facility to manufacture, assemble, store and distribute steel monopiles to be used to provide foundational support for wind turbines to support New Jersey's offshore wind turbine installations (the "Project"). EEW's proposed use of the Property includes the construction, use and operation of six (6) industrial buildings for such purposes, including one (1) Circ Welding Building, two (2) Paint and Blast Buildings, one (1) Roll Bending Building, one (1) Plate Welding Building, and one (1) Segment Welding Building (the "Project Improvements"). EEW agreed previously to undertake to finance, construct and complete the Project and Project Improvements at the Property. However, EEW has now determined to create a new entity known as EEW-AOS, which is a wholly owned subsidiary of EEW. This new entity, EEW-AOS, will now serve as the entity that will effectuate the financing, construction and completion of the Project and Project Improvements. Additionally, EEW-AOS was created for purposes of obtaining a long-term tax exemption from the Borough of Paulsboro ("Paulsboro") under New Jersey's Long Term Tax Exemption Law ("LTTEL"), N.J.S.A. 40A:20-1, et seq. for the Project and Project Improvements. In order to obtain this longterm tax exemption, and then move forward with the completion of the Project and

Project Improvements, EEW-AOS has entered into a Financial Agreement with Paulsboro for the long-term tax exemption under the LTTEL. However, the EEW sublease for the Property at the PMT must be assigned to EEW-AOS in order to effectuate the contemplated long term tax exemption pursuant to EEW-AOS's Financial Agreement with Paulsboro, as EEW-AOS must have a legal interest in the Property to gain the benefit of the exemption. Accordingly, EEW has requested that SJPC consent to EEW's assignment to EEW-AOS of its sublease with PWD for the Property at the PMT. Section 12.4 of EEW's sublease with PWD requires, as a condition thereof, that SJPC give written consent for any such assignment. SJPC's legal counsel would review and approve of the form of the proposed Assignment and Assumption of Sublease agreement, prior to SJPC's consent to same.

A motion was made to approve Resolution 2023-06-0054 to authorize SJPC's Executive Director and CEO to execute a consent to the assignment by EEW of its sublease with PWD for certain lands and premises at the PMT to EEW-AOS, but conditioned upon EEW-AOS amending its sub-lease with Paulsboro Waterfront Development ("PWD") within a reasonable time to provide that EEW-AOS shall be responsible to maintain and repair, and keep in good condition at its sole cost and expenses, all areas that EEW-AOS may utilize for storage and/or staging of monopiles of associated component parts, whether it be part of EEW-AOS's demised premises, or that of PWD, and shall include, but not be limited to, the rail loading area; and also subject to SJPC's legal counsel's final review and approval.

Moved by: C. Bruner

Seconded by: S. Roberts

Voting for Motion: All

Voting Against Motion: None

RESOLUTION 2023-06-0055: APPROVAL TO ENTER INTO JOINT SITE DEVELOPMENT AGREEMENT 2, PAULSBORO, NEW JERSEY, FOR THE CONTINUED FINANCING AND CONSTRUCTION NEEDED TO COMPLETE A MONOPILE MANUFACTURING FACILITY AT THE PAULSBORO MARINE TERMINAL

REQUEST

Staff is requesting Board approval for SJPC to enter into second Joint Site Development Agreement with the Gloucester County Improvement Authority ("GCIA"), EEW American Offshore Structures, Inc. ("EEW") and Ocean Wind, LLC ("OWL"), for purposes of facilitating the continued financing and construction needed to complete a monopile manufacturing facility for the offshore wind energy industry at the Paulsboro Marine Terminal ("PMT") (hereinafter referred to as the "JSDA #2"), subject to SJPC's legal counsel's review and approval.

BACKGROUND

At the February 23, 2021, Board meeting, the Board approved SJPC's entry into a Joint Site Development Agreement, Paulsboro, New Jersey (hereinafter referred to as "JSDA #1"), which was a multiparty agreement that included the SJPC, GCIA, EEW, and OWL. The JSDA #1 provided for the establishment of a budget and sources of funds (financing) to facilitate the construction of a monopile manufacturing processing facility to support the offshore wind energy industry at the PMT. The JSDA #1 further provided for the development of the monopile manufacturing facility itself on a portion of the PMT site, to include construction activities consisting of the land improvements and the in-water improvements. The JSDA #1 was entered into by all the parties, and effective, on April 29, 2021. The construction activities provided for in JSDA #1 are substantially completed, and the funding provided for in said agreement for those activities has been substantially exhausted.

There are still land improvements and in-water improvements that need to be completed in order for the monopile manufacturing facility at the PMT to be completed. As such, a second JSDA, JSDA #2, is needed in order to facilitate the financing and construction of these remaining improvements. It is proposed then that JSDA #2, which is substantially in the same form, and includes the same parties as JSDA #1 be entered into in order to facilitate the completing of the monopile manufacturing facility at the PMT. Key provisions of JSDA #2 include, but are not limited to, the following:

1. A Project Work Schedule, including milestones, and associated project development costs for a detailed list of activities to be performed, including permitting, regulatory approvals, and procurement of engineering design and construction contract;
2. EEW and GCIA to bid, hire and manage all contractors to achieve and complete the remaining land and in-water improvements required to complete the monopile manufacturing facility (joint site development work);
3. GCIA to provide monthly project updates to the parties in order to track compliance with project milestones and budgets, as well as construction and management team meetings to address issues related to budget and/or construction progress;
4. Identification of funding sources for land and in-water improvements, including grant funding, parties' contributions, allocation of responsibility, and 3rd party funding; and contingencies if funding fails to materialize; and,
5. EEW, OWL and GCIA agree that the all the land and in-water improvements provided to be undertaken shall be substantially complete when the said work is in sufficient conformity with the contract documents to permit EEW to utilize the PMT land improvements at project site for their intended use as a monopile manufacturing facility, and to permit OWL to fully utilize the in-water improvements for their intend use of delivery of monopile components for manufacture.

A motion was made to approve Resolution 2023-06-0055 to enter into JSDA #2 with the GCIA, EEW, and OWL, for purposes of facilitating the continued financing and construction needed to complete a monopile manufacturing facility for the offshore wind energy industry at the PMT, subject to SJPC's legal counsel's review and approval.

Postponed to a date certain – July 25, 2023 Board of Director's Meeting

RESOLUTION 2023-06-0056: APPROVAL TO EXECUTE AN AMENDMENT TO LEASE AGREEMENT BETWEEN SOUTH JERSEY PORT CORPORATION AND LEHIGH CEMENT COMPANY, LLC

REQUEST

Staff requests Board approval to execute an Amendment to the Lease Agreement for certain premises located at the Broadway Marine Terminal in Camden, New Jersey, between South Jersey Port Corporation ("SJPC") and Lehigh Cement Company, LLC ("Lehigh") due to Lehigh's corporate name change to Heidelberg Materials US Cement, LLC ("Heidelberg").

BACKGROUND

Lehigh currently leases approximately seventeen (17) acres from SJPC at the Broadway Marine Terminal in Camden for their processing operation involving cement imports and grancem exports. Effective January 1, 2023, Lehigh, a Delaware limited liability company, has rebranded itself and has legally changed its name to Heidelberg Materials US Cement, LLC ("Heidelberg"), a Delaware limited liability company. Lehigh has represented that the name change to Heidelberg did not result in any changes to IRS Tax ID numbers/CRA business numbers, nor to state of incorporation/formation, nor to the company's organizational structure. For all intents and purposes, Lehigh's assets and liabilities are now the assets and liabilities of Heidelberg. An amendment of Lehigh's lease agreement with SJPC is then necessary to reflect the name change.

A motion was made to approve Resolution 2023-06-0056 to execute the Amendment to the Lease Agreement for certain premises located at the Broadway Marine Terminal in Camden, New Jersey, between SJPC and Lehigh to memorialize Lehigh's corporate name change to Heidelberg. All other terms and conditions in the Lease Agreement, other than the change of the name of SJPC's tenant, will remain the same.

Moved by:	C. Bruner
Seconded by:	J. Maressa
Voting for Motion:	All
Voting Against Motion:	None

INFORMATION ITEMS:**MARKETING COMMITTEE REPORT & PHOENIX/ARTLIP COMMUNICATIONS REPORT**

The report was received and filed.

PORT SECURITY UPDATE

The report was received and filed.

PAULSBORO MARINE TERMINAL PROJECT UPDATE

The report was received and filed.

PUBLIC COMMENTS

The Chairman asked if there were any public comments.

The Chairman asked if there were any discussions for closed session. There were closed sessions items to be discussed. The Chairman asked for a motion to adjourn the regular open meeting.

A motion was made to adjourn the Regular Open Meeting

Moved by:	S. Roberts
Seconded by:	R. D'Angelo
Voting for motion:	All
Voting against motion:	None

At 1:05p.m. the regular open session was adjourned.

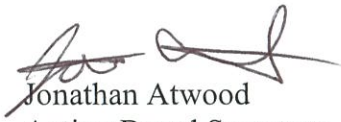
Following closed session, the Regular Session was reopened at 1:22 p.m.

A motion was made to adjourn the Regular Open Meeting at 1:22pm

Moved by:	J. Gershen
Seconded by:	W. Higgins

Voting for motion:	All
Voting against motion:	None

I certify that this is a true copy of the Minutes of the South Jersey Port Corporation's Regular Open Session of the Board of Director's Meeting held Tuesday, June 13, 2023.


Jonathan Atwood
Acting Board Secretary