

DELAWARE RIVER PORT AUTHORITY

BOARD MEETING

**One Port Center
2 Riverside Drive
Camden, NJ
Wednesday, November 21, 2018**

PRESENT

Pennsylvania Commissioners

Ryan Boyer, Chairman
Sean Murphy (for Pennsylvania Auditor General Eugene DePasquale; via telephone)
Robert Borski (for Pennsylvania Treasurer Joseph Torsella)
Christopher Lewis, Esq. (via telephone)
Donna Powell
Angelina Perryman (via telephone)

New Jersey Commissioners

Jeffrey Nash, Esq., Vice Chairman of the Board (via telephone)
Albert Frattali
Aaron Nelson (for Ricardo Taylor)
Frank DiAntonio
Charles Fentress
Daniel Christy
Bruce Garganio

DRPA/PATCO Staff

John T. Hanson, Chief Executive Officer
Maria Wing, Deputy Chief Executive Officer
Raymond J. Santarelli, General Counsel and Corporate Secretary
Stephen Holden, Deputy General Counsel
Narisa Sasitorn, Deputy General Counsel
James White, Chief Financial Officer
John Lotierzo, Director of Finance
Orville Parker, Manager, Budget/Financial Analysis, Finance
Christina Maroney, Director, Strategic Initiatives
Toni P. Brown, Chief Administrative Officer
Robert P. Hicks, Chief Operating Officer
David Aubrey, Acting Inspector General
John Rink, General Manager, PATCO
Rohan Hepkins, Assistant General Manager, PATCO

DRPA/PATCO Staff (Continued)

Mark Ciechon, Director of Finance, PATCO
Jack Stief, Chief, Public Safety
Mike Reher, Sergeant, Public Safety
Matt Pezzato, Public Safety
Richard Mosback, Director, Procurement DRPA/PATCO
William Shanahan, Director, Government Relations
Tonyelle Cook-Artis, Manager, Government Relations
Michael Venuto, Chief Engineer
Susan Bond, Engineering Program Analyst
Darlene Callands, Manager, Community Relations
Amy Ash, Manager, Contracts Administration
Valerie Bradford, Bridge Director, Benjamin Franklin and Betsy Ross Bridges
Larry Walton, Bridge Director, Walt Whitman and Commodore Barry Bridges
Steve Reiners, Director, Fleet Management
Sheila Milner, Administrative Coordinator, Corporate Secretary, OGC
Elizabeth Saylor, Administrative Coordinator, Corporate Secretary, OGC
Dawn Whiton, Executive Assistant to the CEO and Deputy CEO
Thomas Herron, Retiree

Others Present

Craig Ambrose, Associate Counsel, New Jersey Governor's Authorities Unit
Christopher Gibson, Esq., Archer & Greiner (New Jersey Counsel)
Alan Kessler, Esq., Duane Morris LLP (Pennsylvania Counsel)
Jessica Priselac, Esq., Duane Morris LLP (Pennsylvania Counsel)
Linda Hallowell, Wells Fargo
Kristen Jones, Esq., Stradley Ronan
Craig Blackman, Esq., Stradley Ronan
Alex Sarly, SunPower Corporation
Devavrath Vema, SunPower Corporation
Charnelle Hicks
Alan Becker, Citizens Advisory Committee member

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.

Roll Call

Chairman Boyer called the meeting to order at 9:07 a.m. and asked that the Corporate Secretary call the roll. The following Commissioners were present, constituting a quorum: Chairman Boyer, Vice Chairman Nash, Borski, Powell, Frattali, Christy, Murphy, Lewis, Perryman, Garganio, DiAntonio, Nelson and Fentress.

Chairman Boyer stated that he wanted to express his gratitude to John Hanson, Maria Wing, Jim White and staff for working diligently on the finances of the Authority and having the rating agencies recognize the hard work as reflected in the increase to the Authority's bond ratings.

Public Comment

Alan Becker thanked the Authority for its excellent work clearing the bridges and PATCO tracks during last week's storm. He also commented on the completion of the mural project which he described as fantastic and congratulated the Bridge Group and Bridge Director Val Bradford.

Chairman Boyer also commented on the mural project, stating that he has received many calls expressing the stunning nature of the work completed. He also complimented the Authority on how they handled the weather conditions last week.

Report of the Chief Executive Officer

CEO Hanson stated that the CEO report stood as previously submitted. Mr. Hanson noted that with respect to the mural project, the art is a way of connecting people and it is functional and also addressed a recurrent graffiti issue in that area. Mr. Hanson recognized Bridge Director Bradford for bringing this idea to the Authority, persisting in her advocacy for the project, and making Mr. Hanson an advocate of the project.

Mr. Hanson also thanked the DRPA under the leadership of the Board with respect to the Authority's finances which enabled DRPA to earn an A+ bond rating and moving toward eliminating interest rate swaps and variable rate debt. Mr. Hanson further commented that the report from the Moody's and S&P are remarkable.

Lastly Mr. Hanson introduced to the Board and congratulated Tom Herron on his retirement from Engineering and then PATCO, wishing him well in retirement.

Commissioner Frattali moved to approve the CEO's Report and Commissioner DiAntonio 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. He stated that he appreciated the support of the Board as it relates to the financial situation. He stated that he had three items that he wanted to bring to the Board's attention:

- (1) 2019 Capital Program – Chief Engineer Venuto and Engineering staff for pulling together a reasonable and conservative program;
- (2) Last Friday the Authority defeased \$308M of our 2010D bond using \$281M. He stated that the Authority has roughly \$250M remaining in the General Fund;
- (3) Mr. White stated that he and CEO Hanson had a proud moment regarding the ratings change and the DRPA is now being recognized for its historically high financial performance.

Approval of the October 17, 2018 DRPA Board Meeting Minutes

Chairman Boyer stated that the Minutes of the October 17, 2018 DRPA Board Meeting had been previously provided to the Governors of New Jersey and Pennsylvania and to the DRPA Commissioners. Commissioner Fentress moved to approve the Minutes and Commissioner Nelson seconded the motion. There were no comments or corrections. All Commissioners in attendance voted in the affirmative to approve the Minutes as submitted. The motion carried.

Receipt and Filing of the Previously Approved List of Payments Covering the Month of October 2018 and the List of Previously Approved Purchase Orders and Contracts Covering the Month of October 2018

Chairman Boyer stated that the Monthly List of Payments covering the month of October 2018 and the Monthly List of Purchase Orders and Contracts covering the month of October 2018 were previously provided to all Commissioners. Commissioner Frattali moved to receive and file the lists and Commissioner Borski seconded the motion. There were no questions or comments. All Commissioners in attendance voted in the affirmative. The motion carried.

Approval of Operations & Maintenance Committee Meeting Minutes of November 8, 2018

Chairman Boyer stated that the Minutes of the November 8, 2018 Operations & Maintenance Committee Meeting were previously provided to all Commissioners. Commissioner Fentress moved to approve the Minutes and Commissioner Frattali seconded the motion. There were no comments or corrections. 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 8, 2018

Chairman Boyer stated that there were six (6) Resolutions from the November 8, 2018 Operations & Maintenance Committee Meeting for consideration and introduced the following:

DRPA-18-112

Contract No. GN-0040-18, DRPA Solar Photovoltaic Systems

Chief Engineer Venuto requested the Board to authorize staff to negotiate a 20-year contract with SunPower Corporation to provide design, construction, and operations and maintenance services for the DRPA Solar Photovoltaic System Program. In turn, the DRPA will purchase all of the electricity generated from the solar system at the rate of \$0.078 per kWh for the duration of the power purchase agreement in the amount of \$426,848.00. Commissioner Borski moved to approve Resolution DRPA-18-112 and Commissioner Frattali seconded the motion. All Commissioners in attendance voted in the affirmative to approve the Resolution. The motion carried.

DRPA-18-113**Sole Source Procurement Allowance for Energy Absorption Systems Crash Attenuators from Transpo Industries**

Bridge Director Bradford requested the Board to authorize staff to have a maximum, not to exceed sole source procurement in the amount of \$125,000.00 with Transpo Industries to protect our toll booths and areas among the roadway. Commissioner Frattali moved to approve Resolution DRPA-18-113 and Commissioner DiAntonio seconded the motion. All Commissioners in attendance voted in the affirmative to approve the Resolution. The motion carried.

DRPA-18-114**DRPA Bridge Facility Elevator Maintenance and Service Contract**

Bridge Director Walton requested the Board to authorize staff to negotiate a contract with Elite Elevator Services LLC to perform maintenance and service for the Walt Whitman, Benjamin Franklin and Betsy Ross Bridge facilities' elevators for five years in the amount of \$592,941.00. Commissioner Frattali moved to approve Resolution DRPA-18-114 and Commissioner Fentress seconded the motion. All Commissioners in attendance voted in the affirmative to approve the Resolution. The motion carried.

DRPA-18-115**Harris Radio 4-year Maintenance Agreement**

Lead Dispatcher Pezzato requested that the Board authorize staff to negotiate an agreement in the amount of \$423,504.00 with Tactical Public Safety for a four year period with Harris Radio maintenance agreement. Mr. stated that these radios are used by both the DRPA and PATCO Public Safety staff. Commissioner Fentress moved to approve Resolution DRPA-18-115 and Commissioner DiAntonio seconded the motion. All Commissioners in attendance voted in the affirmative to approve the Resolution. The motion carried.

DRPA-18-116**2019 Charity Event Bridge Closures at BFB & CBB****DRPA-18-117****Southeast Youth Athletic Association (SEYAA) Carnival on DRPA (WWB) Property at 7th and Packer in Philadelphia**

Director of Government Relations Shanahan requested the Board to authorize staff to provide labor support for five annual charity events during 2019 that involve bridge, roadway or ramp closures at the BFB and CBB. The total estimated amount is \$18,770.00.

Director of Government Relations Shanahan requested the Board to authorize staff to authorize staff to enter into an agreement with SEYAA allowing the use of DRPA property for its 2019 annual fundraising event.

Commissioner Frattali moved to approve Resolutions DRPA-18-116 and DRPA-18-117 and Commissioner Powell seconded the motion. All Commissioners in attendance voted in the affirmative to approve the Resolutions. The motion carried.

Approval of Labor Committee Meeting Minutes of November 8, 2018

Chairman Boyer stated that the Minutes of the November 8, 2018 Labor Committee Meeting were previously provided to all Commissioners. Commissioner Christy moved to approve the Minutes and Commissioner Frattali seconded the motion. There were no comments or corrections. All Commissioners in attendance voted in the affirmative to approve the Minutes as submitted. The motion carried.

Approval of Finance Committee Meeting Minutes of November 8, 2018

Chairman Boyer stated that the Minutes of the November 8, 2018 Finance Committee Meeting were previously provided to all Commissioners. Commissioner Christy moved to approve the Minutes and Commissioner DiAntonio seconded the motion. There were no comments or corrections. All Commissioners in attendance voted in the affirmative to approve the Minutes as submitted. The motion carried.

Adoption of Resolutions Approved by the Finance Committee on November 8, 2018

Chairman Boyer stated that there were three (3) Resolutions from the November 8, 2018 Finance Committee Meeting for consideration and introduced the following:

DRPA-18-118	Resolution Determining that Net Revenues Satisfy the Net Revenue Requirement for the 2019 Fiscal Year, in Accordance with Section 5.09 of the 1998 Indenture of Trust with TD Bank, N.A.
--------------------	---

Chief Financial Officer White stated that the Board authorize staff to fulfill the requirements pursuant to 5.09 of the 1998 Indenture of Trust with TD Bank, N.A. He stated that the required bond indentures shall be filed by December 1, 2019, which states that the Authority has the net revenues and for the PATCO subsidy. Commissioner Nelson moved to approve the Resolution and Commissioner Borski seconded the motion. There were no comments or corrections. All Commissioners in attendance voted in the affirmative to approve the Resolution as submitted. The motion carried.

DRPA 18-119	Age 65 and Over Retiree Medicare Supplemental Benefits 2019 (DRPA&PATCO)
--------------------	---

Chief Administrative Officer Brown requested the Board to authorize staff to accept the rate action quoted by AARP/United Health Group for the DRPA and PATCO retirees who are age 65 and over and their eligible spouses. Commissioner Borski moved to approve the Resolution and Commissioner Frattali seconded the motion. There were no comments or corrections. Commissioner Fentress abstained from voting, and all other Commissioners in attendance voted in the affirmative to approve the Resolution as submitted. The motion carried.

DRPA-18-120	2019 Capital Budget
--------------------	----------------------------

Chief Engineer Venuto requested the Board to authorize staff to adopt an updated five-year Capital Program and an annual Capital Budget. He stated that this budget is net of federal funds so this amount of from DRPA funds and then the federal funds will be received later. Chief Financial

Officer White stated that Finance worked closely with Engineering and feels that the Authority can fund this Capital Budget. Commissioner Frattali moved to approve Resolution DRPA-18-120 and Commissioner Fentress seconded the motion. All Commissioners in attendance voted in the affirmative to approve the Resolutions. The motion carried.

Unfinished Business

There was no DRPA Unfinished Business.

Citizens Advisory Committee Report

Citizens Advisory Committee member Becker stated that they are the eyes and ears of the bridges and PATCO. He said that they focus a lot on PATCO and all questions have been answered by the Authority. He thanked all members of the Authority who attend meetings.

New Business

Chairman Boyer reported that there were two (2) items of New Business for consideration, and introduced the following:

**DRPA-18-121 Consideration of Pending DRPA Contracts
(Between \$25,000 and \$100,000)**

DRPA-18-122 2019 DRPA Board/Committee Meeting Schedules

Commissioner Fentress moved to adopt Resolutions DRPA-18-121 and DRPA-18-122 and Commissioner Frattali seconded the motion. There were no questions or comments on the Resolution. All Commissioners in attendance voted in the affirmative to adopt the Resolutions. The motion carried.

MEETING HELD IN ABEYANCE

At 9:45 a.m., Chairman Boyer stated that the DRPA Board meeting would be held in abeyance and the PATCO Board Meeting would convene.

Adjournment

With no further DRPA business to discuss, Commissioner Fentress moved to adjourn the DRPA Board Meeting and Commissioner DiAntonio seconded the motion. All Commissioners in attendance voted to approve the motion and the DRPA Board Meeting adjourned at 10:10 a.m.

Respectfully Submitted,

Raymond J. Santarelli, Esquire
General Counsel and Corporate Secretary