

DELAWARE RIVER PORT AUTHORITY
Minutes of the December 12, 2012 Board Meeting
One Port Center, Camden, New Jersey
Wednesday, December 12, 2012, 9 a.m.

Present

PENNSYLVANIA

David Simon, Chairman
Robert Teplitz, Esquire (Wagner) (via telephone)
John Lisko (McCord) (via telephone)
William Sasso, Esquire
Walter D'Alessio (via telephone)
Joanna Cruz, Esquire (via telephone)
Andrew Reilly, Esquire

Officers and Chiefs

John Matheussen, CEO
Danielle McNichol, General Counsel
and Corporate Secretary
John Hanson, CFO
Tim Pulte, COO
Toni Brown, CAO
John Rink, PATCO, General Manager
Mike Venuto, Chief Engineer

DRPA Staff

William Anderson, Budget Analyst
Darcie DeBeaumont, Senior Accountant
Jennifer DePoder, Financial Analyst
Fran DiCicco, Administrative Coordinator
Ann DuVall, Executive Assistant to CEO
Timothy Ireland, Director, Corp. Comm.
Kevin LaMarca, Director, IS
Mark Lopez, Manager, Government Relations
John Lotierzo, Director, Finance, PATCO
Sheila Milner, Administrative Coordinator
Elizabeth McGee, Administrative Assistant
Orville Parker, Mgr., Budget/Financial Analysis
Thomas Raftery, Inspector General
Bill Shanahan, Director, Government Rel.
Susan Squillace, Manager, Purchasing
Jack Stief, Acting Police Chief,
Public Safety
Jim White, Director, Finance
Dawn Whiton, Administrative Coordinator

NEW JERSEY

Jeffrey L. Nash, Esquire, Vice Chair
E. Frank DiAntonio
Al Frattali
Richard Sweeney
Charles Fentress
Denise Mason
Rick Taylor (arrived 9:45 a.m.)
Tamarisk Jones (via telephone)

Counsel

David Rapauno, Archer & Greiner,
NJ Counsel
Tom Ellis, Duane Morris, PA Counsel

Others

Kathleen Duffy Bruder, Esquire, Deputy Chief
of Staff, Governor Corbett's Office
Victoria Page-Wooten, Executive Deputy
General Counsel
Fred Stuart (CAC)
Kathy Venuti (CAC)
Julie Still (CAC)
Al Huber (CAC)
Tyrone Wesley (CAC)
Tony DeSantis (CAC)
Joseph Powell
Casey Oakes (Sen. Lautenberg's Office)

The Corporate Secretary announced that pursuant to the By-Laws of this Authority, public notice of this meeting of the DRPA Board of Commissioners has been given by posting proper notice in the lobby at One Port Center, and issuing proper notice to the public and news media.

Chairman Simon called the meeting to order and asked that the Corporate Secretary call the roll. The Corporate Secretary then called the roll and announced that there was a quorum. Chairman Simon presided.

Prior to the Moment of Silence and the Pledge of Allegiance, Mr. Matheussen said he had some sad news to report of the recent passing on December 4th of one of the Authority's valued colleagues, Jan Odjemski. He said that Mr. Odjemski was a very hard working, professional and caring individual. Mr. Odjemski was employed as a Contract Administrator since he joined the DRPA organization in August of 2000. Mr. Matheussen said Jan will be greatly missed by his friends and co-workers at the DRPA and PATCO, and he extended condolences to his family.

Report of the Chief Executive Officer

Mr. Matheussen thanked the Chairman and said his report stands as submitted, but added he would highlight several items.

Mr. Matheussen called the Commissioner's attention to the front flap of the Board Books for the Department of Engineering's Month of October Program Performance Report. He indicated Chief Engineer Mike Venuto could provide any additional information if needed.

Mr. Matheussen called attention to the display board at the front of the room which shows photos from the recent successful emergency drill in which PATCO staff participated. He deferred to John Rink to discuss the photos under his GM Report later in the meeting.

Mr. Matheussen acknowledged a group of staff who has been working extremely hard for the past several months doing an outstanding job to facilitate the implementation by the end of this year of the remaining reform Resolutions. He thanked each of them for their exceptional efforts on behalf of the Authority: Tim Ireland, who led the effort along with Danielle McNichol and Tom Raftery, as well as staff members Susan Squillace, Kelly Forbes, Allen Sullivan, Lisa Kmiec, Val Bradford, Christina Maroney, Bill O'Connor, Robert Gorman, Karen McCarthy Jacobson, Yvette Martelli, Elizabeth McGee and Maria Mondile who assisted in the effort. Mr. Matheussen said they all did a tremendous job in this regard.

Mr. Matheussen said he hopes everyone has a chance to read the details of this month's CEO Report as it has highlights of many of the Authority's 2012 accomplishments. He said with the exemplary leadership of the Board and the hard work of DRPA and PATCO staff, a great deal was accomplished this past year for the benefit of the public the Authority serves. This includes:

- 2012 DRPA & PATCO actual expenses significantly under budget. Mr. Matheussen indicated the Board worked closely with staff to spend the Authority's money wisely;
- Capital projects tracking well while managing and maintaining assets;
- Completed the 5th of 7 stages of the WWB re-decking project. He said that this project is moving quite well and the traffic obviously has been impacted because of the work

that is on the bridge, including Public Safety and moving the variable message signs. He stated that this is the largest project that the DRPA has ever tackled.

- Conducted a reverse auction for electrical power that could save as much as \$1.3M annually;
- For the first time, signed fee-based insurance contracts that are expected to save the DRPA \$490,000 per year, moving to this method versus the way the Authority used to pay brokers;
- In the not so new Fleet Department, reduced the number of vehicles: 2009 – 450; 2103 – 259 projected. Mr. Matheussen noted this has resulted in significant savings in vehicle insurance due to fewer fleet vehicles;
- Redeeming \$95M in Port District Project bonds, reducing our debt service by an estimated \$2.5M per month, lowering our aggregate debt and borrowing costs without compromising our liquidity.
- Refunding PDP debt later this month;
- Improved PDP Bond ratings: Moody's – improvement from "negative" to "stable" and Standard & Poor's – improvement from "stable" to "positive".

Mr. Matheussen said there would be more details to come from Chairman Simon and John Hanson during the meeting on these accomplishments. He added there is much the Board can look back on in 2012 on which to be pleased with the accomplishments. Mr. Matheussen also thanked former Board Chair Governor Tom Corbett for his leadership and participation that contributed greatly to this success. He also thanked the Finance Committee and the finance team for all of their hard work.

Mr. Matheussen said the agency looks forward to continuing its transportation and customer service mission into the future. He wished everyone a Happy Holiday Season and a Happy New Year.

This concluded his CEO Report.

On motion duly made and seconded, the Report of the CEO was approved.

Approval of November 21, 2012 DRPA Board Meeting Minutes

The Minutes of the November 21, 2012 Board Meeting of the Delaware River Port Authority were previously provided to the Governor of New Jersey and the DRPA Commissioners and there were no comments.

On motion duly made and seconded, the Minutes of the November 21, 2012 Board Meeting were approved.

Receipt and Filing of the Monthly List of Payments Covering the Month of November 2012

The Monthly List of Payments covering the month of November 2012 was previously provided to all Commissioners and there were no comments.

On motion duly made and seconded, the Monthly List of Payments covering the month of November 2012 was received and filed.

Approval of Finance Committee Reports of November 7, November 21 and December 5, 2012

The Report of the Finance Committee Meetings of November 7, November 21 and December 5, 2012 were previously provided to all Commissioners and there were no comments.

On motion duly made and seconded, the Reports of the Finance Committee of November 7, November 21 and December 5, 2012 were approved.

Commissioner Reilly abstained from voting on the December 5, 2012 minutes.

Chairman Simon stated that Mr. Hanson would give his presentation regarding the budget and then move on to all the various resolutions that have come out of the Finance Committee relating to the budget as well as the two agreements.

Mr. Hanson stated that he was going to speak about the 2013 budget and about the accomplishments of 2012. He stated that he wanted to take the opportunity to introduce some of the Finance team that worked who worked on the budget. Finance Director Jim White, who passed out copies of the presentation from DRPA, PATCO Finance Director, John Lotierzo, DRPA Budget Manager, Orville Parker, Jennifer DePoder, Budget Analyst, William Anderson, Budget Analyst, and Darcie DeBeaumont, Senior Accountant who is in charge of handling the Capital Budget from the finance side and is interfacing with Engineering. He stated that the Capital Budget is collaboration between Finance and Engineering.

Mr. Hanson stated that he would discuss the 2012 financial achievements, the major financial goals and challenges of the Authority going forward, an overview of the proposed capital program including major projects and vehicle trends and an overview of the proposed 2013 Operating Budgets which include major revenue assumptions, major expense assumptions, a look at historical staffing and the indenture budget which includes debt service and other expense items governed by the bond indentures. He stated that a key to the 2012 financial achievements have been the financial improvement plan which was enacted by the Finance Committee and the Board. He said that one of the centerpieces of that was the \$95.7M early pay down of debt. Also we are negotiating for reduction in Letter of Credit (LOC) rates associated with the variable rate debt and we are refunding our tax exempt PDP debt and in fact that refunding will price tomorrow and close the following Thursday. He stated that the Operating Budget achievements for 2012 are significantly below budget at both DRPA and PATCO. Mr. Hanson stated that the Authority has achieved significant savings as a result of PATCO's work with the purchase power reverse auction and our bond ratings outlook have improved. He stated that both rating agencies have improved the outlook. Moody's has improved the Authority's bond rating outlook on both the PDP debt as well as our senior indenture revenue bonds from negative to stable and Standard & Poor's has improved the rating from stable to positive. He stated that the Authority is hoping to have upgrades in the future on both issues.

Mr. Hanson stated that with respect to Capital Budget, DRPA has exhausted the existing project funds and been funding capital expenditures through the use of the General Fund. He stated that at this point the Authority has spent \$30M out of the General Fund to fund the capital program until we have a new money issue in the second quarter of next year which will replenish the

Project Fund. As a result of the reimbursement resolution which the Board passed, we will repay all or most of the General Fund and he stated that this will be a discussion with the Finance Committee. He said that the less that we repay the General Fund, the smaller the bond issue and the more of the debt service we can avoid. He stated that we expect new money issue to be done in second quarter or probably close to mid-year. Mr. Hanson said that there is a traffic study which is underway and we will carefully monitoring the market conditions.

Mr. Hanson stated that with respect to the Operating Budgets, the significant challenges have been employer pension contributions, E-ZPass Customer Service Center (CSC) increases and healthcare expenses. He stated that in the aggregate over both DRPA and PATCO, pensions increased nearly by 70% or \$3 million, the E-ZPass CSC has increased more than \$900,000 and we have seen in the aggregate healthcare increases of approximately \$700,000. He stated that E-ZPass CSC increases are a result of credit card charges on the revenue received. He said that due to the increase tolls at most of the participating members we have seen revenues increased and credit card charges increase. Mr. Hanson stated the PATCO operating subsidy is projected to increase by less than 1% in 2013 and the total budget operating subsidy increase is approximately \$170,000.

Mr. Hanson stated that paramount in the financial and operating plans is the continued maintenance and repair of the Authority's bridges and facilities, including PATCO. He said that continued vigilant cost containment of both personnel and non-personnel or other direct costs since 2003 on average DRPA and PATCO have seen in their operating budgets increases on an average of 1.1% spending per year on average since 2003. Mr. Hanson stated that we are looking to manage the operations, finances and capital programs to continue to improve the bond ratings. He stated that these discussions have already taken place and there is a discussion in the Standard & Poor's report about the possibility of an upgrade already written but we have also spoken to Moody's about what it will take and the possibility of an upgrade and he stated that the Authority is very optimistic. Moody's has the senior debt, the revenue bonds rated at A3 with a stable outlook which is up from negative and Standard & Poor's rating for the revenue bonds from A- with a positive outlook. He stated that in the PDP bonds, the investment grade with Moody's at Baa3 and Standard & Poor's at BBB-.

Mr. Hanson continued on with the Capital Budget. He stated that the Authority has budgeted capital spending for 2013 at \$119.3M and the cost to complete all of the projects which are either ongoing in 2013 or will be started in 2013 will be approximately \$540M. The total Capital Budget for a five year and beyond plan is \$746M. He stated that the Capital Budget is a collaborative effort between the Finance and Engineering Departments, the Finance and the Operations & Maintenance Committees and the entire Board. This in Moody's report was something that they spoke about in great detail. The fact that this Board and staff has listened to what the rating agencies have said about the affordability of the capital plan and the effort that we undertook the reduce the capital plan which had been around \$1.2B to \$850M last year and \$746M this year while continuing to maintain excellent service said that this was something that the rating agencies have spoken about for a long time; he said that this is a key trigger to toll levels and other issues that the Authority and rating agencies in a large measure responded to the work that the Board and staff did to keep this capital program under control. He stated that this

slide gives you the \$746M matrix by year and by facility and the detailed capital program is in the resolution packet.

Mr. Hanson went on to discuss some of the major projects slated for 2013 which are ongoing or starting in 2013 and they include: South walkway bicycle & pedestrian/handicap ramp, re-decking of the Walt Whitman Bridge, de-leading and repainting of the Walt Whitman Bridge, de-leading and repainting at the Commodore Barry Bridge, resurfacing at the Betsy Ross Bridge and at PATCO the rehabilitation of fleet, track rehabilitation across the Ben Franklin Bridge, Lindenwold yard track rehabilitation and viaduct, installation of elevators in remaining stations and a key technology initiative enterprise resource planning system. He stated that this is new technology infrastructure that the Authority will be working on.

Mr. Hanson stated that the next slide discusses the fleet initiative. He stated that in 2009, the Authority had 450 registered vehicles, not including passenger cars. He said this included some passenger cars and light duty pickup trucks, but the majority is some police vehicles, heavy duty trucks and heavy duty vehicles. The entire fleet which is essentially registered and has a license plate in 2009 equals 450 vehicles in the fleet. In 2013, the fleet dropped will drop to 259. He said that this was great work accomplished by Tim Pulte, Chief Operating Officer and his staff in fleet and operations as well as at PATCO and their operations.

Mr. Hanson stated that the next slide is a look at revenues, budget to budget comparisons between 2013 and 2012. He stated that overall the Authority expects revenues to be flat or just over \$2.5M increase. He said that the Authority expects traffic to be basically flat with a slight uptick in traffic and the average toll based on the toll trends that we have been tracking. PATCO fares and other revenues are expected to increase at 4.6% or almost \$1.2M.

Mr. Hanson said the next slide is entitled major revenue assumptions. Mr. Hanson stated that there is a very slight increase in toll revenues, a slight increase of 10% or approximately \$200,000 of E-ZPass revenues associated with membership fees. He said with regard to interest income, the Authority expects a reduction which is a reflection of the Authority's use of the General Fund to fund the capital program. Mr. Hanson stated that the Authority has used approximately \$30M and will be using the General Fund through the first half of 2013 and during that time period the Authority will have less money to invest, so we expect that the interest income will decrease. We are projecting about \$27,000 decrease in the ferry operation revenues.

Mr. Hanson stated that the next slide will show a quick look on a percentage basis of the Authority's budgets. The overall Authority budget is down 6.3% or in excess of \$17M over last year. The all in DRPA operating budgets increase at almost 3.5% and the PATCO budget at almost 3% and the indenture related expenses decreases at approximately 14.5%. He stated that there are three key drivers in the expenses and one is the employer contribution to pension. He stated that when that expense is removed, DRPA operating budget expenses would only increase at .3%. He said that without the increase in pension, the Authority would be looking at a flat budget on the DRPA operating expense side and only a 2% increase on the PATCO side. The DRPA increase was calculated this percentage increase without pension was calculated as estimated at \$2.6M employer pension contribution removed from DRPA and the estimated

\$500,000 pension contribution projected for PATCO. He stated that they would be significantly lower numbers without the pension contribution increase.

Mr. Hanson stated that the next slide is the heart of the budget discussion. He stated that he called attention to the top. The top represented the all the operating expenses and you will see that on the subtotal line that is the entire DRPA budget increase. The combined Authority-wide budget is at the bottom. The total operating expenses are \$131.04M – that is the total operating expenses before the indenture related expenses and the PATCO budget \$46.7M. He said to look at the total operating expenses line of \$131.04M. Last year it was about \$127M and that represented a \$4,175,000 increase, so the increase of the DRPA and PATCO operating budgets is about \$4,175,000. When he looks at the three major drivers of the increase, the pension increase alone is \$3,047,136, the E-ZPass Customer Service expenses are increasing at almost \$940,000 and healthcare expenses increased at \$675M. He said that the total of those three increases, pension, and E-ZPass CSC and healthcare expenses is \$4.7M. The total increase in those three drivers which are beyond the control of DRPA operations is \$4.7M and the total increase is \$4.2M. He stated that the Authority is faced with increases in total on the operating side of \$500,000 more than what the total budget increased in the non-controllable costs.

Mr. Hanson stated that when he looked at the DRPA subtotal line alone on the DRPA side, the DRPA 2013 budget is \$84.4M and the 2012 budget was \$81.6M and the difference is \$2,830,000. The pension increase for DRPA alone is \$2.6M; the healthcare is \$270,000 and then \$940,000 for the CSC. He stated that on the DRPA operating budget alone the increase is \$2.83M and those three drivers are \$3.8M. He stated that roughly \$900,000 of increase in those three items with a budget that is only increasing at about half that. Mr. Hanson stated that for PATCO budget to budget increase is about \$1.3M. He said that for PATCO pension increases are about \$470,000 and healthcare increases are almost \$400,000. Mr. Hanson stated that those two increases represent approximately 65% of the total PATCO increase and the remaining increase at PATCO is in the operating budget is a result of a reduction in the number of employees who will be working on the capital budget and so it will be on the operating budget. It is a reduction in capital labor.

Mr. Hanson stated that the New Jersey E-ZPass CSC expenses are up and that is a function of the higher credit card expenses associated with higher tolls among all of the agencies in the New Jersey ETC group. Mr. Matheussen asked Mr. Hanson to explain when you say more credit card use and explain why we are paying more money because of credit card use. Mr. Hanson stated that any time anyone uses a credit card to pay anything, the merchant or person who accepts the credit card pays fees associated with that transaction. With respect to the group that we belong to who does back office work for E-ZPass, all of the members of the group have had increased toll revenues. The increased toll revenues drive increases in the balances of the customers and they typically use debit or credit cards to fund their accounts so that increase in the balances of the customers drives increases in the charges for credit card expenses.

Mr. Hanson stated that if you look at the bottom of the indenture budgets, the reporting of these expense items and the use of these expenses items are governed by the bond indentures. There is a decrease of almost \$3M relative to the biennial inspection. He stated that this is something that goes in and out every other year, so next year you will see an increase on this side of about \$3M

because we will be doing the biennial inspections and modest increases on other commitments. He stated that a debt service on the revenue bonds is decreased by about 4%. Mr. Hanson said that this is related to normal amortization of the debt, it is related to the early pay down that we did this year, but it does not tell the entire story because even though the revenue bond debt service is decreasing, we have budgeted for a new money bond issue next year. We have budgeted interest expenses in that number for a new bond issue next year to fund our capital program and we are still showing a decrease in the revenue bonds. The debt service on the PDP bonds, the Port District Project Bonds, these are the bonds that were issued to fund the economic development projects is dropping from nearly \$30M annually to just over \$19M. That is a result of the early pay down of PDP debt and the bond refunding the PDP debt of all tax exempt PDP debt which that issue will be priced tomorrow and will close the following Thursday. He said that this is something we have been working with the Finance Committee on as well as this budget.

Mr. Hanson stated that the Letter of Credit (LOC) fees associated with the variable rate that the Authority expects to be dropping significantly. He said that this is due in part by the normal amortization of the debt but mostly because of a significant decrease in those costs associated with the RFP that went out earlier this year and hope to implement the new price structure on these in the beginning of 2013. All of these things that are reducing the indenture budget are the result of the financial action plan that was directed by the Finance Committee and approved by the entire Board. He said that this plan that the Finance Committee gave the Authority to enact included paying down debt early which was accomplished, refunding the PDP Bonds which as of tomorrow, will be accomplished and refunding and replacing the higher costs LOC expenses on a variable rate debt with a lower cost as a result of new competitive bidding. Mr. Hanson stated that the total indenture budget reduces by \$21.5M almost 14-1/2%. He stated that at the beginning of the presentation, all Operating Budgets and debt service related expenses reducing the budget by \$6.3M this year compared to last year over \$17.3M. Mr. Hanson stated that this is the budget that is being presented today as a result of a lot of hard work by staff, both finance and operations, but a large component of it is the clear unequivocal goals that we received from the Finance Committee and the Board as to this budget and the regular interaction with putting it together.

Mr. Hanson stated that another key number is head count at DRPA and PATCO. He stated that in 2010 there were employed 976 budgeted employees to 936 budgeted employees in the 2013 budget. Mr. Hanson stated that the way it breaks down for the 936 is that 337 operating budgeted employees for PATCO and 599 operating budgeted employees for DRPA.

Mr. Hanson stated with respect to indenture budgets, some of the assumptions that he mentioned before, the indenture budgets are where debt service related expenses and other expenses like the biennial inspections which are mandated and controlled by the bond indentures and not under the direct control of the operating units. He stated that biennial inspection with some leftover expenses from last year is \$250,000. He stated that next year when the biennial inspection item comes back it will be approximately \$3M increase. Mr. Hanson said that PDP Debt Service savings associated with the \$71.5M early redemption and revenue bond reduction of about \$24M early pay down. The Authority has anticipated an increase in debt service attributable to the 2013 revenue bond issuance and we are anticipating a 50% reduction in the LOC fees of

approximately \$4-\$5M. The reduction will be due to a changing market environment, the competitive bidding process and to a lesser extent the amortization of some of the bonds, so we will have less of them to back with LOCs. He stated that the Authority intends to renew the existing LOCs by the end of March 2013 for one group and by the beginning of July for the other.

Chairman Simon stated that he wanted to make two observations. Even though there is a projected revenue increase for PATCO and the bridges, he stated that there is no increase in tolls and no increase in PATCO fares and the senior citizen discount which is currently 50% on the bridges is continuing. Chairman Simon stated that it is being projected that the value of the senior citizen discount is roughly \$3.5M for 2013. He stated that this number is included in the budget; it is an offsetting number to the revenue numbers. Chairman Simon stated that secondly with respect to the Inspector General's budget, that budget as recommended by the Inspector General is in this proposed budget as requested by the Inspector General. He stated that this needed to be pointed out since there was no Audit Committee meeting and under normal circumstances, this budget would have gone through the Audit Committee. Since this was not possible, the Inspector General's budget went through Finance Committee and became part of the recommended budget today.

Vice Chair Nash stated that the presentation was outstanding and he congratulated Mr. Hanson and the Finance team with putting together the budget. He stated that with watching the presentation, it stated that the Authority has heard the voices of the community and this is a new day at the Port Authority founded upon fiscal responsibilities and reforms. He stated that one thing that was not in the presentation was the Lean Government initiative that Mr. Hanson initiated. He congratulated Mr. Hanson and Michael Conallen for taking on this initiative which has changed the philosophy of the employees in approaching physical issues at the Authority and it is an important component part of this budget and the physical operations of the Port Authority. He again congratulated Mr. Hanson, the Finance Department, to all the employees who are working in the trenches everyday who have done such a great job in moving the commuters across the river and to his colleagues on the Finance Committee, Vice Chairman Simon, the Operations & Maintenance Committee who have carved down the capital budget as reflected in our positive bond rating.

Mr. Hanson stated that he appreciated the comments but the only clarification he made on the Lean Government group is, while he was the catalyst for getting it started, the success was to the hundred plus employees who took ownership of it and went through twelve processes to improve including the budget process.

Chairman Simon reiterated what Vice Chair Nash stated that he appreciated all the hard work. He stated that the budget that was presented today was the fifth iteration and all were very patient through a very exhausting process, but we are at a good place particularly in the eyes of external people, the rating agencies who appreciate the financial discipline that the Authority is now displaying.

DRPA-12-115 – Renewal of Toll System Maintenance Service Agreement

John Hanson stated that TransCore is the proprietary provider of the hardware and software system and maintenance. He stated that the system is the backbone of our revenue reporting system, our toll lane equipment, revenue, reporting, collecting and violations enforcement system. TransCore is the proprietary provider and have been under contract with them. This contract was redone to ensure compliance with all of the new reform requirements and the Authority has satisfied all of those requirements.

On motion duly made and seconded, the following Resolution was unanimously adopted and made the action of the Authority:

DRPA-12-115 Renewal of Toll Systems Maintenance Agreement

On motion duly made and seconded, the following Resolution was unanimously adopted and made the action of the Authority:

DRPA-12-116 2013 DRPA Operating Budget

On motion duly made and seconded, the following Resolution was unanimously adopted and made the action of the Authority:

DRPA-12-117 2013 DRPA Capital Budget

Adopt Resolutions Approved by Finance Committee of December 5, 2012

DRPA-12-118 Resolution in accordance with Section 5.07 of the 1998 Port District Project Bonds Indenture dated August 15, 1998 with The Bank of New York Mellon as Trustee, to adopt an Annual Budget of the Delaware River Port Authority for the 2013 Fiscal Year

DRPA-12-119 Resolution in accordance with Section 5.07 of the 1999 Port District Project Bonds Indenture dated December 1, 1999 with The Bank of New York Mellon as Trustee, to adopt an Annual Budget of the Delaware River Port Authority for the 2013 Fiscal Year

DRPA-12-120 Resolution in accordance with Section 5.07 of the 2001 Port District Project Bonds Indenture dated December 27, 2001 with TD Bank, N.A. as Trustee, to adopt an Annual Budget of the Delaware River Port Authority for the 2013 Fiscal Year

DRPA-12-121 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

Budget of the Delaware River Port Authority for the 2013 Fiscal Year

Unfinished Business

Chairman Simon stated that prior to discussing the remaining reform resolutions, he asked the Inspector General, Mr. Raftery, to provide a brief overview of the activities of his office for 2012 and going forward.

Mr. Raftery stated that in addition to assuming the audit responsibilities, the Office of Inspector General (OIG) is responsible for directing and conducting activities designed to detect and deter fraud, waste, abuse, corruption, mismanagement, and any illegal activities involving the Authority. He said that the OIG is also responsible for insuring compliance with policies adopted by Board and/or with Authority policies/procedures and that matters are open and transparent. Since February 6, 2012, the OIG has completed the following:

- We selected an outside financial auditor, McGladrey and Co., through a competitive process and completed the 2011 financial audit with the assistance of John Hanson and Finance Department.
- We selected an outside firm, CGR, to perform a performance audit. We coordinated CGR's activities with the areas being audited as well as with Commissioners. We have completed the process for this audit which focused in OPC and Public Safety. The draft report has been reviewed and submitted to CGR. The report is scheduled for release on 1/14/13 – we requested 2 week extension on responses to draft which were submitted prior to 12/15/12.
- We selected an insurance broker through a process changed by recommendations made by this office in 6/12.
- As a result of my first report issued on the Battleship NJ in May 2012 which highlighted the fact that the 2010 Reforms were not implemented, I have been involved with Danielle McNichol and Tim Ireland, assisted by several other staff employees, in ensuring that this problem is resolved. I have already certified that several resolutions have been adopted and we hope that the process is completed today. This will allow me to certify that the necessary procedures and policies are in place. It is now incumbent on the Authority to ensure that these reforms are followed.
- Part of the 2010 Reforms specify that conflict interviews be completed for employees serving on review committees. This was not done prior to this office. We have developed a system to interview employees for possible conflicts. To date, we have completed conflict interviews for 26 review committees.
- Part of the 2010 Reforms also called for the review of Political Contribution Disclosure Forms and "Pay to Play" Certification Forms. This was not done prior to this office. We have developed a process to review these forms for possible conflicts. We have also developed a system to alert the Commissioners of potential conflicts prior to contracts being voted on. We have reviewed these forms on 77 contracts involving 221 bidders.
- We are more aggressively monitoring and responding to EthicsPoint, the Authority's hotline, which has resulted in 1 audit being initiated and one matter being referred to General Counsel. We worked with Corporate Communications to add an IG button to

both DRPA and PATCO websites. We have received email, mail, telephone and in-person complaints. We also received three complaints from outside the Authority. We plan to work with Corporate Communications to alert the public of this hotline through some type of campaign.

- We have been more aggressive in completing Internal Audits this year and already completed more than in 2011 and possibly years prior to that. We have several audits ongoing as well in various stages of completion. Completion dates will be dependent on staffing.
 - a. 5 Internal Audits completed
 - b. OPC
 - c. PATCO 2011 Inventory
 - d. PATCO Titan Outdoor Advertising
 - e. Computers/Software*
 - f. Deferred Income

*Audit completed and recommendations to management. Report is pending as Auditor pulled for other audit

- We have also been aggressively investigating violations of Authority policies and procedures. I cannot be more specific but I plan to issue 3 new reports in the short term.
- We plan the following activities for 2013:
 - Fill open positions:
 - 2 – Auditors
 - 1 – Paralegal
 - Complete reports noted above.
 - Finalize Ethics Policy.
 - Complete Risk Assessment and Develop Audit Plan for 2013 and beyond.
 - Continue Audits/Investigations.

Chairman Simon thanked Mr. Raftery for all his excellent work over the past year. He stated that when you are new to a position as Inspector General, it is blazing new trails and the Authority appreciates his hard work. Chairman Simon called on Tim Ireland to go over the balance of the reform resolutions.

Mr. Ireland stated that the reform work was going to be slightly different from some of the other reforms which have been done over the past couple of months. He said that in October and November, the Reform Resolutions were aimed almost exclusively at finishing the work of the 2010 reform process.

Mr. Ireland stated that there are a couple of resolutions that take the Authority beyond that and he began with DRPA-10-044/046 – Implementation of a Policy Requiring Contracts be Awarded at a Meeting Open to the Public. He stated that there are two facets to this Resolution. The first is that there is an acknowledgment that this policy is being observed at the DRPA. The second facet is that there is a notification to the Commissioners that a comprehensive purchasing and procurement manual was drafted and it is circulating among staff and will be finalized and implemented by date certain. This is all defined in the resolution and the procurement manual

will be finalized by the end of January, with the systems and procedures in place by this summer and no later than July 1st.

Commissioner Teplitz stated that for this resolution and as he goes through the other ones, could Mr. Ireland specify what the changes are from the current resolutions that have the same numbers. Mr. Ireland stated that for this resolution there is no significant change except that the procurement manual is something new.

Mr. Ireland stated that the next Reform Resolution is DRPA-10-098 – Contracting Thesholds - Certification. This is a memo signed by the Inspector General that acknowledges that pursuant to reform resolution 12-098, all Authority contracts valued at \$25,000 or more, but less than \$100,000 are subject to Board approval as a package or list before any action can be taken and for Authority contracts valued at \$100,000 or more, individual Summary Statements and resolutions are provided to the Board for each such contract for approval. Mr. Ireland stated that this is a certification that the terms of DRPA-10-098 are being observed at the DRPA and it is executed by the Inspector General.

Mr. Ireland stated that Reform Resolution DRPA-10-056 – Elimination of Car Allowances for Authority Officers and Directors - Certification. He stated that this is a Certification that the term of this Reform Resolution are being observed and certifies that no Authority Officer, Director or employee receives a car allowance or additional compensation for a personal vehicle. It is further agreed that all contracts or provisions to the contrary are null and void, effective August 28, 2012 pursuant to this Resolution. This Certification is executed by the Inspector General.

Mr. Ireland stated that Reform Resolution DRPA-10-057 – Elimination of all Programs under which all Present and Future Commissioners, Officers, Employees and Retirees, of the Authority Receive Free Bridge Passes and PATCO Credits. He stated that this is a Certification memo executed by the Inspector General. Mr. Ireland stated that this certifies that the Board has ceased providing EZ-Pass account credits for up to 100 complimentary rides per year to all current Commissioners, Officers, employees and retirees, with the exception of represented employees.

Commissioner Teplitz inquired with regard to the Certifications that certify that something is not happening now, what is to stop those things from happening again in the future? Mr. Ireland stated that with the Inspector General at the Authority who is actively looking at items with Board oversight, this is a major deterrent. Chairman Simon stated that with respect to the above three Certifications, it would require affirmative Board action to change the policy with a vote by the Board and that is very significant protection to any change in the policy. Commissioner Teplitz agreed with Chairman Simon.

Mr. Ireland stated that Reform Resolution is DRPA-10-062 – Funding for Economic Development Projects is next. He stated that this is an amendment to Summary Statement & Resolution to DRPA-10-062. He stated that this is a simple change. The original Resolution stated that all economic development spending had to stop and it was clear from the context of the Resolution, but what it meant to say was that there would be no further economic development spending. He stated that the problem is that in past economic development

projects, there were contracts issued and signed and the DRPA cannot unilaterally discontinue those contracts. He said that this Reform Resolution acknowledges the fact that there are contracts in place and that we have to observe them. He said that it does not change the fact that there will be no new economic development projects after December 2011.

Mr. Ireland stated that Reform Resolution is DRPA-10-043/051/055/074 – Consolidated Ethics Policies. He stated that the DRPA has established a unified ethics policy. This certifies that the policy has been drafted pursuant to all of the above resolutions and it specifies that it will be implemented by a date certain which is first quarter of 2013.

Mr. Ireland stated the next item is Reform Resolution is DRPA-10-054 – Resolution Banning Political Activity at Work. The original resolution was DRPA-10-054 which was vetoed by Governor Christie because while it banned political activity at work, Governor Christie's veto note indicated that it did not go far enough and did not include Commissioners. This Reform Resolution includes Commissioners.

Commissioner Teplitz stated that when we had one of the update meetings or discussions recently, he asked if they could add in prohibition on using DRPA emails or contact lists for political activities which were an issue in the past. He inquired whether this was addressed in the resolution. Mr. Ireland stated that it was included and he read: "Resolved that DRPA/ PATCO commissioners and all DRPA/PATCO employees shall not use any DRPA/PATCO time, real estate, work products, telecommunications bandwidth, computers, telephones, emails or email lists of DRPA employees, paper, copiers or any other resources to contact, coordinate or raise funds for political campaigns, political parties, political action committees, candidates for public or party office, campaigns for initiatives and referenda, recall campaigns, political petition drives or any other activities that a reasonable person would consider partisan or political in nature." Commissioner Teplitz stated that this gets us part of the way there, but it does not prevent the use of emails or email lists of commissioners. It talked about emails or email lists of DRPA employees. He stated that he proposed the Resolution be amended to make it clear that it would also apply to lists or contact information for Commissioners being used for political reasons. Ms. McNichol stated that in their official capacity they are using a DRPA contact list; we could do that, however, she would question whether or not we could actually go so far as to discuss Commissioners' personal or private list as it would have nothing to do with the DRPA or PATCO. Commissioner Teplitz stated that he was speaking about using a DRPA contact list as a means of communicating for political reasons with Commissioners. Ms. McNichol asked if he was speaking about a DRPA email address? Commissioner Teplitz stated the contact list which is distributed of all Board members which is updated and distributed regularly that no one should be using that list and the email addresses, telephone numbers, official business addresses on that list for political reasons. Ms. McNichol asked if he was looking to add the contact list which is the confidential list that is circulated among the Commissioners. Is that correct? Commissioner Teplitz stated that Ms. McNichol was correct.

Chairman Simon stated that he wanted Ms. McNichol to include a sentence to add on because he did not think you can merely add Commissioners in front of the word employees without crossing over the line that you just mentioned. Ms. McNichol agreed to add a sentence to the resolution on prior to vote.

Mr. Ireland stated that Reform Resolution is DRPA-10-070 – Appointing Members of the Audit Committee. Mr. Ireland stated that this is a proposal that the Board adopt a Resolution appointing members of the Audit Committee to be chaired by the Auditor General of Pennsylvania. He said that it appoints six members to the Audit Committee and specifies that the Committee would be chaired by the Auditor General and consist of an equal number of commissioners from each state. Mr. Ireland stated that the original Resolution in 2010 names specific commissioners and that causes a parliamentary problem because every time there is a change in committee membership, technically it raises a question of whether we have to pass a Summary Statement & Resolution each time in order to eliminate that question, this Resolution has been introduced. Mr. Ireland stated that it may be submitted as amended; there may be a slight change in the purpose, but there will be no change in the Resolution. Chairman Simon stated that the original Resolution only calls for three members. Mr. Ireland stated affirmatively. Commissioner Teplitz inquired whether the background that he was concerned about being inconsistent. Ms. McNichol stated affirmatively and the purpose has been changed and this is something the Chairman will say “as amended” and copies of the Resolution will be circulated to the Commissioners.

Mr. Ireland stated that the next Reform Resolutions is DRPA-10-045/113 – Requirement that All Vendors of the Authority Disclose Contributions. He stated that this particular amendment also has attached to it the Vendor Contributions Policy and the Political Contribution Disclosure and Certification forms. Mr. Ireland stated that the Inspector General worked on this policy and he asked Mr. Raftery to explain the Resolution. Mr. Raftery stated that the changes in this Resolution further define what firms need to file and set the limit at \$25,000 and it has 10% ownership in various types of corporations and set forth in the definition part of the policy.

Mr. Ireland stated that the next Reform Resolution is DRPA-10-050 – Compensation Review Committee. Mr. Ireland stated that it establishes a Compensation Review Committee for the Authority and that the committee would review all compensation for all Officers, Directors and Employees of the Authority. He said that it will review the current compensation levels of all Officers, Directors and Employees of the Authority and will consider appropriate compensation levels for each such position based upon the current market conditions and other factors that the committee deems appropriate and relevant. It will provide a report regarding the foregoing with such recommendations to the Authority Board within 60 days of enactment and will have no fewer than six Commissioners with equal numbers from each state. Mr. Ireland stated that Compensation Committees are common on Boards of Directors and other types of associations in the public and private sector. Commissioner Teplitz inquired what change was made in this Resolution? Mr. Raftery stated that the original resolution called for Officers and Directors.

On motion duly made and seconded, the following Resolution was unanimously adopted and made the action of the Authority:

**DRPA-10-044/
DRPA-10/046**

**Implementation of a Policy Requiring Contracts be
Awarded at a Meeting Open to the Public**

On motion duly made and seconded, the following Resolution was unanimously adopted and made the action of the Authority:

DRPA-10-098 Contracting Thresholds – Certification

On motion duly made and seconded, the following Resolution was unanimously adopted and made the action of the Authority:

DRPA-10-056 Elimination of Car Allowances for Authority Officers and Directors – Certification

On motion duly made and seconded, the following Resolution was adopted and made the action of the Authority:

DRPA-10-057 Elimination of all Programs under which all Present and Future Commissioners, Officers, Employees and Retirees, of the Authority Receive Free Bridge Passes and PATCO Credits – Certification

Commissioner Fentress abstained from voting on DRPA-10-057.

On motion duly made and seconded, the following Resolution was unanimously adopted and made the action of the Authority:

DRPA-10-062 Funding for Economic Development Projects

On motion duly made and seconded, the following Resolution was unanimously adopted and made the action of the Authority:

**DRPA-10-043 Consolidated Ethics Policies - Certification
DRPA-10-051
DRPA-10-055
DRPA-10-074**

On motion duly made and seconded, the following Resolution was unanimously adopted and amended, made the action of the Authority:

DRPA-10-054 Resolution Banning Political Activity at Work

Ms. McNichol stated that the proposed additional language to Resolution DRPA-10-054: “In addition, all Commissioners and Employees in receipt of confidential Commissioner contact list shall not use this list for any political use or purpose.”

Chairman Simon asked Commissioner Teplitz if the above language was acceptable. Commissioner Teplitz answered affirmatively. Chairman Simon asked Ms. McNichol if a vote

was needed on the amendment or if the Board could vote on the amended motion and adopt? Ms. McNichol stated that the Board needs to first vote on the amendment.

Chairman Simon asked for a motion to accept the amendment as read by Ms. McNichol. On motion duly made and seconded, the amendment as read by Ms. McNichol was approved. He stated that the Board would vote on the Resolution as amended.

On motion duly made and seconded, the following Resolution was unanimously adopted as amended, made the action of the Authority:

DRPA-10-054 Resolution Banning Political Activity at Work

On motion duly made and seconded, the following Resolution was unanimously adopted and made the action of the Authority:

DRPA-10-070 Appointing Members of the Audit Committee

Chairman Simon reiterated that the members of the Audit Committee are: the Auditor General of Pennsylvania as Committee Chair or his alternate. He said that he was saying it this way, Commissioner Teplitz, to anticipate the arrival of the new Auditor General of Pennsylvania, himself, Commissioner Cruz, Commissioner Taylor as Vice Chair, Commissioner Sweeney and Commissioner Mason. Ms. McNichol asked to read the amended resolution's purpose section as follows: "The Board established an Audit Committee to be chaired by the Auditor General of Pennsylvania as established under DRPA-10-040. The Board desires to appoint the other members of the Audit Committee." She stated that this is the correct language and so amends 10-070.

On motion duly made and seconded, the following Resolution was unanimously adopted and made the action of the Authority:

**DRPA-10/045 Requirements that All Vendors of the Authority
DRPA-10-113 Disclose Contributions**

Commissioner Sasso inquired if this is the Resolution that was at the Operations & Maintenance Committee meeting where we had a broker dealing with a substantial company. The broker was procuring policies on our behalf and the question was did the insurance policies procured from the company, did that company have to submit this certification and if so, did they have to certify as to all their officers? Ms. McNichol stated this was the change in the definition section to make it consistent for all corporations, partnerships and sole proprietorships so that it would have to be a 10% or above for disclosure. Commissioner Sasso stated that we did clarify? Ms. McNichol stated that we did clarify. Commissioner Sasso stated that it was officers who had a 10% interest. Ms. McNichol stated that it was cleared up; there was a gap in the definition as it was originally written.

On motion duly made and seconded, the following Resolution was unanimously adopted and made the action of the Authority:

DRPA-10-050 Compensation Review Committee

Chairman Simon stated that the Compensation Review Committee composition is as follows: Commissioner McCord or his alternate is the Chair of the Committee, Commissioner D'Alessio, Commissioner Reilly, Commissioner Frattali, Commissioner Fentress and Commissioner DiAntonio. He stated that he realized that there was no Vice Chair from the New Jersey Commissioners. The New Jersey delegation should make a decision as to who they would prefer as Vice Chair and let Chairman Simon know and he will make that designation.

New Business

Chairman Simon stated that on New Business he would ask Mr. Matheussen to discuss the outside employment of three employees who have asked for Board permission to engage in outside employment.

Item 1 - Outside Employment

Mr. Matheussen stated that a report has been made to the Finance Committee and the Operations & Maintenance Committee. Those three employees starting with Deputy CEO, Michael Conallen, who is not present today as he has military service. Mr. Conallen is on military leave for the remainder of this week and next week and he asked Mr. Matheussen to make certain that the Board understands that he has outside employment in the military in reserves. The second employee is Chief Engineer, Michael Venuto. Mr. Venuto has the opportunity to teach as an adjunct professor at Gloucester County College and the hours which he will be teaching are not conflicting with his normal business hours of duty at the DRPA. Mr. Matheussen stated that this is a great opportunity for not only Mr. Venuto, but also the DRPA as it gives the DRPA to be out in the public and certainly his skills will be recognized by the students that he comes in contact with starting in 2013. The last employee is Bill Shanahan. Mr. Shanahan actually has two outside employments as he is also in the military. He serves military duty from time to time as his responsibility to the U.S. Government in the Army and in addition to that he also is an adjunct professor at Rutgers University in Camden. He stated that this position does not conflict with his hours of duty at the DRPA. Mr. Matheussen stated that it is incumbent upon these employees because of the Director level and above to bring those matters to Human Resources, to himself and then to the full Board. He said that his recommendation is for all three employees and certainly recognize particularly the outstanding service to the military that Mr. Shanahan and Mr. Conallen give and little room for objection, although it must be acknowledged and thank them for their service to the country. In addition to that the request by Messrs. Venuto and Shanahan for teaching, it is an exemplary opportunity for the DRPA and the individuals and will give a great benefit to the students they come in contact.

Commissioner Teplitz stated that he did not know if this was appropriate for open session or executive session, but it was his understanding that there was an additional request for approval from one of these employees for other outside employment. Mr. Matheussen stated that this has

been withdrawn and if it should come up again, it will be reviewed and follow the same process that we did with these three employees. Commissioner Teplitz asked what he means that it was withdrawn; that the situation no longer exists? Mr. Matheussen stated affirmatively and in open session he does not want to discuss it any further but it was withdrawn by the employee. Commissioner Teplitz stated that in executive session or some other means; he would like more information about it. Chairman Simon stated that just so it is clear, the other request has been withdrawn and it is his understanding that it will not be resubmitted. Commissioner Sasso stated that it was part of the discussion that we are not giving blanket exemptions for teaching or military service; everything has to come before Mr. Matheussen as we are not setting precedence, we are deciding on a case by case basis. Mr. Matheussen stated affirmatively and the policy so dictates and past practice has been employed that way.

Chairman Simon stated that he would accept a motion to adopt the Chief Executive Officer's recommendation. The motion was so moved and seconded, motion carries.

Item 2 –Consideration of Pending DRPA Contracts (Between 25,000 and \$100,000)

On motion duly made and seconded, the following Resolution was unanimously adopted and made the action of the Authority:

DRPA-12-122 Consideration of Pending DRPA Contracts (Between 25,000 and \$100,000)

Approval of Operations & Maintenance Committee Reports of November 7 and November 21, 2012

The Reports of the Operations & Maintenance Committee Meeting of November 7 and November 21, 2012 were previously provided to all Commissioners and there were no comments.

On motion duly made and seconded, the Reports of the Operations & Maintenance Committee of November 7 and November 21, 2012 were approved.

Adopt Resolutions Approved by Operations & Maintenance Committee of November 21, 2012

On motion duly made and seconded, the following Resolution was unanimously adopted and made the action of the Authority:

DRPA-12-113 Contract No. WW-14-2012, Walt Whitman Bridge Anchorage Dehumidification

On motion duly made and seconded, the following Resolution was unanimously adopted and made the action of the Authority:

DRPA-12-114 Maintenance Contract for Traffic Control and HVAC Systems for DRPA Bridge Facilities

Audit Committee

Commissioner Teplitz stated that the Inspector General has covered most of the information. He said that largest issue is finalizing the performance audit report which we are doing. The report will be issued no later than January 14, 2013. Commissioner Teplitz stated that following up on the Inspector General's full report for his activities for the year, the Authority sees the value of having the Inspector General and what it brings to the Authority. Commissioner Teplitz commended Mr. Raftery for the great work he has done, often under trying circumstances and hopes that the Board shares his view as well.

Citizens Advisory Committee Update

Chairman Simon stated that there will be an update from the Citizens Advisory Committee and that there are a number of members present: Fred Stuart, Chair, Kathy Venuti, Julie Still, Al Huber, and Tyrone Wesley. Chairman Simon thanked the members for being at the meeting and for their service on the Committee.

Mr. Stuart, Chairman of the Citizens Advisory Committee stated that the Committee is now 18 months old. Mr. Stuart thanked Commissioner Teplitz and the Audit Committee for spearheading the creation of the CAC. He stated that he would like to cover four matters. The first of which has to do with the DRPA website and the prior inability to search the website using key words. For instance if you wanted to follow an issue like bridge re-decking, you could not do it by using a key word search. As you know, the agenda and minutes of these minutes run hundreds of pages in length. To get current on an issue, CAC felt it was essential to search the databases by key words. Julie Still and two members of DRPA staff, Telete Garrison and Maria Mondile as well as a volunteer that Ms. Still either impressed or strong-armed from Rutgers, Josh Gibson were involved. Mr. Stuart stated that these four people put their heads together and, using existing resources that the DRPA already had, solved that problem. Now you can use a key word to search items in the agenda and minutes on the website.

He said that the second item to be discussed also had to do with the website and with the ability or inability of the public to comment on issues that come before this Board. As you know, the agenda for these meetings are posted on the website 3-4 days before meetings take place and votes are counted. We believe that is not enough time for individuals who have interest in matters that come before the Board to register their opinions. He stated that Mr. Matheussen has responded in great length why a longer period of public input is inefficient with the seriousness of the issues which come before the Board. He stated that the CAC recommend that the website carry a comment box. He stated that there is a box, but it is not prominently displayed where public could state their concerns. Mr. Stuart suggested that someone on the staff ought to be responsible for summarizing and bringing to the Board's attention the appropriate comments that come in from the public. He stated that if models are needed, SEPTA, NJTransit and DVRPA websites already have such outreach to the public and the CAC feels that this would benefit transparency that the DRPA is trying the accomplish.

Mr. Stuart stated that the third matter that the CAC wanted to bring to the Board's attention is that there are three PATCO stations within walking distance to three universities in New Jersey – Camden County College, Rutgers and Rowan. These universities are all adjacent to three PATCO stations and the CAC would urge the Board to consider a discount for students at least on a pilot basis. He said that it would dramatically increase ridership on PATCO and that it would be a community service that the DRPA could provide.

Mr. Stuart stated that lastly there is an asset that you all oversee that does not ever need re-decking, does not need painting and, in fact, seems to run on time all the time and that is the DRPA staff, particularly the non-unionized staff who have served for the last four years without a raise. He said that even those who are on Social Security have managed to eke out a couple of raises in the last couple of years. He stated that the CAC would urge the Board to recognize the loyalty and hard work of the non-unionized staff in this building, as well as at the PATCO headquarters, by giving them a raise.

Commissioner Sasso stated that he is on a Board where they started having the public being able to input their comments on the website. He stated that at every Board meeting they have a list of comments, suggestions and a spot for the resolution. It is a good idea because it educates the Board as to what is important to the general public. Chairman Simon inquired whether you need to disclose who you are when you make a comment or is it anonymous. Mr. Stuart stated that you would get more serious comments if you disclose your name. Chairman Simon stated that it is something that the Authority should pursue. Mr. Ireland stated that the time was impeccable for these comments as we are trying a new website next month and we will put a comment box. He stated that we had anticipated doing it in a way that captures email addresses.

Mr. Matheussen thanked Mr. Stuart and the CAC. He stated that he has been invited to spend time with CAC and wanted to recognize senior staff members from the DRPA who have also been involved and every one of the meetings has been productive between staff and the CAC and the recommendations and information shared between the two has been very helpful in moving the Authority ahead. He stated that he wanted to recognize Julie Still and is very astute with getting us to the point where now not only is the software available and has been employed by the Printing Services Department so that matters are now searchable, but we have also gone back to 2011 and 2012 and made both of those years searchable. Mr. Matheussen stated with regard to public comments, we have a website at info@list.drpa.org. There is an opportunity for citizens to make comments; however, as pointed out by the CAC, it is not as user friendly as it could be and Mr. Ireland is trying to create a new portal so that people will be more aware of it and is working with Toni Brown and her staff to make sure that the community are in tune to it and continue to work with the CAC.

Mr. Matheussen stated also that with regard to discounts for students, the Board is being asked to approve free distribution of FREEDOM cards for students. He stated that when we rolled out the FREEDOM program, we made the FREEDOM card available to all customers who took on downloading some value on to it and also getting the protection plan that is offered and we are going to do the same thing for students to encourage them to use the FREEDOM card as PATCO members and that will go a long way if helping to give students an opportunity for the campus in both New Jersey and Pennsylvania are very accessible by DRPA/PATCO and also by SEPTA

and NJTransit. Mr. Matheussen thanked the CAC for allowing them to work together and look forward to working with them in 2013.

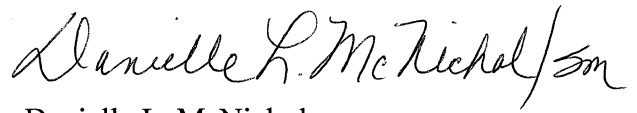
Commissioner Sasso thanked the CAC for their responsiveness to this work and said it was well done.

Public Comment

There was no public comment.

There being no further business, on motion duly made and seconded, the meeting was adjourned.

Respectfully,

A handwritten signature in cursive script that reads "Danielle L. McNichol" followed by a stylized flourish.

Danielle L. McNichol
Corporate Secretary

REPORT OF THE CHIEF EXECUTIVE OFFICER

December 12, 2012

Delaware River Port Authority
of Pennsylvania and New Jersey
One Port Center
2 Riverside Drive
Camden, NJ 08101-1949

December 12, 2012

To the Commissioners:

The following is a summary of recent DRPA activities. I have attached the appropriate reports.

BRIDGE AND FINANCE

We began 2012 with a renewed commitment to a single core mission: Transportation. We end the year knowing that we kept the region moving by maintaining transportation networks and improving the quality-of-life for millions of people who use our bridges and PATCO.

And we met our commitment while holding operating costs relatively flat for the third year in a row.

We succeeded despite a hurricane. We managed to provide first-class customer service to our passengers and toll payers. We made significant advances toward improving our bridge infrastructure and rehabilitating PATCO rolling stock.

We also improved Authority finances by redeeming \$95 million in Port District Project bonds. The redemption reduced our debt service by about \$2.5 million per month, lowering our aggregate debt and borrowing costs without compromising our liquidity.

We advanced our Lean Government Initiative by completing a variety of Six Sigma projects slated for implementation next year across the organization.

For the first time, we conducted a reverse auction for electrical power that could save us as much as \$1.33 million per year.

We signed fee-based insurance contracts that are expected to save the DRPA about \$490,000 per year.

Other 2012 highlights:

- Gov. Tom Corbett of Pennsylvania stepped down as chairman of the DRPA Board of Commissioners, and Chairman David F. Simon took his place at the head of the table. Commissioner Andrew J. Reilly filled the governor's vacant board seat.
- The DRPA hired Thomas W. Raftery III to fill the newly created position of inspector general. The IG – charged with investigating potential waste, fraud and abuse at the Authority – issued his first report in June.
- Engineering completed five stages of the seven-stage Walt Whitman re-decking project.
- The Camden County Hero Scholarship Fund honored nine Delaware River Port Authority police officers for valor in the line of duty during two separate emergencies in 2011. Three officers also accepted Heroism Awards from the Citizens Crime Commission.
- In March, the New Jersey Office of the State Comptroller released an audit of DRPA policies and procedures. We have been integrating the audit's recommendations into our ways of doing business, and we will continue to do so.
- We commissioned biennial inspections at all of the bridges and PATCO.

FERRY

The RiverLink Ferry transported 145,395 passengers across the Delaware River during the 2012 season. The 2012 ridership numbers increased 35,448 (nearly 48 percent) over the numbers for the previous season.

COMMISSIONER ACTIVITIES

Vice Chairman Jeff Nash made a presentation last month to the Camden County Retirees Association on DRPA and PATCO initiatives, including the capital program, the PATCO car rehabilitation project, the senior discount/reduced fare programs and mass transit expansion in Southern New Jersey.

**FOR PATCO RIDERSHIP AND FINANCIAL INFORMATION
SEE GENERAL MANAGER'S REPORT IN THE PATCO SECTION**

**FOR A LIST OF BRIDGE AND FINANCE ACTIONS, SEE ATTACHMENT 1
FOR A LIST OF PERSONNEL ACTIONS, SEE ATTACHMENT 2
FOR A LIST OF CONTRACTS AND PURCHASES, SEE ATTACHMENT 3
FOR A LIST OF RISK MANAGEMENT & SAFETY ACTIONS, SEE ATTACHMENT 4
FOR THE AFFIRMATIVE ACTION REPORT, SEE ATTACHMENT 5**

Respectfully Submitted,



John J. Matheussen
Chief Executive Officer, DRPA
President, PATCO

**DELAWARE RIVER PORT AUTHORITY
MONTHLY REPORT
NOVEMBER 2012
ATTACHMENT 1**

POLICE ACTIVITIES	CBB	BFB	PAT	BRB	WWB	Nov-12 TOTALS	2012 YTD	Nov-11 TOTALS	2011 YTD
ARRESTS-DWI	0	18	3	4	10	35	345	30	302
ARRESTS-CRIMINAL	0	5	4	0	0	9	207	11	190
ARRESTS-WARRANT/OTHER	1	59	44	3	24	131	1430	94	1166
ARRESTS-TOLL EVASION	0	0	2	0	0	2	84	3	36
FIRES EXTINGUISHED	0	0	0	0	0	0	0	0	9
DISABLED VEH. REMOVED	21	60	36	5	100	222	2423	172	1466
TOTAL OTHR SUMM-11/2012	46	349	93	218	128	834	10183		
TOTAL SUMM-11/2011	101	279	48	218	149			795	2010
SPEEDING SUMM-11/2012	Unk	Unk	Unk	Unk	Unk	0	295		
SPEEDING SUMM-11/2011	14	43	5	90	47			199	0
WARNINGS-11/2012	104	232	184	190	328	1038			
ACCIDENT STATISTICS NON-REPORTABLE									
ACCIDENTS - 11/2012	3	16	3	1	13	36			
ACCIDENTS - 11/2011	0	13	4	1	22			40	
ACCIDENTS-YTD - 2012	26	188	40	8	254		516		
ACCIDENTS-YTD - 2011	21	201	49	17	233				521
ACCIDENT STATISTICS REPORTABLE									
ACCIDENTS - 11/2012	0	7	2	0	6	15			
ACCIDENTS - 11/2011	0	4	1	2	4			11	
ACCIDENTS -YTD - 2012	27	79	30	13	84		233		
ACCIDENTS -YTD - 2011	15	91	36	28	141				311
ACCIDENT INJURIES									
INJURIES -11/2012	0	1	0	0	3	4			
INJURIES - 11/2011	0	0	0	1	2			3	
INJURIES -YTD - 2012	12	34	7	3	39		95		
INJURIES -YTD - 2011	5	21	2	7	53				88
DEATH STATISTICS									
DEATHS - OTHER - 11/2012	0	0	0	0	0	0			
DEATHS - MVA - 11/2012	0	0	0	0	0	0			
DEATHS - YTD - 2012	0	3	0	0	1		4		
DEATHS - YTD - 2011	0	1	0	0	1				2

FINANCE**REVENUE AUDIT**

Reported traffic and revenue for all four DRPA bridges for the month of October:

	<u>2011</u>	<u>2012</u>
Cash Revenue	\$8,786,253.60	\$7,969,143.51
ETC Revenue	\$16,053,886.79	\$15,581,525.65
Total Revenue	\$24,840,140.39	\$23,550,669.16
Non ETC Traffic	1,611,099	1,458,492
ETC Traffic	2,452,579	2,366,182
Total Traffic	4,063,678	3,824,674

**DELAWARE RIVER PORT AUTHORITY
ACTIONS OF THE CHIEF EXECUTIVE OFFICER
COMMISSION MEETING DECEMBER 12, 2012
ARTICLE XII-A
ATTACHMENT 2**

PERSONNEL

TEMPORARY APPOINTMENTS

Natasha Roman	Temporary No Benefits Finance Division Purchasing (OPC)	Eff: 11/26/12 to 04/12/13
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APPOINTMENTS

Leslie J. Errigo	Dispatcher Public Safety Division Public Safety - Administration (BFB)	Eff: 11/09/12
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Barjam Hoxha	Dispatcher Public Safety Division Public Safety - Administration (BFB)	Eff: 11/09/12
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Laura C. Weatherby	Dispatcher Public Safety Division Public Safety - Administration (BFB)	Eff: 11/09/12
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TEMPORARY ASSIGNMENT TO HIGHER CLASSIFICATION

Matthew M. Luongo	From: Lieutenant of Police Public Safety Division Public Safety - Administration (BFB)	To: Acting Captain of Police Public Safety Division Public Safety - Administration (BFB) Eff: 11/17/12 to 01/11/13
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Selina C. Thompkins	From: Administrative Secretary Administration Division Benefits Administration (OPC)	To: Acting EEO Specialist Administration Division Business Development & EEO (OPC) Eff: 11/24/12 to 05/24/13
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PROMOTIONS

Barbara Holcomb	From: Grants Specialist Executive Division Government Relations (OPC)	To: Manager, Capital Grants Executive Division Government Relations (OPC) Eff: 11/17/12
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INTERAGENCY PROMOTION to PATCO - from DRPA

Chong H. Young	From: Auditor Executive Division Office of the Inspector General (OPC)	To: Sr. Accountant Patco - Finance Eff: 11/23/12
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INTERAGENCY TRANSFERS to DRPA - from PATCO - None

TRANSFERS - DEPARTMENTAL - None

RETIREMENTS

Urselle M. Garnett	EEO Specialist Administration Division Business Development & EEO (OPC)	Eff: 11/23/12
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RESIGNATIONS

Matthew W. Toyer	Temporary No Benefits General Counsel Division Office of the General Counsel (OPC)	Eff: 11/07/12
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DECEASED - None



DELAWARE RIVER PORT AUTHORITY
PORT AUTHORITY TRANSIT CORPORATION



RESOLUTION

WHEREAS,

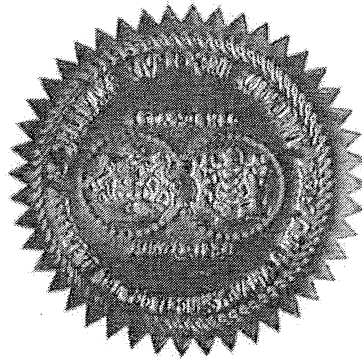
URSELLE M. GARNETT has faithfully served the Delaware River Port Authority for SIXTEEN years in a conscientious and reliable manner, and

WHEREAS,

URSELLE M. GARNETT wishes to accept retirement effective November 23, 2012 under the provisions of her employment benefits; now therefore,

BE IT RESOLVED: *That, the Commissioners of the Delaware River Port Authority accept your retirement request from your position, EEO Specialist, and concurrently extend sincere best wishes for a long, healthy and happy future, and*

BE IT FURTHER RESOLVED: *That a copy of the foregoing resolution be suitably prepared and forwarded to URSELLE M. GARNETT.*



**ACTIONS OF THE CHIEF EXECUTIVE OFFICER
ARTICLE XII-C
ATTACHMENT 3
CONTRACTS AND PURCHASES**

Re: Article XII-C, Section 1 (a)

Purchase Order P12S0093, Traffix Devices, Inc. San Clemente, CA. Purchase of Various Parts for the Scorpion Attenuator. Contract Value: \$11,823.24. (State Contract).

Purchase Order P12S0101, Tactical Public Safety. West Berlin, NJ. Purchase and Installation of Three (3) Dual-Band Mobile Radios. Contract Value: \$15,348.00. (State Contract).

Purchase Order P12P0377, DMD Locks. Oaklyn, NJ. Purchase of Numerous Padlocks, Access Keys and Jacket Padlock Covers. Contract Value: \$15,268.00. (Low Bid of 4).

Purchase Order P12L0024, Barrier Systems Inc. Vaca Ville, CA. Purchase of One (1) Type A and One (1) Type B QMB (Quick-Change Movable Barrier) and Seventeen (17) Permanent Barriers. Contract Value: \$19,198.00. (Sole Source).

Purchase Order P12S0116, Software House International. Somerset, NJ. Purchase of a One (1) year Maintenance Service Contract for Dundas Dash Board Developer Software and Server for Five (5) Viewers. Contract Value: \$12,865.27. (State Contract).

Re: Article XII-C, Section 1 (b)

None

Re: Article XII-C, Section 8 (Emergency)

None

Re: Article XII-C, Section 5

Authorized payments for Contracts and Engineers for the Bridges and PATCO Systems
As follows: (see accompanying Schedule 1)

Contracts and Engineers: \$8,396,678.35

**2012 CAPITAL BUDGET
SUBSTITUTION OF PROJECTS**

2012 Capital Budget – Realignment of Funds – From Schedule T (Technology Projects and Equipment) – Miscellaneous Hardware and Software T12000 to Schedule T (Technology Projects and Equipment) – Dundas Dashboard Software T12015. This Software will be Used for Developing Key Performance Indicators. Budget Amount: \$12,866.00.

ARTICLE XII-C, SECTION 5
SUMMARY OF AUTHORIZED CONTRACT AND ENGINEERING PAYMENTS
BRIDGES AND PATCO SYSTEM
December 12, 2012

<i>Resolution #</i>	<i>Contract/Engineer</i>	<i>Contract Amount</i>	<i>Completed Work (Billed) Percent</i>	<i>Amount</i>	<i>Retained Amount</i>	<i>Prior Payments</i>	<i>Invoice No.</i>	<i>Amount</i>
(DRPA-09-050)	Daidone Electric, Inc./Henkels & McCoy, Inc. Joint Venture PATCO Power Pole & Pole Line Replacement	\$ 28,559,305.72	87.3%	\$ 24,929,413.34	\$ 1,497,871.67	\$ 23,114,707.70	36	\$ 316,833.97
(DRPA-10-020)	American Bridge Company WWB Suspension & Anchorage Spans Deck Replacement	128,085,778.00	75.9%	97,267,922.81	3,878,405.37	88,685,748.72	26	4,703,768.72
(DRPA-11-005)	Vanalt Electrical Construction, Inc. PATCO Lindenwold Interlocking Rehabilitation	2,889,757.00	100.0%	2,889,757.00	0.00	2,660,027.30	18	229,729.70
(DRPA-10-029)	New Jersey Transit PATCO Power Pole & Pole Line Replacement - Flagging Services	100,000.00	98.1%	98,091.21	0.00	87,355.77	10	10,735.44
(DRPA-12-048)	PATCO Power Pole & Pole Line Replacement - Construction Support & Bus Service	599,472.00	24.7%	147,952.70	0.00	99,264.42	3	48,688.28
(DRPA-12-048)	Construction Support Services for Embankment Restoration - Phase 4	361,194.00	13.6%	48,970.12	0.00	0.00	1-4	48,970.12
(DRPA-10-022)	HNTB Corporation PATCO Track Rehabilitation Across BFB	3,265,218.54	99.7%	3,253,833.43	269,949.57	2,953,325.96	13	30,557.90
(DRPA-10-016)	BFB Deck Truss Rehabilitation - C.M.S.	2,539,855.84	88.4%	2,243,978.19	165,547.22	2,064,247.27	25	14,183.70
(DRPA-12-017)	WWB - 2012 Biennial Inspection	769,000.00	92.9%	714,777.71	45,678.27	642,739.38	7	26,360.06
(DRPA-12-015)	Modjeski and Masters Consulting Engineers 2012 Biennial Inspection - BRB	409,000.00	78.7%	321,838.05	13,090.20	261,662.47	5	47,085.38
(DRPA-08-057)	Ammann & Whitney WWB Anchorage Dehumidification Project	576,556.00	93.5%	538,837.37	23,612.40	505,413.84	17&18	9,811.13
(DRPA-11-038)	BRB Resurfacing Design Services	754,652.87	88.5%	667,604.47	45,122.56	603,635.37	14	18,846.54
(DRPA-11-094)	Urban Engineers, Inc. Task Order # CM4505 - C.M.S. for Pavement Repairs at WWB & CBB	86,627.23	7.8%	6,754.03	0.00	0.00	1	6,754.03
(DRPA-09-081)	Jacobs Engineering Group, Inc. PMA304 Development of PMP Transit Car Overhaul	85,609.58	48.3%	41,372.18	0.00	34,006.23	7	7,365.95
(DRPA-09-081)	PMA303 Development of RFP for PATCO/DRPA Tunnel Fire Safety	43,018.00	90.1%	38,750.45	0.00	38,672.27	11	78.18
(DRPA-11-094)	Hatch Mott MacDonald Task Order # EG4406 PATCO Station & Parking Lot Landscape Architecture Design Services	17,750.00	50.0%	8,875.00	0.00	0.00	1	8,875.00
(DRPA-11-094)	Pennoni Associates Task Order # EG4405 BFB Remedial Investigation for Historic Fill	11,400.00	99.2%	11,310.88	0.00	10,944.60	3	366.28
(DRPA-09-003)	Birdsall Services Group (formerly CMX, Inc.) CBB Chester Approach Widening - Construction Management	238,500.00	99.8%	237,957.17	0.00	214,161.95	29	23,795.22
(DRPA-11-086)	A.P. Construction, Inc. PATCO Accessibility Improvements; 9th & 10th & Ferry Avenue Stations	4,469,450.00	43.6%	1,946,877.50	194,687.75	1,485,549.00	7	266,640.75
(DRPA-11-006)	Burns Engineering, Inc. C.M.S. PATCO Interlocking Rehabilitation Contract 34-E	569,104.27	75.5%	429,760.18	41,678.47	373,613.92	18	14,467.79
(DRPA-11-094)	Task Order # EM4204 BFB Facilities Arc Flash Study	26,200.00	97.0%	25,401.02	0.00	24,382.71	4	1,018.31
(DRPA-11-074)	J.P.C. Group, Inc. PATCO R.O.W. Embankment Restoration - Phase 4	2,577,000.00	87.0%	2,241,653.33	106,054.25	2,020,568.53	10	115,030.55
(DRPA-12-012)	PATCO Lindenwold Shop Annex	8,231,000.00	35.7%	2,934,546.29	293,454.63	2,065,353.70	7	575,737.96
(DRPA-12-028)	JBL Electric Replacement of Rectifier Transformers for Traction Power	701,052.00	29.5%	206,805.30	20,680.53	0.00	1&2	186,124.77
(DRPA-09-061)	Gannett Fleming, Inc./Vertical Transportation Excellence PATCO Escalator Replacements ; Woodcrest, 12/13th, & 15/16th, & Locust Streets	613,679.00	56.8%	348,312.51	27,551.82	315,792.93	14	4,967.76

ARTICLE XII-C, SECTION 5
SUMMARY OF AUTHORIZED CONTRACT AND ENGINEERING PAYMENTS
BRIDGES AND PATCO SYSTEM
December 12, 2012

<i>Resolution #</i>	<i>Contract/Engineer</i>	<i>Contract Amount</i>	<i>Completed Work (Billed) Percent</i>	<i>Amount</i>	<i>Retained Amount</i>	<i>Prior Payments</i>	<i>Invoice No.</i>	<i>Amount</i>
	LTK Engineering Services							
(DRPA-07-019)	PATCO Transit Car Overhaul Services Agreement	8,331,070.00	60.9%	5,070,928.26	317,228.70	4,503,847.09	64	249,852.47
	AECOM (formerly DMJM & Harris, Inc.)							
(DRPA-07-018)	WWB Design Services for Suspension Span Replacement	5,239,896.41	93.8%	4,913,565.69	50,257.15	4,835,118.34	62&63	28,190.20
(DRPA-11-075)	C.M.S. PATCO R.O.W. Embankment Restoration - Phase 4	481,621.00	75.6%	363,879.20	28,013.28	280,074.02	6&7	55,791.90
(DRPA-PRE-8-18)	BFB Tower Expansion Joint Rehabilitation	648,063.71	81.3%	526,579.98	2,334.52	503,234.79	13	21,010.67
	Aliano Brothers, Inc.							
(DRPA-12-009)	BFB Salt Storage Building	625,000.00	91.4%	571,000.00	2,000.00	469,800.00	5	99,200.00
	Johnson, MirMiran & Thompson							
(DRPA-09-023)	Penn's Landing Ferry Terminal Upgrades	420,140.30	75.2%	315,910.22	20,268.03	288,686.71	18	6,955.48
	Harris Corporation, RF Communications Division							
(DRPA-12-037)	PATCO Radio System Upgrade to 800 MHz	3,188,589.16	6.2%	196,157.50	0.00	0.00	1	196,157.50
	A.E. Stone, Inc.							
(DRPA-12-068)	PATCO Lindenwold & Westmont Stations Parking	3,073,153.70	24.9%	764,887.33	76,488.73	0.00	1	688,398.60
(DRPA-12-061)	Pavement Repairs at Various Locations	2,144,975.00	2.7%	58,656.85	5,865.69	0.00	1	52,791.16
	Remington & Vernick Engineers, Inc.							
(DRPA-10-100)	BRB Miscellaneous Structural Repairs	915,244.51	93.9%	859,060.12	0.00	793,725.17	23&24	65,334.95
(DRPA-11-094)	Task Order # EM4203 C.M.S. for BRB Philadelphia Anchorage 5KV Replacement	48,311.13	55.0%	26,567.51	0.00	26,197.47	6	370.04
(DRPA-11-094)	Task Order # EM4202 C.M.S. for Replacement of Rectifier Transformers	49,340.07	67.0%	33,050.16	0.00	19,458.99	5	13,591.17
	SunGard Recovery Services							
(DRPA 10-135)	System Disaster Recovery Services 4/2011-3/31/2016	225,240.00	33.6%	75,777.49	0.00	68,564.00	VARIOUS	7,213.49
	Interstate Mobile Care							
(DRPA-11-096)	DOT CDL & FTA Physicals	115,425.00	40.4%	46,596.00	0.00	44,974.00	11490	1,622.00
(DRPA-11-096)	DOT CDL & FTA Physicals	124,575.00	17.0%	21,135.00	0.00	19,923.00	11486	1,212.00
	TranSystems							
(DRPA-12-018)	PATCO - 2012 Biennial Inspection	363,000.00	53.7%	194,873.32	10,807.60	94,425.18	4	89,640.54
	Benefit Harbor, LP							
(DRPA-11-006)	Benefits Consulting Services	188,188.00	28.8%	54,184.03	0.00	48,754.13	VARIOUS	5,429.90
	PRWT Services, Inc.							
(DRPA-10-105)	Part-Time Toll Collectors 11/01/2010 - 10/31/2013	3,081,000.00	53.4%	1,644,596.31	0.00	1,576,157.88	Various	68,438.43
	S. T Hudson Engineers, Inc.							
(DRPA-09-001)	Task Order # ME3609 Preparation of Federal/State Applications & Consulting	50,213.52	71.2%	35,770.80	0.00	35,325.80	7	445.00
	Canon Financial Services, Inc.							
(DRPA-11-027)	Canon Copier Equipment - Lease Payment	382,260.00	13.3%	50,968.00	0.00	44,597.00	12226107	6,371.00
(DRPA-11-027)	Canon Copier Equipment - Uniform Software Payment	73,669.20	15.1%	11,115.38	0.00	8,659.74	VARIOUS	2,455.64
	Homeland Defense Solutions, Inc.							
(DRPA-12-055)	Grants Management	70,000.00	81.4%	57,000.00	0.00	56,000.00	145	1,000.00
	CGR Management Consultants LLC							
(DRPA-12-030)	Yellowbook Management Audit	299,520.00	92.7%	277,638.61	0.00	269,215.89	0238-006	8,422.72
	McGladrey LLP							
(DRPA-11-088)	Audit of Financial Statements	147,490.00	100.0%	147,490.00	0.00	137,500.00	M-3975927-305	9,990.00
	Total Contract and Engineer Payments							<u>\$ 8,396,678.35</u>

**DELAWARE RIVER PORT AUTHORITY
INTEROFFICE COMMUNICATION**

To: Toni P. Brown, Chief Administrative Officer

From: Marianne Staszewski, Director, Risk Management & Safety

Subject: Risk Management & Safety November Activity Report.

The DRPA Risk Management & Safety Staff were in attendance for the following meetings for the month of November.

Contractor Meetings Attended By Risk Management & Safety			
DATE	CONTRACTOR	DRPA CONTRACT NO.	PROJECT/WORK AREA
11/6, 11/20	Arora Systems	BF 36 2012	BFB Standpipe repairs Bi-Weekly meeting
11/7, 11/21	American Bridge	WWB-12-2009	Bi-Weekly Safety Meetings WWB Deck Rehabilitation project
11/14			BFB review meeting for BF 38 2012 Tower Expansion Joint Rehabilitation
11/16	Carr and Duff	BF-33-2011	Philadelphia Anchorage 5KV Switchgear Replacement Progress Meeting
11/27		PPC-23-2012	Pre-Bid Meeting for M/V Freedom, dry docking, 5 year USCG Inspection, and repairs.
Safety Meetings Attended By Safety Specialists * attended by Risk Management also			
DATE		NAME OF MEETING	
11/8		Workplace Safety – WWB	
11/9		Workplace Safety – CBB	
11/9		Rules and Procedures Safety Subcommittee Meeting	
11/13		Workplace Safety – BRB and BFB	
11/14	*	Monthly Safety Staff Meeting with Director of Risk Management and CAO	
11/15	*	Monthly Safety Staff Meeting with Director of Risk Management	
11/21	*	Monthly Bridge Director Meeting with Risk Management & Safety & Fleet Management	
11/28	*	Central Safety & Health Meeting	

Risk Management Meetings Attended By Risk Management

DATE	NAME OF MEETING
11/1	Renewal Proposal Meeting with AON and CAO for the Traditional Property & Casualty and Bridge Property & Excess Liability policies
11/6	Monthly Real Estate Working Group meeting
11/6, 11/13, 11/27	Weekly Staff Meetings with CAO
11/7	Deposition taken with plaintiff's counsel and DRPA Associate General Counsel
11/8	Meeting with CAO regarding review of summary statements and resolutions
11/8	Conference call with Aon brokers and CAO discussing the DRPA Loss Control & Safety Services
11/16	Quarterly meeting with BBT Realty Building Supervisor for Review of Certificates of Insurance

The DRPA Risk Management & Safety Staff were involved in the following training activities for the month of November.

Safety Training Conducted or Attended By Risk Management & Safety

DATE	TYPE OF TRAINING
11/16	Snow Plow Training BFB, BRB
11/19	Snow Plow Training WWB, CBB

The DRPA Risk Management & Safety Staff were involved in the following activities for the month of November.

- The Safety staff conducted day time and night time random drug & alcohol testing on both Public Safety personnel (under policy 147A) and Construction & Maintenance personnel (under policy 147B).
- Safety Specialists reviewed various Health and Safety plans from contractors who were awarded construction and/or design projects during the month of November.
- Safety Specialists reviewed and commented on various engineering Technical and Special Provisions documents for future DRPA projects.
- Risk Management reviewed and recommended the inclusion of proper insurance requirements on various Requests for Bids from the Purchasing Department, Request for Proposals from the Engineering Department, Finance Department and third party contracts for the Legal Department.
- Safety Specialists updated the Risk Management & Safety e.Net page with the monthly Safety Tip for November as "Daylight savings time". Changing your clock and batteries in your smoke detector
- On November 30th, Risk Management & Safety will coordinate and conduct a tour of facilities with FM Global to review our bulk storage of oil and other fleet related liquids.

DELAWARE RIVER PORT AUTHORITY
MONTHLY LIST OF PAYMENTS 11/01/12 THRU 11/30/12
MEETING DATE 12/12/2012

VENDOR NAME	ITEM DESCRIPTION	RESOLUTION #/ AUTHORIZATIO	AMOUNT
STANDARD INSURANCE COMPANY	A/P Group Life & Accident	10-085	\$49,142.13
	A/P Group Life & Accident	Total	\$49,142.13
COUNTRY GAS SERVICES INC	Alternate Fuel	25KTHRES	\$221.50
	Alternate Fuel	Total	\$221.50
TRAFFIX DEVICES INC.	Attenuator Repairs/Replacement	25KTHRES	\$11,823.24
	Attenuator Repairs/Replacement	Total	\$11,823.24
BENEFIT HARBOR, LP	Audit, Legal, Consultant & Other	11-066	\$5,429.90
ARCHER & GREINER	Audit, Legal, Consultant & Other	12-020	\$14,559.90
BALLARD SPAHR ANDREWS & INGERSOLL	Audit, Legal, Consultant & Other	12-020	\$1,777.00
BROWN & CONNERY	Audit, Legal, Consultant & Other	12-020	\$545.55
DUANE MORRIS, LLP	Audit, Legal, Consultant & Other	12-020	\$10,839.20
PARKER MCCAY P.A.	Audit, Legal, Consultant & Other	12-020	\$2,452.50
STEVENS & LEE	Audit, Legal, Consultant & Other	12-020	\$78,519.20
GALLAGHER BENEFIT SERVICES, INC	Audit, Legal, Consultant & Other	12-069	\$31,250.00
DRINKER BIDDLE & REATH	Audit, Legal, Consultant & Other	25KTHRES	\$1,215.00
JOAN PARKER, DR.	Audit, Legal, Consultant & Other	25KTHRES	\$950.00
PERRY RESOURCES	Audit, Legal, Consultant & Other	25KTHRES	\$3,340.80
	Audit, Legal, Consultant & Other	Total	\$150,879.05
NAPA AUTO PARTS	Barrier Machine - Repair & Maint	12-038	\$44.38
BARRIER SYSTEMS INC	Barrier Machine - Repair & Maint	25KTHRES	\$6,000.00
	Barrier Machine - Repair & Maint	Total	\$6,044.38
NAPA AUTO PARTS	Batteries	12-038	\$1,773.78
	Batteries	Total	\$1,773.78
REMINGTON & VERNICK ENGINEERS	BFB Anchorage Switchgear	11-094	\$13,961.21 **
	BFB Anchorage Switchgear	Total	\$13,961.21
BURNS ENGINEERING INC	BFB Arc Flash Study	11-094	\$1,018.31
	BFB Arc Flash Study	Total	\$1,018.31
HOWARD, NEEDLES & TAMMEN	BFB Deck Truss Rehabilitation	10-016	\$14,183.70 **
	BFB Deck Truss Rehabilitation	Total	\$14,183.70
PENNONI ASSOCIATES INC	BFB Remedial Investigation	11-094	\$366.28
	BFB Remedial Investigation	Total	\$366.28
ALIANO BROTHERS	BFB Salt Storage Building	12-009	\$99,200.00 **
	BFB Salt Storage Building	Total	\$99,200.00
AECOM TECHNICAL SERVICES, INC	BFB Tower Expansion Joints	07-018	\$28,190.20 **
	BFB Tower Expansion Joints	Total	\$28,190.20
BANK OF NEW YORK	Bond Service	Bond Resolutions	\$990,383.00
TD BANK NORTH	Bond Service	Bond Resolutions	\$2,703,742.24
	Bond Service	Total	\$3,694,125.24
MODJESKI AND MASTERS	BRB Biennial Inspection	12-015	\$47,085.38
	BRB Biennial Inspection	Total	\$47,085.38
AMMANN & WHITNEY CONSULTING	BRB Resurfacing	08-057	\$9,811.13 **
	BRB Resurfacing	Total	\$9,811.13
REMINGTON & VERNICK ENGINEERS	BRB Structural Repairs	10-100	\$65,364.95 **
	BRB Structural Repairs	Total	\$65,364.95
FRAN O'BRIEN	Business Meetings	25KTHRES	\$51.25
JOHN STIEF	Business Meetings	25KTHRES	\$229.56
VITARELLI'S RESTAURANT	Business Meetings	25KTHRES	\$1,144.00
	Business Meetings	Total	\$1,424.81
KEYSTONE COLLECTIONS	Chester Employee W/H Taxes		\$264.97
	Chester Employee W/H Taxes	Total	\$264.97
VITARELLI'S RESTAURANT	Citizen Advisory Committee Expenses	25KTHRES	\$130.00
	Citizen Advisory Committee Expenses	Total	\$130.00
VISION BENEFITS OF AMERICA	Cobra Reimbursements	10-084	\$168.20
DELTA DENTAL PLAN OF NEW JERSEY	Cobra Reimbursements	10-087	\$1,054.91
UNITED HEALTHCARE	Cobra Reimbursements	11-079	\$4,032.16
	Cobra Reimbursements	Total	\$5,255.27
AUDIO VISUAL RENTAL SERVICES LLC	Commissioner Meeting Expense	11-067	\$1,435.00
VITARELLI'S RESTAURANT	Commissioner Meeting Expense	25KTHRES	\$175.00
	Commissioner Meeting Expense	Total	\$1,610.00
HEWLETT PACKARD COMPANY	Computer Equipment	25KTHRES	\$8,320.00 **
PLANET TECHNOLOGIES, INC.	Computer Equipment	25KTHRES	\$8,714.00 **

DELAWARE RIVER PORT AUTHORITY
MONTHLY LIST OF PAYMENTS 11/01/12 THRU 11/30/12
MEETING DATE 12/12/2012

VENDOR NAME	ITEM DESCRIPTION	RESOLUTION #/ AUTHORIZATIO	AMOUNT
	Computer Equipment	Total	\$17,034.00
MCGLADREY LLP	Contractual Services	11-088	\$8,575.00
TACTICAL PUBLIC SAFETY	Contractual Services	11-112	\$4,840.20
CGR MANAGEMENT CONSULTANTS LLC	Contractual Services	12-030	\$8,422.72
IRON MOUNTAIN INCORPORATED	Contractual Services	12-044	\$4,249.97
HOMELAND DEFENSE SOLUTIONS INC	Contractual Services	12-055	\$1,000.00
COURT LIAISON SERVICES, LLC	Contractual Services	25KTHRES	\$2,500.00
MISTRAS GROUP INC.	Contractual Services	25KTHRES	\$1,187.50
	Contractual Services	Total	\$30,775.39
CANON FINANCIAL SERVICES INC	Copier Lease	11-027	\$8,826.64
	Copier Lease	Total	\$8,826.64
TRAFFIX DEVICES INC.	Damage Claims	25KTHRES	\$2,716.59
	Damage Claims	Total	\$2,716.59
LEXISNEXIS	Data Processing	25KTHRES	\$1,159.00
	Data Processing	Total	\$1,159.00
ISOBUNKERS, LLC	Diesel Fuel	12-047	\$15,932.26
	Diesel Fuel	Total	\$15,932.26
CUMMINS DIESEL ENGINES INC	Diesel Generator BFB	11-015	\$65,700.00 **
	Diesel Generator BFB	Total	\$65,700.00
CLEAN VENTURE INC	Disposal Fees	11-050	\$2,711.00
WASTE MANAGEMENT OF PA	Disposal Fees	11-060	\$128.00
PENN CREDIT CORPORATION	Disposal Fees	25KTHRES	\$1,940.00
	Disposal Fees	Total	\$4,779.00
MPH INDUSTRIES INC	DWI Enforcement	25KTHRES	\$8,368.00
	DWI Enforcement	Total	\$8,368.00
ATLANTIC CITY ELECTRIC	Electricity	UTILITY	\$13,401.83
HESS CORPORATION	Electricity	UTILITY	\$15,502.52
P S E & G	Electricity	UTILITY	\$11,033.29
PECO ENERGY	Electricity	UTILITY	\$34,808.72
	Electricity	Total	\$74,746.36
COOPER UNIVERSITY HOSPITAL	Employee Assistance Program	11-097	\$11,280.00
	Employee Assistance Program	Total	\$11,280.00
DELTA DENTAL PLAN OF NEW JERSEY	Employee Dental Insurance	10-087	\$24,897.17
	Employee Dental Insurance	Total	\$24,897.17
UNITED HEALTHCARE	Employee Health Insurance	11-079	\$557,942.76
	Employee Health Insurance	Total	\$557,942.76
ANGELA CARAMBOT	Employee Mileage	25KTHRES	\$9.99
ANN DUVAL	Employee Mileage	25KTHRES	\$13.88
ANTHONY FAVAZZA	Employee Mileage	25KTHRES	\$12.21
BARBARA HOLCOMB	Employee Mileage	25KTHRES	\$84.87
BETTY GREGORY	Employee Mileage	25KTHRES	\$12.21
BROOKE D. SCHMOLL	Employee Mileage	25KTHRES	\$49.00
CHARLES MAZZONE	Employee Mileage	25KTHRES	\$19.98
CHONG YOUNG	Employee Mileage	25KTHRES	\$8.33
DANIELLE L. MCNICHOL	Employee Mileage	25KTHRES	\$127.00
DAVID G. MURPHY	Employee Mileage	25KTHRES	\$37.85
DAWN ROBINSON	Employee Mileage	25KTHRES	\$68.82
DAWN WALLACE	Employee Mileage	25KTHRES	\$34.41
DONALD TATHAM	Employee Mileage	25KTHRES	\$62.16
ERIN WATTERSON	Employee Mileage	25KTHRES	\$7.38
GAIL POLK	Employee Mileage	25KTHRES	\$31.08
GLENN CARNEY	Employee Mileage	25KTHRES	\$54.95
JAMES B QUINN	Employee Mileage	25KTHRES	\$162.80
JAMES BEACH	Employee Mileage	25KTHRES	\$64.38
JAMES MURRAY	Employee Mileage	25KTHRES	\$58.83
JANEL AIELLO	Employee Mileage	25KTHRES	\$12.21
JOHN BUCK	Employee Mileage	25KTHRES	\$111.00
JOHN J. MATHEUSSEN	Employee Mileage	25KTHRES	\$17.21
JOHN STIEF	Employee Mileage	25KTHRES	\$17.95
JOHN T HANSON	Employee Mileage	25KTHRES	\$33.00
JOHN TURZANSKI	Employee Mileage	25KTHRES	\$19.98

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VENDOR NAME	ITEM DESCRIPTION	RESOLUTION #/ AUTHORIZATIO	AMOUNT
JOHN WOOSLEY	Employee Mileage	25KTHRES	\$6.66
JOSEPH COLLINS	Employee Mileage	25KTHRES	\$113.22
JOSEPH DESIMONE	Employee Mileage	25KTHRES	\$22.20
KAREN A FANNINGKARENAFANNING	Employee Mileage	25KTHRES	\$38.85
KATHLEEN COYLE HAAS	Employee Mileage	25KTHRES	\$29.00
KEVAN RAHAMAN	Employee Mileage	25KTHRES	\$22.00
LAURIE NOVICK	Employee Mileage	25KTHRES	\$62.72
MARINO MORRONE	Employee Mileage	25KTHRES	\$6.66
MARK LOPEZ	Employee Mileage	25KTHRES	\$32.54
MICHAEL MATEY	Employee Mileage	25KTHRES	\$88.80
MICHAEL PELLEGRINO	Employee Mileage	25KTHRES	\$44.40
ROBERT SHEERAN	Employee Mileage	25KTHRES	\$46.62
ROBIN VALENTINE	Employee Mileage	25KTHRES	\$44.40
ROXANNE LEANDER LA ROC	Employee Mileage	25KTHRES	\$23.00
SYVILLA WILLIAMS	Employee Mileage	25KTHRES	\$48.84
THOMAS CAREY	Employee Mileage	25KTHRES	\$18.87
TIMOTHY AHERN	Employee Mileage	25KTHRES	\$22.20
TINA THOMSON	Employee Mileage	25KTHRES	\$38.30
TOM KNETZ	Employee Mileage	25KTHRES	\$73.82
	Employee Mileage	Total	\$1,914.58
VISION BENEFITS OF AMERICA	Employee Vision Insurance	10-084	\$2,852.80
	Employee Vision Insurance	Total	\$2,852.80
DELL MARKETING L.P.	Equipment	25KTHRES	\$24,300.00
GROVE SUPPLY	Equipment	25KTHRES	\$2,076.00
HEWLETT PACKARD COMPANY	Equipment	25KTHRES	\$21,006.72
MAJEK FIRE PROTECTION, INC.	Equipment	25KTHRES	\$1,089.00
MANCINE OPTICAL	Equipment	25KTHRES	\$440.80
TACTICAL PUBLIC SAFETY	Equipment	25KTHRES	\$175.00
THOMPSON PUBLISHING GROUP, INC	Equipment	25KTHRES	\$413.99
	Equipment	Total	\$49,501.51
BURNS ENGINEERING INC	Escalator Replacement	12-011	\$22,966.67 **
	Escalator Replacement	Total	\$22,966.67
NJ E-ZPASS	E-ZPass Bank Charges	04-031	\$163.95
	E-ZPass Bank Charges	Total	\$163.95
XEROX STATE & LOCAL SOLUTIONS	E-ZPass Clearing Account	04-031	\$69,106.41
	E-ZPass Clearing Account	Total	\$69,106.41
AMERICAN EXPRESS	E-ZPass Credit Card Fees	04-031	\$3.16
PAYMENTECH	E-ZPass Credit Card Fees	04-031	\$298.96
	E-ZPass Credit Card Fees	Total	\$302.12
XEROX STATE & LOCAL SOLUTIONS	E-ZPass Fixed Monthly Operations Fee	04-031	\$26,859.40
	E-ZPass Fixed Monthly Operations Fee	Total	\$26,859.40
NEW JERSEY TURNPIKE AUTHORITY	E-ZPass Toll System	04-031	\$136,241.00 **
	E-ZPass Toll System	Total	\$136,241.00
XEROX STATE & LOCAL SOLUTIONS	E-ZPass VPC	04-031	\$23,540.95
	E-ZPass VPC	Total	\$23,540.95
XEROX STATE & LOCAL SOLUTIONS	E-ZPass Walk In CSC	04-031	\$79,534.87
	E-ZPass Walk In CSC	Total	\$79,534.87
INTERNAL REVENUE SERVICE	Federal/FICA Payroll Taxes		\$923,599.69
	Federal/FICA Payroll Taxes	Total	\$923,599.69
JOHNSON, MIRMIRAN & THOMPSON	Ferry Terminal	09-023	\$6,955.48 **
	Ferry Terminal	Total	\$6,955.48
ISOBUNKERS, LLC	Gasoline - Unleaded	12-047	\$27,651.10
	Gasoline - Unleaded	Total	\$27,651.10
FOOD BANK OF SOUTH JERSEY	Grant Payment	11-111	\$408,484.31
	Grant Payment	Total	\$408,484.31
PPC LUBRICANTS	Grease and Oil	11-067	\$6,185.05
NAPA AUTO PARTS	Grease and Oil	12-038	\$165.76
	Grease and Oil	Total	\$6,350.81
P S E & G	Heat	UTILITY	\$10,330.64
PHILADELPHIA GAS WORKS	Heat	UTILITY	\$3,678.52
SOUTH JERSEY GAS COMPANY	Heat	UTILITY	\$2,167.02

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	Heat	Total	\$16,176.18
TRANE U. S. INC.	HVAC Chillers CBB	12-057	\$89,685.86 **
	HVAC Chillers CBB	Total	\$89,685.86
NATIONAL UNION AIGRM	Insurance	08-022	\$59,715.61
TSIB	Insurance	11-002	\$83,919.00
	Insurance	Total	\$143,634.61
UBS GLOBAL ASSET MANAGEMENT	Investment Mgmt. Fee	25KTHRES	\$12,737.13
	Investment Mgmt. Fee	Total	\$12,737.13
PORT AUTHORITY TRANSIT	Intercompany Transfers		\$800,000.00
	Intercompany Transfers	Total	\$800,000.00
O'NEILL CONSULTING CORP	IUOE Health & Welfare	09-097	\$4,451.56
	IUOE Health & Welfare	Total	\$4,451.56
IUOE 542 BENEFIT FUNDS	IUOE Medical Insurance	09-097	\$258,849.25
	IUOE Medical Insurance	Total	\$258,849.25
GARY THORPE	Job Certifications & Licenses	25KTHRES	\$20.00
MICHAEL WALTERS	Job Certifications & Licenses	25KTHRES	\$53.50
	Job Certifications & Licenses	Total	\$73.50
NAPA AUTO PARTS	Landscaping - Equipment Repairs	12-038	\$89.92
	Landscaping - Equipment Repairs	Total	\$89.92
WEEDS, INC.	Landscaping - Fertilizer	12-052	\$5,759.00
	Landscaping - Fertilizer	Total	\$5,759.00
BANK OF AMERICA	Letter of Credit Payment	Bond Resolutions	\$500.00
	Letter of Credit Payment	Total	\$500.00
ORACLE AMERICA, INC.	Licensing Fees - Software	11-067	\$10,650.50
SOFTWARE HOUSE INTERNATIONAL	Licensing Fees - Software	12-078	\$43,887.15
SCHNEIDER ELECTRIC	Licensing Fees - Software	25KTHRES	\$1,991.33
	Licensing Fees - Software	Total	\$56,528.98
CAMDEN PARKING AUTHORITY	Limited Mobility Parking	25KTHRES	\$850.00
	Limited Mobility Parking	Total	\$850.00
J. P. MORGAN CHASE BANK, N.A.	LOC Fees - 2010 Ref Rev Bonds	09-075	\$653,871.42
PNC BANK, NATIONAL ASSOCIATION	LOC Fees - 2010 Ref Rev Bonds	09-075	\$175,505.75
PNC CAPITAL MARKETS LLC	LOC Fees - 2010 Ref Rev Bonds	09-075	\$12,568.31
	LOC Fees - 2010 Ref Rev Bonds	Total	\$841,945.48
TRANSCORE	Maint. Fee - Toll Collection Equip	10-121	\$51,138.24
	Maint. Fee - Toll Collection Equip	Total	\$51,138.24
INTERSTATE MOBILE CARE, INC.	Medical Testing	11-096	\$2,834.00
	Medical Testing	Total	\$2,834.00
NATIONAL CHIEFS OF POLICE	Membership Dues	25KTHRES	\$60.00
NATIONAL SAFETY COUNCIL	Membership Dues	25KTHRES	\$55.00
THOMAS W RAFTERY III	Membership Dues	25KTHRES	\$150.00
	Membership Dues	Total	\$265.00
TD BANK NORTH	Net Payroll		\$133,955.92
WELLS FARGO BANK, NA	Net Payroll		\$2,335,705.48
	Net Payroll	Total	\$2,469,661.40
PENNONI ASSOCIATES INC	Nipper Bldg Post Remediation	01-014	\$1,521.85
	Nipper Bldg Post Remediation	Total	\$1,521.85
N.J. STATE - GIT	NJ Payroll Taxes		\$74,991.50
	NJ Payroll Taxes	Total	\$74,991.50
NEW JERSEY DEPT. OF LABOR	NJ Unemployment Comp Taxes		\$3,882.63
	NJ Unemployment Comp Taxes	Total	\$3,882.63
W.B. MASON CO. INC.	Office Equipment	11-115	\$301.44
EPLUS TECHNOLOGY INC	Office Equipment	25KTHRES	\$278.78
G.A. BLANCO & SONS	Office Equipment	25KTHRES	\$1,609.30
RIBBONS EXPRESS INC	Office Equipment	25KTHRES	\$1,592.50
	Office Equipment	Total	\$3,782.02
PAPER MART	Office Supplies	11-081	\$367.75
W.B. MASON CO. INC.	Office Supplies	11-115	\$2,232.07
PITNEY BOWES	Office Supplies	25KTHRES	\$118.99
	Office Supplies	Total	\$2,718.81
PA DEPT OF REVENUE	PA Payroll Taxes		\$22,116.06
	PA Payroll Taxes	Total	\$22,116.06

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VENDOR NAME	ITEM DESCRIPTION	RESOLUTION #/ AUTHORIZATIO	AMOUNT
PA STATE EMP RETIREMENT SYS	PA Pension Employee Share		\$228,586.31
	PA Pension Employee Share	Total	\$228,586.31
PAPER MART	Paper	11-081	\$166.78
	Paper	Total	\$166.78
XEROX STATE & LOCAL SOLUTIONS	Parking TXN Fees	04-031	\$447.85
	Parking TXN Fees	Total	\$447.85
PRWT SERVICES INC	Part-time Toll Collectors	10-105	\$68,438.43
	Part-time Toll Collectors	Total	\$68,438.43
HARRIS CORPORATION	PATCO 800mhz Radio Project	12-037	\$196,157.50 **
	PATCO 800mhz Radio Project	Total	\$196,157.50
BURNS ENGINEERING INC	PATCO Accessibility Improvements	11-087	\$30,148.40 **
	PATCO Accessibility Improvements	Total	\$30,148.40
TRANSYSTEMS CORPORATION	PATCO Biennial Inspection	12-018	\$89,640.54
	PATCO Biennial Inspection	Total	\$89,640.54
BIRDSALL SERVICES GROUP, INC.	PATCO Bridge Painting	09-003	\$23,795.22
	PATCO Bridge Painting	Total	\$23,795.22
JPC GROUP, INC.	PATCO Construction	12-012	\$575,737.96 **
NEW JERSEY TRANSIT	PATCO Construction	12-048	\$108,393.84 **
	PATCO Construction	Total	\$684,131.80
GANNETT FLEMING, INC.	PATCO Consulting	09-061	\$4,967.76 **
	PATCO Consulting	Total	\$4,967.76
HATCH MOTT MACDONALD, LLC	PATCO Landscape Architecture	11-094	\$8,875.00
	PATCO Landscape Architecture	Total	\$8,875.00
AE STONE INC	PATCO Parking Lots	12-068	\$688,398.60 **
	PATCO Parking Lots	Total	\$688,398.60
UNITED PARCEL SERVICE	PATCO Postage	25KTHRES	\$9.63
	PATCO Postage	Total	\$9.63
DAIDONE ELECTRIC INC	PATCO Power Pole Project	09-050	\$316,833.97 **
	PATCO Power Pole Project	Total	\$316,833.97
VERIZON	PATCO Telephone	UTILITY	\$11,019.70
	PATCO Telephone	Total	\$11,019.70
HOWARD, NEEDLES & TAMMEN	PATCO Track Across BFB	10-022	\$5,202.95 **
	PATCO Track Across BFB	Total	\$5,202.95
JBL ELECTRIC, INC	PATCO Transformers	12-028	\$186,124.77 **
	PATCO Transformers	Total	\$186,124.77
JACOBS ENGINEERING GROUP INC	PATCO Tunnel Project	09-081	\$7,444.13 **
	PATCO Tunnel Project	Total	\$7,444.13
PNC	P-Card	09-075	\$136,781.92
	P-Card	Total	\$136,781.92
S T HUDSON ENGINEERS, INC	Permit Applications	09-001	\$445.00
	Permit Applications	Total	\$445.00
CITY OF PHILADELPHIA	Phila Employee W/H Taxes		\$22,895.95
	Phila Employee W/H Taxes	Total	\$22,895.95
UNITED PARCEL SERVICE	Postage	25KTHRES	\$637.11
	Postage	Total	\$637.11
ALLEN REPRODUCTION CO	Printing	25KTHRES	\$763.80
	Printing	Total	\$763.80
MARCO POLO DESIGN	Professional Services	11-081	\$3,295.00
HEALTHMARK INC	Professional Services	25KTHRES	\$30.00
US REGIONAL II OF NJ	Professional Services	25KTHRES	\$30.00
	Professional Services	Total	\$3,355.00
CAMDEN REDEVELOPMENT AGENCY	Redevelopment Fee - Camden	PRE 8-18	\$400,000.00
	Redevelopment Fee - Camden	Total	\$400,000.00
JPC GROUP, INC.	Rehabilitation Drainage	11-074	\$115,030.55 **
AECOM TECHNICAL SERVICES, INC	Rehabilitation Drainage	11-075	\$55,791.90 **
	Rehabilitation Drainage	Total	\$170,822.45
CANON BUSINESS SOLUTIONS, INC.	Rentals	11-027	\$2,621.28
	Rentals	Total	\$2,621.28
CDW GOVERNMENT, INC.	Repair/Replacement Toll Equip	25KTHRES	\$409.00
CYBERTECH	Repair/Replacement Toll Equip	25KTHRES	\$2,750.00
	Repair/Replacement Toll Equip	Total	\$3,159.00

** Capital Expenditure

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VENDOR NAME	ITEM DESCRIPTION	RESOLUTION #/ AUTHORIZATIO	AMOUNT
THYSSEN KRUPP ELEVATOR CO.	Repairs - Bridges	12-003	\$15,688.00
BARRIER SYSTEMS INC	Repairs - Bridges	25KTHRES	\$7,800.00
BILLOWS ELECTRIC SUPPLY	Repairs - Bridges	25KTHRES	\$2,927.90
STULZ AIR TECHNOLOGY SYSTEMS.	Repairs - Bridges	25KTHRES	\$3,400.00
	Repairs - Bridges	Total	\$29,815.90
GENSERVE INCORPORATED	Repairs - Buildings	12-063	\$420.00
TRI-COUNTY TERMITES & PEST	Repairs - Buildings	25KTHRES	\$140.00
	Repairs - Buildings	Total	\$560.00
TRISTATE HVAC	Repairs - Heating/AC System	25KTHRES	\$6,890.95
	Repairs - Heating/AC System	Total	\$6,890.95
DELAWARE VALLEY OFFICE EQUIP	Repairs - Office Equipment	25KTHRES	\$187.50
	Repairs - Office Equipment	Total	\$187.50
ONE CALL CONCEPTS	Repairs - Signs	25KTHRES	\$62.54
	Repairs - Signs	Total	\$62.54
NATIONAL PAVING CO, INC	Replacement of Roadway	25KTHRES	\$3,664.22
	Replacement of Roadway	Total	\$3,664.22
STANDARD INSURANCE COMPANY	Retiree Life Insurance	10-085	\$18,048.73
	Retiree Life Insurance	Total	\$18,048.73
HORIZON BLUE CROSS	Retiree Medical Insurance	11-078	\$58,880.39
UNITED HEALTHCARE	Retiree Medical Insurance	11-079	\$178,877.90
UNITED HEALTHCARE/AARP	Retiree Medical Insurance	11-101	\$115,834.85
	Retiree Medical Insurance	Total	\$353,593.14
JANE R BOLLINGHOFF	Retirees Fringe Ben/Pays	25KTHRES	\$130.00
	Retirees Fringe Ben/Pays	Total	\$130.00
COUNTY OF SALEM	Short Line Railroad Project		\$1,723,550.00
	Short Line Railroad Project	Total	\$1,723,550.00
VANALT ELECTRICAL CONSTRUCTION	Signal/Communication (Rail)	11-005	\$229,729.70 **
BURNS ENGINEERING INC	Signal/Communication (Rail)	11-006	\$14,467.79 **
	Signal/Communication (Rail)	Total	\$244,197.49
EMERSON NETWORK POWER	Soft/Hardware Service Contracts	10-092	\$13,756.00
SUNGARD AVAILABILITY SERVICES	Soft/Hardware Service Contracts	10-135	\$7,213.69
SCHNEIDER ELECTRIC	Soft/Hardware Service Contracts	25KTHRES	\$1,987.75
	Soft/Hardware Service Contracts	Total	\$22,957.44
A.P. CONSTRUCTION INC	Station Improvements	11-086	\$266,640.75 **
	Station Improvements	Total	\$266,640.75
A&A GLOVE & SAFETY CO.	Stores Inventory	25KTHRES	\$984.00
BARRIER SYSTEMS INC	Stores Inventory	25KTHRES	\$895.79
BDF INDUSTRIAL FASTENERS	Stores Inventory	25KTHRES	\$552.50
COOPER ELECTRIC SUPPLY CO	Stores Inventory	25KTHRES	\$220.69
EPHRATA PRECISION PARTS, INC.	Stores Inventory	25KTHRES	\$1,172.65
FAIRLITE ELECTRIC SUPPLY CO INC	Stores Inventory	25KTHRES	\$6,276.37
FRANKLIN ELECTRIC CO	Stores Inventory	25KTHRES	\$258.72
GOODYEAR TIRE & RUBBER	Stores Inventory	25KTHRES	\$3,085.84
LAWSON PRODUCTS INC	Stores Inventory	25KTHRES	\$1,203.84
MULTIFACET, INC.	Stores Inventory	25KTHRES	\$3,616.96
PENDERGAST SAFETY EQUIP	Stores Inventory	25KTHRES	\$584.40
PHILIP ROSENAU CO INC	Stores Inventory	25KTHRES	\$452.00
RIBBONS EXPRESS INC	Stores Inventory	25KTHRES	\$416.00
RUMSEY ELECTRIC CO	Stores Inventory	25KTHRES	\$365.73
UZ ENGINEERED PRODUCTS	Stores Inventory	25KTHRES	\$369.07
WHARTON HARDWARE & SUPPLY	Stores Inventory	25KTHRES	\$646.56
Y-PERS	Stores Inventory	25KTHRES	\$1,260.00
	Stores Inventory	Total	\$22,361.12
DIRECTV	Subscriptions	25KTHRES	\$24.00
GOVERNMENT NEWS NETWORK	Subscriptions	25KTHRES	\$82.50
	Subscriptions	Total	\$106.50
MARLAC ELECTRONICS INC	Supplies	25KTHRES	\$613.40
MATHESON TRI-GAS INC	Supplies	25KTHRES	\$596.17
PIRTEK SOUTH PHILADELPHIA	Supplies	25KTHRES	\$1,752.58
POTTY QUEEN	Supplies	25KTHRES	\$180.00
SOUTH JERSEY WELDING	Supplies	25KTHRES	\$725.23

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TRI-COUNTY TERMITE & PEST	Supplies	25KTHRES	\$180.00
	Supplies	Total	\$4,047.38
GOVDEALS, INC.	Surplus Sales Fee	25KTHRES	\$296.48
	Surplus Sales Fee	Total	\$296.48
UBS GLOBAL ASSET MANAGEMENT	Swap Interest Payments	01-019	\$3,162,002.39
	Swap Interest Payments	Total	\$3,162,002.39
TREASURER, STATE OF NEW JERSEY	Tank Registration Fee	25KTHRES	\$150.00
	Tank Registration Fee	Total	\$150.00
AT&T TELECONFERENCE SERVICES	Telephone	25KTHRES	\$14.64
ETHICSPPOINT, INC.	Telephone	25KTHRES	\$1,722.83
THE CONFERENCE GROUP, LLC	Telephone	UTILITY	\$347.94
VERIZON	Telephone	UTILITY	\$44,973.58
VERIZON WIRELESS	Telephone	UTILITY	\$2,780.18
	Telephone	Total	\$49,839.17
DUNBAR ARMORED	Toll Deposit Processing Fee	09-055	\$12,832.52
	Toll Deposit Processing Fee	Total	\$12,832.52
KRISTINE FRANCIS	Toll Refund	25KTHRES	\$10.00
	Toll Refund	Total	\$10.00
HOWARD, NEEDLES & TAMMEN	Track Renewal	10-022	\$25,354.95 **
	Track Renewal	Total	\$25,354.95
AMERICAN TRAINCO INC	Training - Registration	25KTHRES	\$7,055.00
BURLINGTON CO. INSTITUTE	Training - Registration	25KTHRES	\$1,386.00
COMPLIANCE SOLUTIONS	Training - Registration	25KTHRES	\$252.00
GLOUCESTER COUNTY POLICE ACADEMY	Training - Registration	25KTHRES	\$720.00
NATIONAL SEMINARS TRAINING	Training - Registration	25KTHRES	\$149.00
NEW JERSEY INSTITUTE	Training - Registration	25KTHRES	\$239.00
PENNSYLVANIA BAR INSTITUTE	Training - Registration	25KTHRES	\$867.00
UNIVERSITY ALLIANCE	Training - Registration	25KTHRES	\$1,813.80
	Training - Registration	Total	\$12,481.80
EDWARD COBBS	Training, Travel and Subsistence	25KTHRES	\$66.25
JOHANNE CORKER	Training, Travel and Subsistence	25KTHRES	\$15.42
KRISTEN KLEPACKI	Training, Travel and Subsistence	25KTHRES	\$151.25
STEPHANIE JACKSON WOOLLEY	Training, Travel and Subsistence	25KTHRES	\$32.86
	Training, Travel and Subsistence	Total	\$265.78
XEROX STATE & LOCAL SOLUTIONS	Transaction Fees	04-031	\$176,633.21
	Transaction Fees	Total	\$176,633.21
LTK ENGINEERING SERVICES	Transit Car Overhaul	07-019	\$249,852.47 **
	Transit Car Overhaul	Total	\$249,852.47
WASTE MANAGEMENT OF NEW JERSEY	Trash Removal	11-060	\$1,178.35
	Trash Removal	Total	\$1,178.35
DAVID P SHIELDS, JR	Tuition Reimbursement	25KTHRES	\$1,311.00
NYDIA ROSARIO	Tuition Reimbursement	25KTHRES	\$1,185.00
	Tuition Reimbursement	Total	\$2,496.00
TREASURER, STATE OF NEW JERSEY	Unclaimed Property	25KTHRES	\$216.69
	Unclaimed Property	Total	\$216.69
RED THE UNIFORM TAILOR	Uniforms	12-052	\$3,575.00
A-1 UNIFORM CITY INC	Uniforms	25KTHRES	\$188.00
ACME UNIFORM RENTAL SER INC	Uniforms	25KTHRES	\$269.77
BEST UNIFORM RENTAL, INC	Uniforms	25KTHRES	\$792.67
DRAEGER SAFETY DIAGNOSTICS	Uniforms	25KTHRES	\$152.50
LANDSMAN UNIFORM	Uniforms	25KTHRES	\$2,158.23
LAWMEN SUPPLY CO OF NJ	Uniforms	25KTHRES	\$309.43
RED WING BRANDS OF AMERICA	Uniforms	25KTHRES	\$400.00
SAMZIE'S UNIFORMS	Uniforms	25KTHRES	\$1,661.60
	Uniforms	Total	\$9,507.20
EMPLOYEE PASS THROUGH PAYMENTS	Union Dues, Employee Contributions, Etc.		\$164,803.57
	Union Dues, Employee Contributions, Etc.	Total	\$164,803.57
AE STONE INC	Various Pavement Repairs	12-061	\$52,791.16 **
	Various Pavement Repairs	Total	\$52,791.16
NAPA AUTO PARTS	Vehicle Repairs - Inside	12-038	\$7,831.67
	Vehicle Repairs - Inside	Total	\$7,831.67

** Capital Expenditure

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CERTIFIED SPEEDOMETER SERVICE	Vehicle Repairs - Outside	25KTHRES	\$736.00
	Vehicle Repairs - Outside	Total	\$736.00
NAPA AUTO PARTS	Vehicle Supplies	12-038	\$5,272.23
	Vehicle Supplies	Total	\$5,272.23
FIVE STAR INTERNATIONAL, LLC	Vehicles	12-040	\$132,082.00 **
	Vehicles	Total	\$132,082.00
CAMDEN COUNTY MUA	Water and Sewer	UTILITY	\$2,754.00
NEW JERSEY AMERICAN WATER	Water and Sewer	UTILITY	\$101.28
WATER REVENUE BUREAU	Water and Sewer	UTILITY	\$5,978.19
	Water and Sewer	Total	\$8,833.47
SCIBAL	Workmen's Compensation	10-116	\$113,627.92
	Workmen's Compensation	Total	\$113,627.92
URBAN ENGINEERS INC	WWB & CBB Pavement Repairs	11-094	\$6,754.03 **
	WWB & CBB Pavement Repairs	Total	\$6,754.03
AMMANN & WHITNEY CONSULTING	WWB Anchorage Dehumidification	11-038	\$18,846.54 **
	WWB Anchorage Dehumidification	Total	\$18,846.54
HOWARD, NEEDLES & TAMMEN	WWB Biennial Inspection	12-017	\$26,360.06
	WWB Biennial Inspection	Total	\$26,360.06
AMERICAN BRIDGE CO	WWB Deck Span Replacement	10-020	\$4,703,768.72 **
AECOM TECHNICAL SERVICES, INC	WWB Deck Span Replacement	PRE 8-18	\$21,010.67 **
	WWB Deck Span Replacement	Total	\$4,724,779.39
			\$26,630,770.89

Delaware River Port Authority
Operations & Maintenance Committee Meeting Minutes
November 7, 2012 – 8:00 a.m.

Attendance:

Committee Members:

Al Frattali
Joanna Cruz (via telephone)
Richard Sweeney
Charles Fentress
E. Frank DiAntonio

Other Members:

Kellie VonStein (Wagner) (via telephone)

Others Present:

John Cascarano, NJ Governor's Authorities Unit (via telephone)
John Matheussen, Chief Executive Officer
Michael Conallen, Deputy Chief Executive Officer
Danielle McNichol, General Counsel and Corporate Secretary
Tim Pulte, Chief Operating Officer
John Rink, PATCO, General Manager
Mike Venuto, Chief Engineer
Cheryl Spicer, Assistant General Manager, PATCO
Valerie Bradford, Bridge Director, BFB/BRB
William Shanahan, Director, Government Relations
Tim Ireland, Manager, Corporate Communications
Susan Squillace, Manager, Purchasing
Fran DiCicco, Administrative Coordinator
Sheila Milner, Administrative Coordinator
Elizabeth McGee, Administrative Secretary
Tom Raftery, Inspector General
Christopher Gibson, Esquire, NJ Counsel

Commissioner Frattali called the meeting to order and asked for the roll to be called. The Corporate Secretary called the roll and stated that there was a quorum. Commissioner Frattali presided and stated that there were seven items relating to the November 21, 2012 meeting.

November 21, 2012 Committee Meeting

Contract No. WW-14-2012, Walt Whitman Bridge Anchorage Dehumidification

Mr. Venuto stated that they will be seeking authorization for a contract with American Bridge Company in the amount of \$3,249,800. The Engineers' estimate for this project was \$2,787,220.

He said that there were four other competitive bids with the next closest bid at \$3,340,580. Mr. Venuto stated that the project is to install the dehumidification enclosures around the main cables where they enter the anchorage. This will keep dampness out of the cables splay area to limit corrosion and deterioration. We did a similar project on the Ben Franklin Bridge years ago. Commissioner Frattali stated that we spoke about replacing the cables. Mr. Venuto stated that the cables are in good structural condition. Mr. Venuto stated that inspection is done on the cables every five to eight years. We are looking to dehumidify to extend the life of the cables. This project was competitively bid with American Bridge as the low bidder. Mr. Venuto stated that we are looking to get started at the beginning of the year in late January or February.

Design Services for PATCO Embankment Restoration Phase 5

Mr. Venuto stated that this item will be removed from the November 21, 2012 Committee agenda. However, we will discuss the Consultant selection in Executive Session. We will bring this to the Operations & Maintenance Committee in December.

Maintenance Contract for Traffic Control and HVAC Systems for DRPA Bridge Facilities

Tim Pulte stated that this is more of an update and he is working with Purchasing and through Schneider Electric. He said that they will be able to get the GSA contract and will go through Tri-M. Mr. Pulte stated that they will have to change the Summary Statement & Resolution when they receive the pricing update and it will be a GSA contract. He said that Purchasing will be updating him soon on the process.

Right of Access and Related Agreements for City of Philadelphia Race Street Connector Project - Phase 2

Valerie Bradford stated this project is sponsored by the City of Philadelphia and they are looking to do street-scaping and multiuse path along Race Street near Columbus Boulevard which overlaps with a portion of our property near the Philadelphia Anchorage. This project is anticipated to be funded through PennDOT and managed by the Delaware River Waterfront Corporation. After some work reviewing design elements of the project, Bridge Operations, Police, PATCO and Engineering currently find the design layout acceptable. The City is looking for a construction easement and a long term maintenance agreement for the City's maintenance of the street-scaping and multiuse path improvements. The maintenance responsibilities by the City and DRWC as their agent are expected to need a perpetual easement. Mr. Venuto stated that while it is a path and improvements along Race Street, there will be periodic need for DRPA to coordinate access to its own property for projects along the easement area and the Operations & Maintenance Committee should be aware of this. Ms. McNichol stated that Chairman Sasso had expressed significant concerns on any perpetual easements having discussed it in the prior month's Committee meeting and that based on those comments, the Committee advised that the arrangement would need to be a lease with a right to terminate at will.

PATCO Head-Hardened Rail

John Rink stated that we are seeking authorization for the purchase and delivery of Head Hardened Rail. This contract will replace existing rail on the Westmont and Collingswood

viaducts on both eastbound and westbound tracks. The rail will be installed by PATCO employees. He stated that the contract was competitively bid and was publicly advertised with three no bids. The low bid in the amount of \$132,818.40 was submitted by Vossloh with 80% funded by the Federal Transit Administration (FTA) and 20% by DRPA.

PATCO Cares Program – 2013

John Matheussen inquired whether the next three Resolutions could be discussed in the Finance Committee. He said that all these involve financial impact and will list the items. He stated that there needs to be consistency in language for the in-kind contribution discussion. Mr. Rink stated that PATCO has presented these Resolutions to the Operations & Maintenance Committee for the last two years. He said that the Industry, Historical and Technical Societies and Schools Touring PATCO Facilities are an in-kind contribution. Mr. Rink stated that the tours require PATCO staff time. In-kind community initiatives with various groups who use the facility are Philabundance, Camden Area Health Education Center, Collingswood Farmer's Market, Veterans Toys for Tots Ride. Mr. Rink stated that the PATCO Cares Program is where we work with groups such as the Cathedral Kitchen and American Red Cross and PATCO allows the organizations to use our facilities to collect donations and hand out information pertaining to their organization. Mr. Rink stated that PATCO staff is utilized for the in-kind contributions programs.

Commissioner Frattali inquired as to the two versions for Maximizing PATCO Marketing through Cooperative Efforts. Mr. Rink stated that these will be discussed in the Finance Committee meeting as they have been revised to meet the new reform requirements. PATCO went through and determined the alternate costs and loss of revenue. The difference is Version 1 where we have Philabundance and Veterans Toys for Tots Ride, we determined a loss with the use of the facilities and the use on the weekends when parking lots are empty. It was calculated by determining the cost of parking spaces used. Philabundance uses the Lindenwold station on Saturdays and that there would be no cost for the spaces.

Mr. Matheussen stated that these Resolutions will be put on as New Business at the November 21, 2012 Board meeting. Mr. Rink stated that while there is not a loss of revenue since none has been received, it is a benefit that we give the charities. The good news is that the charities are using parking spots on weekends when the lots are virtually vacant.

PATCO Revenue Collection and Armored Car Transport Services at Five Years – Dunbar Armored

John Rink stated PATCO is seeking to negotiate a contract with Dunbar Armored where Dunbar will service PATCO Ticket Vending Machine and parking meters by collecting coins and bill vaults from devices and transporting from PATCO stations to PATCO Money Processing Room at Broadway. He stated that a Request for Qualifications was submitted and placed on the Authority's website. Two contractors responded over a five year period was Dunbar in the amount of \$855,984 and the other bidder was Garda CL, Inc. in the amount of \$1,758,823. The contractors were asked to bid on servicing PATCO parking meters in four New Jersey stations – Ashland, Haddonfield, Westmont and Collingswood. PATCO is presently looking for a five

year contract with Dunbar Armored. Mr. Rink stated that both vendors attended the mandatory meeting.

Mr. Rink discussed how funds are moved and transported. The concern is that employees could be injured with lifting and carrying the cases. PATCO presently uses Dunbar Armored as our carrier and they provide armed officers and have armored vehicles to transport the money to the bank for deposit. PATCO received a lower bid from Dunbar Armored since they currently work for both DRPA and PATCO. He said that Dunbar does not have the ability to open the vault or count any money. PATCO has provisions in place to track the money in each vault, which is sent over the network and sent to the central system. Mr. Rink stated that they have no way to open the boxes. He said that if they are tampered with, we know how much money is in there, and Dunbar will pay any shortfall. Mr. Rink stated that this is a good contract offer from Dunbar Armored.

Philadelphia Area Regional Transit Security Working Group

Bill Shanahan stated that there are four similar Resolutions that would allow the DRPA to enter into cooperative agreements with the other member agencies of the Philadelphia Area Regional Transit Security Working Group (PARTSWG). Since 2005, there has been funding to the area with participants from DRPA/PATCO, SEPTA, NJT, and now DART. He said that these agencies work to develop transit security strategy on the regional scale and a plan to use the Transit Security Grant Program funds to help each agency harden their respective infrastructure. Mr. Shanahan said that in some instances, the PARTSWG acts as one and develops regional projects. The DRPA has been overseeing these projects on behalf of the PARTSWG. As PARTSWG is not a corporate entity or a valid legal entity, cooperative agreements need to be executed to allow DRPA to act as the head of the working group and provide it with the opportunity to contract for goods/services. Mr. Shanahan stated that the Resolution will be drafted to fill this need.

Mr. Shanahan stated that originally mislabeled on the agenda as PARTSWG, was a DRPA 2008 TSGP project. The Tunnel Infrared Cameras project used an approved grant from the Department of Homeland Security (DHS) to place low light cameras in the PATCO tunnels to enhance these key locations. Because this project was not listed correctly, it is being tabled.

Commissioner DiAntonio inquired whether these infrared cameras were updated or new and Mr. Rink stated that they were new cameras. Mr. Shanahan stated that these were listed on the Capital Budget. As the item was not listed on the agenda, there would not be a vote on the item but a general discussion of the project ensued.

Mr. Rink explained that these cameras will be placed at the entrances/exits of the subway tunnels, will be mounted to pick up any intruders, and reduce our vulnerability. He said that these cameras can see into the darkness and will also be installed at the subway emergency exits. Recently new cameras were installed to view PATCO's electrical substations. Mr. Shanahan indicated that with the funding stream that we have to act quickly to be able to take advantage of the grant funds.

General Discussion
Change Order/Supplement Update

Contract No. 34-E, PATCO Linden Interlocking Rehabilitation

Mr. Venuto stated that this is the final Change Order for this Project. He stated that the original contract amount was \$2,933,800. The Site Coordination and Conditions amount was \$150,000. This final Change Order will reduce the contract by the unused portion of the Site Coordination and Conditions in an amount of \$44,043 and provide for a 270 calendar day to close out.

Contract No. 5-F, PATCO Embankment Restoration

Mr. Venuto stated that this is the final Change Order for this project. He stated that the original contract amount was \$2,577,000. The Site Coordination and Conditions amount was \$100,000. There were a lot of unit price items on this contract. The final Change Order will close out the unit items reflecting actual contract quantities. There were also additional work items identified over the course of the project. The final Change Order is a net decrease of \$245,072.

Contract No. BF-24-2011, Benjamin Franklin Bridge Salt Storage Building

Mr. Venuto stated that this is the final Change Order for this project. He stated that the original contract amount was \$625,000. The Site Coordination and Conditions amount was \$50,000. The final Change Order consists of two additional items of work; an additional safety item and a work item for unforeseen underground constructions. The final Change Order is a net decrease of \$31,453 after crediting of the Site Coordination and Conditions contract line item.

Spending Tracking

Mr. Venuto stated that the spending tracking sheet is put in the front of the Commissioners' Board Book each month. He stated that the goal is to be within 10% of the planned capital budgeted at the end of the year. At this time, we are behind our projected spending. Mr. Venuto said that at the next Operations & Maintenance Committee, he would like to go over the variances with the Committee. This tracking has been very helpful in executing the capital budget and we will continue to use next year.

Safety Loss Control Services

Toni Brown stated that we received a letter on September 19, 2012 from The Graham Company. The letter directed DRPA staff, contractors and vendors to cease and desist using any documents prepared by Graham Company in support of the loss control and safety services they formally performed for the Authority. Ms. Brown reported that she and Michael Venuto first briefed the O&M Committee about the Cease & Desist Letter on October 3, 2012. During that briefing she outlined the steps that staff intended to take to comply with Graham's Cease & Desist directive. Ms. Brown reported that the DRPA has made every effort to follow through with the Graham Company's request. She reported that on October 4, 2012, the DRPA emailed a letter to Graham Company acknowledging receipt of the letter from Graham's General Counsel and advised them that staff had taken all necessary steps to destroy copies of the manual. Ms. Brown

reported that based on the suggestion made by Commissioner Sasso, staff directed all contractors and vendors to deliver hard copies of the manuals to DRPA for destruction. Contractors were required to complete a form acknowledging receipt of the directive to cease and desist using the manuals, and the manuals have been destroyed. Ms. Brown stated that she and Mr. Venuto have been working with AON to produce an interim manual. The interim manual has been distributed to all staff, contractors and vendors. Once the final manual is ready, we will send that to everyone with instructions that they cease using the interim manual.

Ferry Operator Discussion

Tim Pulte stated that the ferry services have ceased for the season and we are working with engineering on dry docking and finalizing an RFP for ferry operators in 2013/2014. He said that we are in the process of retaining an operator for the 2013 and 2014 season. Mr. Pulte stated that he had a discussion with Chairman Sasso and under the DRPA CEO's guidelines. DRPA can move the contract to a month-to-month basis for driving the vessel to dry dock. With this change, we will pay them on a monthly basis.

Mr. Vento stated that the ferry must undergo a Coast Guard mandated dry dock inspection every five years. This will be in the 2013 budget and in January, we will present this to the Operations & Maintenance Committee. Mr. Matheussen stated that the contract with the current operator will expire on December 31, 2012. Mr. Venuto stated that piloting the ferry to the dry dock part of the existing scope of services for the contract. To ensure that we have an operator to pilot the ferry to the dry dock, we will also include in the scope of services for the dry dock having someone operate the vessel to dry dock to allow for another option.

Rock Salt Procurement

Tim Pulte stated that since last winter was light we have a good amount of salt. DRPA traditionally uses bulk pricing and we use a buying power with NJDOT, Port of New York and New Jersey. He said that we use the New Jersey state contract, as it has fewer restrictions than Pennsylvania with quantity purchasing and it has been extended until November 30, 2012. Mr. Pulte said that once the pricing is finalized, purchasing can finalize the contract for DRPA/PATCO. He said that we have a large quantity of salt on this contract, but we may have to come to the Board later if there is a need for additional rock salt. Ms. McNichol inquired if we can piggy back on the contract and Mr. Pulte stated that we can piggy back on the New Jersey contract.

Chairman Frattali stated that the Operations & Maintenance Committee was going to move into Executive Session. He said the decisions made in Executive Session will be made public when the issues are resolved. Upon motion duly made and second, the Operations & Maintenance Committee moved into Executive Session.

Upon return to Open Session, the meeting of the Operations & Maintenance Committee was adjourned.

**Report of Operations and Maintenance Committee
DELAWARE RIVER PORT AUTHORITY
One Port Center, Camden, New Jersey
Wednesday, November 21, 2012, 9 a.m.**

Committee Members

William Sasso, Committee Chair
Joanna Cruz, Esquire
Joann Bell (via telephone)
Richard Sweeney
Al Frattali
Charles Fentress
E. Frank DiAntonio

Officers and Chiefs

John Matheussen, CEO
Michael Conallen, Deputy CEO
Danielle McNichol, General Counsel and
Corporate Secretary
John Hanson, CFO
Toni Brown, CAO
John Rink, PATCO, General Manager
Mike Venuto, Chief Engineer

DRPA Staff

Valerie Bradford, Bridge Director, BFB/BRB
Fran DiCicco, Administrative Coordinator
Ann DuVall, Executive Assistant to CEO
Timothy Ireland, Director, Corp. Comm.
Elizabeth McGee, Administrative Assistant
Sheila Milner, Administrative Coordinator
Thomas Raftery, Inspector General
Bill Shanahan, Director, Government Rel.
Susan Squillace, Manager, Purchasing
Jack Stief, Acting Police Chief,
Public Safety
Dawn Whiton, Administrative Coordinator

Commissioners

Jeffrey L. Nash, Esquire, Vice Chair
(via telephone)
Denise Y. Mason
Walter D'Alessio (via telephone)
Robert Teplitz (Wagner)
John Lisko, Esquire (McCord) (via telephone)
Andrew Reilly, Esquire
David Simon, Esquire

Counsel

Christopher Gibson, Archer & Greiner, NJ
Counsel
Tom Ellis, Duane Morris, PA Counsel

Others

John Cascarano, Assistant Counsel, NJ Gov.
Authorities Unit
Kathleen Duffy Bruder, Esquire, Deputy Chief
of Staff, Governor Corbett's Office
(via telephone)
Victoria Page-Wooten, Executive Deputy
General Counsel
Kathy Venuti (CAC)
Julie Still (CAC)
Bill Schofield (PNC)

The Corporate Secretary announced that pursuant to the Bylaws of this Authority, public notice of this meeting of the DRPA Operations and Maintenance Committee has been given by posting proper notice in the lobby at One Port Center, and issuing proper notice to the public and news media.

Chairman Sasso called the meeting of the DRPA Operations and Maintenance Committee to order and asked that the Corporate Secretary call the roll. The Corporate Secretary then called the roll for the Committee and announced that there was a quorum. Chairman Sasso presided.

Item 1 – Contract No. WW-14-2012, Walt Whitman Bridge Anchorage Dehumidification

Mike Venuto, Chief Engineer, requested that the Board authorize staff to negotiate a construction contract with American Bridge Company in an amount of \$3,249,800. He said this project will provide for the installation of four dehumidification enclosures around the main bridge cable inside the anchorages. The main cables inside the anchorages are among the most essential structural elements of suspension bridges and they can corrode and deteriorate in a damp environment. The installation of a dehumidification system will maintain the long term integrity of the cables. We previously completed a similar project on the Ben Franklin Bridge. The project was publicly advertised, six sets of bid documents were sold and five bids were received. Mr. Venuto said that staff has evaluated the bids and recommends award of a construction contract to American Bridge Company as the lowest responsible bidder in an amount of \$3,249,800.

On motion duly made and seconded, the following Resolution was approved and is recommended to the Board for adoption:

**DRPA -12-xxx Contract No. WW-14-2012, Walt Whitman Bridge
Anchorage Dehumidification**

Item 2 – Maintenance Contract for Traffic Control and HVAC Systems for DRPA Bridge Facilities

Valerie Bradford, Bridge Director, BFB/BRB, requested that the Board authorize staff to negotiate a one year contract with the Tri-M Group, Kennett Square for the maintenance of Traffic Control and HVAC Systems for DRPA's four bridge facilities in the amount of \$139,825. She stated that the company provides software and hardware for bridge lane traffic control and speed limit signs, wind speed, pavement temperatures, building HVAC controls and electrical substation monitoring. The company was the original installer 20 years ago and has been involved with this type of service for DRPA since that time. Ms. Bradford stated that Tri-M Group has partnered with Schneider Electric Buildings and Schneider Electric was awarded a GSA contract in 2012. She said that the GSA contract includes a provision to allow Schneider Electric to extend their federal contract pricing to their authorized service partners. Since Tri-M Group is an authorized Schneider Electric service partner and the original equipment installer, Tri-M Group has extensive knowledge and experience with DRPA's Control Systems. The cost of the contract under the GSA pricing will be \$139,825 for one year 2013.

On motion duly made and seconded, the following Resolution was approved and is recommended to the Board for adoption:

**DRPA -12-xxx Maintenance Contract for Traffic Control and
HVAC Systems for DRPA Bridge Facilities**

There being no further business, on motion duly made and seconded, the meeting was adjourned.

Respectfully submitted,

Chairman William Sasso

SUMMARY STATEMENT

ITEM NO. DRPA-12-113

**SUBJECT: Contract No. WW-14-2012,
Walt Whitman Bride Anchorage
Dehumidification**

COMMITTEE:

Operations & Maintenance

COMMITTEE MEETING DATE:

November 21, 2012

BOARD ACTION DATE:

December 12, 2012

PROPOSAL: That the Board authorizes staff to negotiate a construction contract with the firm of American Bridge Company perform the construction of the Anchorage Dehumidification of the Walt Whitman Bridge.

Amount: \$3,249,800.00

Contractor: American Bridge Company
1000 American Bridge Way
Coraopolis, PA 15108

Other Bidders:	AP Construction Inc.	\$3,340,580.00
	Kyle Conti Construction	\$3,973,379.00
	IEW Construction Group	\$4,825,000.00
	Cornell and Company	\$7,283,000.00

Engineers Estimate: \$2,787,220.00

PURPOSE:

To install the dehumidification enclosures around the main cables inside the anchorages of the Walt Whitman Bridge.

BACKGROUND:

The main cables inside the anchorages are among the most essential structural elements of the suspension bridges. The main cables inside the anchorages can corrode and deteriorate in a damp environment. In order to maintain the long-term structural integrity and prevent corrosion of the main cables inside the anchorages, the dehumidification of the anchorages of the Walt Whitman Bridges is needed. The work includes, but is not limited to, installation of dehumidification system, installation of galvanized wire rope and fittings with self-adjusting tensioning devices, installation of polyester fabric membrane, sealing of all fabric membrane seams as per specifications, adjustment of wire rope to achieve final geometry of enclosure, testing and final adjustment to dehumidification system, and miscellaneous metal work.

**SUMMARY STATEMENT
O&M 11/21/12**

**Contract No. WW-14-2012,
Walt Whitman Bridge
Anchorage Dehumidification**

The project was publicly advertised and bid documents were offered to the public beginning on September 12, 2012 with a bid opening date of October 23, 2012. Six (6) sets of documents were sold. A total of five (5) bids were received. The low responsive and responsible bid was submitted by American Bridge Company in the amount of \$3,249,800.00.

Staff has completed the evaluation of bids and recommends that the contract be awarded to American Bridge Company, in the amount of \$3,249,800.00 as the low responsive and responsible bidder.

SUMMARY:	Amount:	\$3,249,800.00
	Source of Funds:	General Fund Subject to Future Bond Proceeds
	Capital Project #:	WB0901
	Operating Budget:	N/A
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	365 days
	Other Parties Involved:	N/A
	Estimated Number of Jobs Supported:	97

DRPA-12-113
Operations & Maintenance Committee: November 21, 2012
Board Date: December 12, 2012
Contract No. WW-14-2012, Walt Whitman Bridge
Anchorage Dehumidification

RESOLUTION

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority accepts the bid of \$3,249,800.00 to construct the Dehumidification System in the Walt Whitman Bridge Anchorages, and that the proper officers of the Authority be and hereby are authorized to negotiate a contract with American Bridge Company for the required work in an amount not to exceed \$3,249,800.00, as per the attached Summary Statement; and be it further

RESOLVED: The Chairman, Vice Chairman and the Chief Executive Officer must approve and are hereby authorized to approve and execute all necessary agreements, contracts, or other documents on behalf of the DRPA. If such agreements, contracts, or other documents have been approved by the Chairman, Vice Chairman and Chief Executive Officer and if thereafter either the Chairman or Vice Chairman is absent or unavailable, the remaining Officer may execute the said document(s) on behalf of DRPA along with the Chief Executive Officer. If both the Chairman and Vice Chairman are absent or unavailable, and if it is necessary to execute the said document(s) while they are absent or unavailable, then the Chief Executive Officer shall execute such documents on behalf of DRPA.

SUMMARY:	Amount:	\$3,249,800.00
	Source of Funds:	General Fund Subject to Future Bond Proceeds
	Capital Project #:	WB0901
	Operating Budget:	N/A
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	365 days
	Other Parties Involved:	N/A
	Estimated Number of	97
	Jobs Supported:	

SUMMARY STATEMENT

ITEM NO.: DRPA-12-114

SUBJECT: Maintenance Contract for Traffic Control and HVAC Systems for DRPA Bridge Facilities

COMMITTEE:

Operations and Maintenance

COMMITTEE MEETING DATE:

November 21, 2012

BOARD ACTION DATE:

December 12, 2012

PROPOSAL: That the Board authorizes staff to negotiate a one (1) year contract with The Tri-M Group, Kennett Square, PA, for the maintenance of Traffic Control and HVAC Systems for DRPA's four (4) bridge facilities in accordance with Federal GSA Contract #GS-07F-7851C.

PURPOSE: To negotiate a one (1) year contract to have The Tri-M Group perform maintenance and service on DRPA's Traffic Control and HVAC Control Systems.

BACKGROUND: There is Traffic Control and HVAC Control Systems located at each of the DRPA's four (4) bridge facilities consisting of control equipment hardware and software. The systems control bridge lane traffic indicator signs, speed limit signs, monitors bridge wind speed, pavement temperatures, controls building HVAC automation and monitors electrical substations. Maintenance and service on this equipment is beyond DRPA's in-house capabilities and requires an outside contractor to provide these critical services.

In 2004, Schneider Electric Buildings Americas, Inc., Carrollton, TX purchased Andover Controls, the original equipment manufacturer of our control equipment. Schneider Electric Buildings Americas, Inc. was awarded Federal GSA Contract #GS-07F-7851C in September 2012 for facility management and automation control systems. The GSA contract includes a provision to allow Schneider Electric Buildings Americas, Inc. to extend their federal contract pricing to their authorized service partners. The Tri-M Group is an authorized Schneider Electric Buildings Americas, Inc. service partner and the original equipment installer in 1992; therefore, The Tri-M Group has extensive knowledge and experience with DRPA's Control Systems.

Furthermore, staff evaluated the feasibility of in-house servicing of this critical equipment as opposed to an annual maintenance agreement with The Tri-M Group as well as reviewed the feasibility of replacing the Controls Equipment throughout the facilities with a more generic control system. However, staff determined that the redesign and replacement of the currently functional equipment would be extremely costly and unnecessary. Furthermore, staff determined that maintenance and service of the equipment is beyond DRPA capabilities and any level of in-house support would still require Tri-M services, which was originally engineered and programmed by Tri-M. Bridge Operations has reviewed the proposed maintenance agreements submitted by The Tri-M Group and believe the price and scope of work submitted is fair and reasonable.

It is recommended that a contract be negotiated to perform maintenance and services for DRPA's Traffic Control and HVAC Systems with The Tri-M Group, Kennett Square, PA in the amount of \$139,825.00 for a one (1) year period.

SUMMARY:	Amount:	\$139,825.00
	Source of Funds:	Revenue Fund
	Capital Project #:	N/A
	Operating Budget:	2013
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	January 1, 2013 to December 31, 2013
	Other Parties Involved:	N/A

DRPA-12-114
Operations and Maintenance Committee: November 21, 2012
Board Date: December 12, 2012
Maintenance Contract for Traffic Control
and HVAC Systems for DRPA Bridge Facilities

RESOLUTION

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority authorizes staff to negotiate a contract with The Tri-M Group for the maintenance and service of DRPA's Traffic Control and HVAC Control Systems for a period of one (1) year for an amount not to exceed \$139,825.00; and be it further

RESOLVED: That the Chairman, Vice Chairman and the Chief Executive Officer must approve and are hereby authorized to approve and execute all necessary agreements, contracts, or other documents on behalf of the DRPA. If such agreements, contracts, or other documents have been approved by the Chairman, Vice Chairman and Chief Executive Officer and if thereafter either the Chairman or Vice Chairman is absent or unavailable, the remaining Officer may execute the said document(s) on behalf of DRPA along with the Chief Executive officer. If both the Chairman and Vice Chairman are absent or unavailable and if it is necessary to execute the said document(s) while they are absent or unavailable, then the Chief Executive Officer shall execute such documents on behalf of DRPA.

SUMMARY:

Amount:	\$139,825.00
Source of Funds:	Revenue Fund
Capital Project #:	N/A
Operating Budget:	2013
Master Plan Status:	N/A
Other Fund Sources:	N/A
Duration of Contract:	January 1, 2013 to December 31, 2013
Other Parties Involved:	N/A

Delaware River Port Authority
Finance Committee Meeting Minutes
November 7, 2012 – 9:30 A.M.

Committee Members:

Jeffrey Nash, Esquire (Committee Chair)
David Simon, Esquire (Committee Vice Chair)
E. Frank DiAntonio
John Lisko (McCord) (via telephone)
Denise Mason
Walter D'Alessio (via telephone)
Charles Fentress
Kellie VonStein (for Auditor General Jack Wagner) (via telephone)
Walter D'Alessio (via telephone)

Others Present:

Kathleen Duffy Bruder, Esquire, Deputy Chief of Staff, Governor Corbett's Office
John Cascarano, Assistant Counsel, NJ Governor Authorities Unit (via telephone)
Victoria Wooten-Page, PA Governor's Office
John Matheussen, Chief Executive Officer
Michael Conallen, Deputy Chief Executive Officer
John Hanson, Chief Financial Officer
Toni P. Brown, Chief Administrative Officer
Danielle McNichol, General Counsel and Corporate Secretary
John Rink, General Manager, PATCO
Cheryl Spicer, Assistant General Manager, PATCO
Valerie Bradford, Bridge Director, BFB/BRB
Tom Raftery, Inspector General
Mike Venuto, Chief Engineer
Jim White, Director of Finance
Orville Parker, Manager/Budget/Financial Analysis
Bill Anderson, Budget Analyst
John Lotierzo, Director of Finance, PATCO
Hank Trum, Fleet Director, BFB
Tim Ireland, Director of Communications
Howard Korsen, Manager, Contract Administration
Fran DiCicco, Administrative Coordinator
Sheila Milner, Administrative Coordinator
Elizabeth McGee, Administrative Secretary
Christopher Gibson, Esquire, NJ Counsel
William Schofield (PNC)
Joe Quigley

Chairman Nash called the meeting to order. He asked the Corporate Secretary to call the roll. The Corporate Secretary called the roll. It was announced by the Corporate Secretary that there was a quorum. Chairman Nash presided.

Financial Update

John Hanson stated the bond debt is \$1.2M because approximately \$96M was paid off. He said that in the yellow box \$196M is PDP debt. In the area of fixed rate bonds and variable rate bonds, we are at 44.6% in the fixed rate bonds and 55.4% in the variable rate bonds. He said that the swap arrangements are synthetic fixed. Mr. Hanson stated that the debt by revenue versus PDP is \$1.2B. PDP bonds were the funded Bonds that our economic development program which we no longer have. He said that we have 19% debt in PDP bonds and 80.9% in revenue bonds.

Mr. Hanson stated that we have done an RFP for the Letters of Credit (LOC) providers and this process is ongoing. We are looking at significant savings in the LOCs and in our PDP debt service reduction as a result of upcoming funding. Mr. Hanson stated that at the bottom of the page, the amount of bonds covered by SWAPS is \$695M and the \$235M is the estimated amount for DRPA to cash settle.

Mr. Hanson discussed the Unaudited Financial Summary as of October 31, 2012. The year to year traffic was down 1.38%. However, revenues are up 13.64% due to the toll increase which occurred in the second half of 2011. PATCO ridership through September 30, 2012 is up 2.18% and PATCO revenues are up 10.60% also due to the fare increase in the second half of 2011.

Mr. Hanson stated that regarding Budget versus Actual, traffic is under budget 2.02% while toll revenues are up 4.33% on budget. The weather from Hurricane Sandy will affect the numbers and we will take a hit to revenue. He stated that we are working to quantify the impact. Mr. Matheussen stated that Monday and Tuesday's revenue was appreciably down because of the drop in traffic.

Mr. Hanson stated that PATCO ridership versus budget is up 6.4%; PATCO revenues is up 9.07%. He said that with respect to budget versus actual through September 30, 2012, DRPA is \$2.7M under budget or 4.5%; PATCO is 10.8% under budget with a combined reduction of 6.7%.

Mr. Hanson stated at this juncture with respect to the capital program, we have exhausted project funds and are using General Fund monies. The capital program will be reimbursed from the new money bond issue which will follow the refunding bond issue which the Board passed. He said that the General Fund has an estimated current balance of \$269.6M which is up \$8M from the previous month.

Bond Refunding Update

Mr. Hanson stated that the schedule is to complete the bond refunding by year end and most of our team is in place. At this point, work is underway on both the bond indentures and the official statement that will be used for the bond refunding. We are working towards this schedule that plans for closing the week of December 17, 2012.

Chairman Nash inquired whether there were any individuals from the public who wished to speak before going into Executive Session and there were none.

Chairman Nash called for a motion to go into Executive Session. He said the decisions made in Executive Session will be made public when the issues are resolved. Chairman Nash said the meeting will come back into Open Session following the Executive Session. Upon motion duly made and seconded, the Committee moved into Executive Session.

Chairman Nash announced that the Finance Committee was back in Open Session.

Resolution Determining that Net Revenues Satisfy the Net Revenue Requirement for the 2012 Fiscal Year, in Accordance with Section 5.09 of the 1998 Indenture of Trust with TD Bank, N.A.

Mr. Hanson stated, as required in the Bond indentures, there are requirements to certify net revenue. The minimum requirement found in the Summary Statement & Resolution is \$67M and is greatly exceeded by Board authority. After Board passage, Mr. Hanson will certify the revenue along with the Chairman, Vice Chair and Chief Executive Officer so they can send the certifications to the bond agencies. Mr. Hanson stated that this resolution was only for the Section 5.09 Bonds. Mr. Hanson stated that the others are similar and will be addressed at the December meeting.

Chairman Nash stated that the first item is a Resolution Determining that Net Revenues Satisfy the Net Revenue Requirement for the 2012 Fiscal Year in Accordance with Section 5.09 of the 1998 Indenture of Trust with TD Bank, N.A.

2013 Age 65 and Over Retiree Medicare Part D Prescription Benefit

Toni Brown advised the committee members that the Board had previously considered the medical and prescription coverage for the active-benefit eligible employees and retirees under the age of 65. She explained that the two items the Finance Committee would consider now concern the retirees who are 65 and over. Ms. Brown explained that Horizon provides the Medicare Part D Prescription Drug benefit for the Authority's retirees who are 65 and older. Ms. Brown said staff seeks authorization to accept the renewal from Horizon for Plan Year 2013. The purpose of this Resolution is to continue to provide a quality and enhanced Medicare Part D Prescription Drug benefit plan for DRPA/PATCO Medicare eligible retirees and Medicare eligible dependents. Ms. Brown said that Horizon presented the Authority with a 3.26% reduction in current premium and said this reduction will result in an approximate annual savings of \$25,654.12. The monthly rate per retiree will be reduced from \$128.36 to \$124.17. Ms.

Brown said it is staff's recommendation that the Board accept this renewal for 2013 in the amount of \$931,642.68, which is a 3.62% decrease over current.

Chairman Nash asked what attributed to the rate reduction. Ms. Brown replied that the rate was reduced based on positive utilization of Horizon's overall group book of business. Chairman Nash called for a motion to approve the Resolution and recommend it to the Board for adoption. On motion duly made and seconded, the following Resolution was approved and is recommended to the Board for adoption:

**DRPA-12-xxx Age 65 and Over Retiree Medicare Part D Prescription
Benefits – 2013 (DRPA/PATCO)**

2013 Age 65 and Over Retiree Medicare Supplemental Benefits

Toni Brown explained that Medicare is the primary medical insurance for this group of retirees. The Authority provides supplemental medical coverage through AARP/United Health Group. She said that staff is seeking authorization to accept the rate action quoted by AARP in conjunction with United Health Group under "Plan F". Under this plan, the retirees have no co-pays, referrals, or claim forms. Ms. Brown stated that the feedback from the retirees is that they are pleased with this coverage.

Ms. Brown reported that the premium rates have been filed in each state, but all rates have not yet been approved. The rates vary from state-to-state, and are based on AARP/United Health Group's national book of business. Ms. Brown explained that the summary statement lists the states in which this group of retirees reside, and also provides the filed and approved rates. Because the majority of the retirees reside in New Jersey and Pennsylvania, Ms. Brown discussed those filed rates. She said the filed rate for Pennsylvania is +5%. The filed rate for New Jersey is +3.5% for retirees enrolled after 6/1/2010 and a 0% increase for retirees enrolled before 6/1/2010.

Ms. Brown explained that the projected premium for plan year 2013 is based on an estimation considering the filed rates. The 2012 premium for this coverage will be approximately \$1,907,151. Ms. Brown estimates the annual 2013 premium will be approximately \$1,919,641, which represents an estimated increase of \$12,490 (over the current premium).

Chairman Nash called for a motion to approve the Resolution and recommend it to the Board for adoption. On motion duly made and seconded, the following Resolution was approved and is recommended to the Board for adoption:

**DRPA-12-xxx Age 65 and Over Retiree Medicare Supplemental
Benefits – 2013 (DRPA/PATCO)**

Commissioner Simon inquired as to how the open enrollment is progressing. Ms. Brown stated that open enrollment does not begin until November 28 and extends into the first week of December.

GASB 45 (OPEB) Plan Approval

John Hanson stated that this is the plan related to the other post-employment benefits. It allows for funding the OPEB liability and the Board had previously approved the Authority set up the trust and this has now been done. He said that this allows the Authority to put the money into the trust and allows us to take it out to fund retiree benefits. As required by law, the plan has to specify exactly how the funds are going to be used. He stated that staff is asking the Committee to approve today and take to the November 21, 2012 Board meeting.

Chairman Nash inquired how the funding is determined for the trust. Mr. Hanson stated that the Authority hires its own actuary. He said that this year actuarial service was competitively bid. The actuary looked at what the liability is and what is going to be funded to give us advice as funding. Chairman Nash asked if there was currently money in the trust fund and if the Authority pays those costs out of the operating fund. Mr. Hanson responded that there was no funding currently in the trust.

Chairman Nash inquired moving ahead 2-3 years will the Authority be paying for the retirees from the trust? Mr. Hanson answered affirmatively if we have a fully funded fund. Mr. Hanson stated that is where we get the best bang for our money. However, there are many variances as to funding levels such as what is happening with healthcare insurance. The Authority does not want to overfund the trust and then have all health care paid by the government. Rather, we have to balance funding as the Authority cannot withdraw funds from the trust for other purposes.

Chairman Nash called for a motion to approve the Resolution and recommend it to the Board for adoption. On motion duly made and seconded the following Resolution was approved and is recommended to the Board for adoption:

DRPA-12-xxx

Adoption of the Delaware River Port Authority Retiree Other Post-Employment Benefits Plan

Mr. Matheussen stated that there was a reference to a proposed month-to-month extension of the Ferry Operator's contract. The Ferry Operator contract expires on December 31, 2012. As we need to have the Ferry moved to dry dock at end of the first or second quarter 2013, we need someone to take the ferry to dry dock. Mr. Matheussen stated that we will be rebidding the contract for the Ferry in 2013. Mr. Matheussen stated that he has had conversations with Tom Corcoran of the Delaware River Waterfront Corporation but there has been no resolution yet. Chairman Nash stated that he thought we were looking to get out of it. Mr. Matheussen stated that we do not want to incur more liability than we have, but the issue is that the proposal does not have funding. We will have to come back to the Board in January to renew the entire contract with a new company or the incumbent.

Mr. Matheussen stated that Ms. McNichol, Tom Raftery and Tim Ireland have done an outstanding job with the reform resolution issues. With the reform resolutions, the format for in-kind contributions will be different from the past. We will capture and break down the administrative review that goes into the in kind contribution. For example, legal would look at the right of entry form and our insurance department would look at insurance documents. We

will now capture the time spent and this will be shown in the Resolution. In addition, in the past, we did not capture the breakout of the numbers in the past. For example, the MS Bike Run at the PATCO station. We had captured the police officers and shown how much time is expended. When we shut down the BFB this past Sunday, we had to bring in the C&M Mechanics. We would now capture those costs. We will also evaluate the value for use of our property so that the Board sees all this information.

John Rink stated that there are five 2013 in-kind initiatives to be presented. There are two versions that show the difference in staff and alternative revenue costs between each version. Maximizing PATCO Marketing thru Cooperative Efforts version 1 has the potential loss revenue piece to it along with in-kind staff support; version 2 is without loss revenue and just in-kind staff support.

Ms. McNichol suggested that we may not want to include the calculations in the resolution itself and provide to the Commissioners as the backup so they will have an understanding of what this entails from internal costs. Mr. Hanson stated that the costs in the past were put on the resolution as incremental costs. For example, if someone was to review documents, the costs would not be on there. If we had to call someone, that would be listed as the old way. On the new way, salaries that were going to be paid will be included and the opportunity costs would be captured with parking spots. Mr. Hanson said those parking spots were not going to be rented out, but what it would cost us if they were. These are all incremental costs.

Mr. Rink stated that in the PATCO initiatives, Toys for Tots Ride, the Vietnam Vets use the PATCO lot on Saturday to collect Toys for Tots. He said that these spots are not being used by customers on Saturdays, and mostly empty. With the new reform, we had to calculate the total lost revenue for using the parking spots. Technically we are not using the spots, but we had to generate a possible loss in revenue for their use.

Ms. McNichol stated per CAC's suggestions to provide more charitable contributions, the calculations were designed to attempt to quantify a request and our contribution. Chairman Nash said that to put the time total in the Resolution could send the wrong message to the public, but to let the Commissioners know is a good idea. Chairman Nash stated that what is not calculated is the benefit that the DRPA receives from the advertising and that it probably nets out.

Ms. McNichol stated that with our significant community involvement, we wanted the resolution to reference ongoing involvement. The next in-kind resolution is Maximizing PATCO Marketing thru Cooperative Efforts. Mr. Rink said if our advertising space is not sold to any vendor for the month we will allow the town to post their advertisement on PATCO for free and promote riding PATCO to their event, as well as their websites. We are not losing any revenue. Mr. Rink stated that we work with the towns and they promote riding PATCO.

Mr. Matheussen commented that we are not displacing vendors as we would only allow ads if we did not have paying vendors. Commissioner Simon asked if this was limited to non-profit organizations and governmental organizations were not being extended to for-profits. Mr. Matheussen stated that non-profit only and we were not getting revenue anyway. We want to be clear to the public that we are not foregoing revenue. Providing these opportunities is a worthy

contribution to these organizations. Commissioner Simon stated that the reform resolution did not intend to stop contributions to non-profit organizations, just provide a framework for approval.

The next in-kind request was addressed by Mr. Matheussen. This request is to provide unloaded Freedom cards to college students for free, similar to our disabled and seniors citizens who use the Freedom card without a charge. He said that representatives of Rutgers approached him and asked for a discount for travel if you can show a college form. Mr. Matheussen stated that Rutgers is having a problem with parking cars and presently the cost for student parking is approximately \$300-\$400 per year. He said that he advised Rutgers that a discount was not a possibility, but if we did not charge them for the Freedom card, it would save them the \$5 card charge. They can park at our lots and take PATCO into Camden or Philadelphia. Commissioner Simon stated we need to provide this opportunity to any colleges in both Pennsylvania and New Jersey and not just Rutgers-Camden.

Mr. Rink stated with the Freedom card promotion the colleges will include us on their website, which will bring us free advertising. He said that he projects this will get 500 students to become PATCO riders and increase revenue. Mr. Rink stated that this was not up for vote, at this time but he wanted to advise.

Chairman Nash stated that if there was no other business, the meeting would be adjourned.

**Report of Finance Committee
DELAWARE RIVER PORT AUTHORITY
One Port Center, Camden, New Jersey
Wednesday, November 21, 2012, 9 a.m.**

Committee Members

Jeffrey L. Nash, Esquire (Committee Chair)
E. Frank DiAntonio
Rick Taylor (via telephone)
Walter D'Alessio (via telephone)
William Sasso, Esquire
David Simon, Esquire (Vice Chair)

Officers and Chiefs

John Matheussen, CEO
Michael Conallen, Deputy CEO
Danielle McNichol, General Counsel
and Corporate Secretary
John Hanson, CFO
Toni Brown, CAO
John Rink, PATCO, General Manager
Mike Venuto, Chief Engineer

DRPA Staff

Valerie Bradford, Bridge Director, BFB/BRB
Fran DiCicco, Administrative Coordinator
Ann DuVall, Executive Assistant to CEO
Timothy Ireland, Director, Corp. Comm.
Sheila Milner, Administrative Coordinator
Elizabeth McGee, Administrative Assistant
Thomas Raftery, Inspector General
Michael Reher, Sgt., Public Safety
Bill Shanahan, Director, Government Rel.
Susan Squillace, Manager, Purchasing
Jack Stief, Acting Police Chief,
Public Safety
Dawn Whiton, Administrative Coordinator

Commissioners

Tamarisk Jones
Charles Fentress
Albert Frattali
Robert Teplitz, Esquire (Wagner)
Joanna Cruz
Joann Bell (via telephone)
Richard Sweeney
Andrew Reilly

Counsel

Christopher Gibson, Archer & Greiner, NJ
Counsel
Tom Ellis, Duane Morris, PA Counsel

Others

John Cascarano, Assistant Counsel, NJ Gov.
Authorities Unit
Kathleen Duffy Bruder, Esquire, Deputy Chief
of Staff, Governor Corbett's Office (via
telephone)
Victoria Page-Wooten, Executive Deputy
General Counsel
Kathy Venuti (CAC)
Julie Still (CAC)
Bill Schofield (PNC)

The Corporate Secretary announced that pursuant to the Bylaws of this Authority, public notice of this meeting of the DRPA Finance Committee has been given by posting proper notice in the lobby at One Port Center, and issuing proper notice to the public and news media.

Vice Chair Simon stated that he would chair the Finance Committee meeting as Chairman Nash was on the telephone. He called the meeting of the Finance Committee to order and asked that the Corporate Secretary call the roll. The Corporate Secretary then called the roll for the Committee and announced that there was a quorum. Vice Chair Simon presided.

Item 1 – Renewal of Toll System Maintenance Service Agreement

John Hanson, Chief Financial Officer, requested that the Board authorize staff to enter into a new Maintenance Service Agreement with TransCore LP to continue to provide maintenance and support services for the in-lane toll equipment and the Scalable Automated Toll System which provides the audit and reporting functions related to DRPA's toll lane traffic and revenue. He said that this maintenance service contract which was in effect is no longer in compliant with the Authority's contracting rules. Mr. Hanson stated that the Authority has gone back and brought the contract into compliance and this is the maintenance service agreement with TransCore who is the proprietary provider and systems integrator of the electronic toll collection systems, the violation enforcement system, the digital video audit system and the related Scalable Automatic Toll System. Mr. Hanson stated that this entire system reports revenues, violations, traffic and also monitors activities in the toll booths. The current contract for maintenance services expires in February and he stated that it is all proprietary software and hardware and we ask that the board approve this two year contract with optional two year renewals thereafter.

On motion duly made and seconded, the following Resolution was approved and is recommended to the Board for adoption:

DRPA -12-xxx Renewal of Toll System Maintenance Service Agreement

There being no further business, on motion made and duly seconded, the meeting was adjourned.

Respectfully submitted,

Vice Chair Simon for
Chairman Nash

SUMMARY STATEMENT

ITEM NO.: DRPA-12-115

SUBJECT: Renewal of Toll System Maintenance Service Agreement

COMMITTEE:

Finance

COMMITTEE MEETING DATE:

November 7, 2012

BOARD ACTION DATE:

December 12, 2012

PROPOSAL:

That the Board authorize staff to enter into a new Maintenance Service Agreement (MSA) with TransCore LP to continue to provide maintenance and support services for the in-lane toll equipment and the Scalable Automated Toll System (SATS) which provides the audit and reporting functions related to DRPA's toll lane traffic and revenue.

PURPOSE:

To provide for the continuing maintenance of DRPA's recently upgraded toll collection system, the electronic toll collection (ETC) system's violation enforcement system (VES), and the related Scalable Automatic Toll System (SATS) which provides the audit and reporting functions related to DRPA's toll lane traffic and revenue.

BACKGROUND:

DRPA presently has a Maintenance Service Agreement (MSA) with TransCore for its existing toll lane equipment, the VES system, and the related Scalable Automatic Toll System (SATS) which provides the audit and reporting functions related to DRPA's toll lane traffic and revenue. All these systems were installed by TransCore starting in 1998 and have been upgraded by TransCore as authorized by the Board in 2006 and 2008. Of the deliverables authorized in 2008, the upgrade of the toll system was completed in late 2009, and the upgrade of the VES system was completed in August 2010.

TransCore has provided and licensed the software and systems integration services for the existing ETC system and has continued to maintain and upgrade these systems. These systems include proprietary designs at both the lane level as well as in the backend systems / host software level.

The hardware design, hardware components (custom boards) and software installed on the DRPA ETC system is proprietary to TransCore and is licensed to a specific user which prohibits other firms from performing maintenance on TransCore proprietary items. TransCore has not entered into any licensing agreements with third parties to maintain the SATS software in use by DRPA. TransCore is considered to be the sole-source for these services.

The ongoing development of system design and the SATS software to support new requirements or end-of-life replacements of interfaces and custom software will require modification and configuration of proprietary

software and system designs owned by TransCore LP. Therefore, the toll system software can only be modified and redistributed by TransCore.

The DRPA capital and operating budgets are expected to propose several items for 2013, some requiring end-of-life replacement of equipment and systems, and others which will also enhance the functionality of the toll system and its processing and reporting capabilities.

The present MSA was effective February 1, 2002. In conjunction with the upgrades authorized by the Board in 2008, a "Supplemental Agreement to the Maintenance Service Agreement" dated January 9, 2009, provided for a 2-year renewal of the MSA (effective 02/01/2009) with optional 2-year renewals thereafter. In October 2010, the Board authorized staff to accept and permit the existing Maintenance Service Agreement (MSA) with TransCore LP to renew for an additional two year period beginning February 1, 2011.

Since 2002, the Authority's standard contract formats, disclosures and requirements have developed. This new agreement with TransCore will bring the MSA into conformity with current standards stipulated by the Board.

Since its inception, TransCore has increased the annual funding only once by 1.6%. In accordance with the proposed MSA, TransCore could increase the annual fee by an amount not-to-exceed 4% based on increases in the COLA.

SUMMARY:	Amount:	\$626,500.00 annually with possible COLA adjustments N-T-E 4% per year
	Source of Funds:	Revenue Fund
	Capital Project #:	N/A
	Operating Budget:	DRPA Operations C/E 22
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	3-year initial term effective 02/01/2013 with optional 2-year renewals thereafter
	Other Parties Involved:	N/A

DRPA-12-115
Finance Committee: November 7, 2012
Board Date: December 12, 2012
Renewal of Toll System Maintenance
Service Agreement

RESOLUTION

RESOLVED: That the Board authorizes staff to enter into a new Maintenance Service Agreement (MSA) with TransCore LP to continue to provide maintenance and support services for the in-lane toll equipment and the Scalable Automated Toll System (SATS) which provides the audit and reporting functions related to DRPA's toll lane traffic and revenue at an annual cost of \$626,506.68 with possible COLA adjustments N-T-E 4% per year.

SUMMARY:	Amount:	\$626,500.00 annually with possible COLA adjustments N-T-E 4% per year
	Source of Funds:	Revenue Fund
	Capital Project #:	N/A
	Operating Budget:	DRPA
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	3-year initial term effective 02/01/2013 with optional 2-year renewals thereafter
	Other Parties Involved:	N/A

Delaware River Port Authority
Finance Committee Meeting Minutes
December 5, 2012 – 9:30 A.M.

Committee Members:

David Simon, Esquire (Committee Vice Chair)
Jeffrey Nash (Committee Chair) (via telephone)
Rick Taylor
William Sasso
Joann Bell
Walter D'Alessio (via telephone)
Charles Fentress

Others Present:

John Cascarano, Assistant Counsel, NJ Governor Authorities Unit (via telephone)
Victoria Page-Wooten, Executive Deputy General Counsel
John Matheussen, Chief Executive Officer
Michael Conallen, Deputy Chief Executive Officer
John Hanson, Chief Financial Officer
Danielle McNichol, General Counsel and Corporate Secretary
Tim Pulte, Chief Operating Officer
Toni Brown, Chief Administrative Officer
Jim White, Director of Finance
Jim Quinn, Director of Revenue
Orville Parker, Manager, Budget/Financial Analysis
Bill Anderson, Budget Analyst, Finance
Darcie DeBeaumont, Senior Accountant, Finance
Ron Gilbert, Manager, Accounting
Jennifer DePoder, Financial Analyst
Michael Venuto, Chief Engineer
John Rink, General Manager, PATCO
John Lotierzo, Director of Finance, PATCO
Tom Raftery, Inspector General
Tim Ireland, Director of Communications
Sheila Milner, Administrative Coordinator
Elizabeth McGee, Administrative Secretary
Joe Quigley
Mike Wilson (Davis Group)
Bill Schofield (PNC)
Jeff Jansen (AON)
Dan Robinson (Pugliese Associates)

Chairman Simon called the meeting to order. He asked the Corporate Secretary to call the roll. The Corporate Secretary called the roll. It was announced by the Corporate Secretary that there was a quorum. Chairman Simon presided.

Chairman Simon called for a motion to go into Executive Session. He said that the decisions made in Executive Session will be made public when the issues are resolved. Chairman Simon said the meeting will come back into Open Session following the Executive Session. Upon motion duly made and seconded, the Committee moved into Executive Session.

Chairman Simon announced that the Finance Committee was back in Open Session. Upon motion duly made and seconded, the recommendation was made to recommend to the full Board the DRPA Operating Budget, PATCO Operating Budget and Capital Budget.

Chairman Simon stated that Resolution in accordance with Section 5.07 of the 1999 Port District Project Bonds Indenture, Resolution in accordance with Section 5.07 of the 1998 Port District Project Bonds Indenture, Resolution in accordance with Section 5.07 of the 2001 Port District Project Bonds Indenture and Resolution in accordance with Sections 5.15 and 5.09 of the 1998 Indenture of Trust were discussed in Executive Session.

Upon motion duly made and seconded, the recommendation was made to recommend to the full Board Resolution in accordance with Section 5.07 of the 1999 Port District Project Bonds Indenture, Resolution in accordance with Section 5.07 of the 1998 Port District Project Bonds Indenture, Resolution in accordance with Section 5.07 of the 2001 Port District Project Bonds Indenture and Resolution in accordance with Sections 5.15 and 5.09 of the 1998 Indenture of Trust.

Chairman Simon stated that the Renewal of DRPA Bridge Property Damage and Loss of Toll Revenue Long-Term Policies does not have to be considered today as there is another thirty days available to discuss the matter. Chairman Simon stated that the renewal will be discussed next month at the Finance Committee.

There being no further business, on motion duly made and seconded, the meeting was adjourned.

SUMMARY STATEMENT

ITEM NO.: DRPA-12-116

SUBJECT: 2013 DRPA Operating Budgets

COMMITTEE

Finance

COMMITTEE MEETING DATE:

December 5, 2012

BOARD ACTION DATE:

December 12, 2012

PROPOSAL: That the DRPA Commission adopt an Operating Budget for the year 2013.

PURPOSE: To approve an Operating Budget consistent with anticipated revenues and as required by the 1998 Bond Indenture

BACKGROUND: The proposed 2013 DRPA Operating Budgets, which are attached hereto, reflect the priorities of bridge operations, security, maintenance and safety. The Budgets were developed based on input from Department Chiefs, Directors and staff, and further refined through a formal review process led by the Chief Executive Officer, Deputy Chief Executive Officer, Chief Financial Officer, the Operating Budget Review Committee and the Finance Committee.

The proposed total overall Authority budget includes expenditures of \$257.7 million, a decrease of \$17.3 million, or a decrease of 6.29%, from the 2012 year total of \$274.99 million.

The operating budgets for all DRPA operations show an increase of \$2,834,458 vs. the 2012 budget, resulting in a combined increase of 3.47%.

DRPA Operating Budget

The 2013 DRPA Operating Budget proposes total operating expenditures of \$76,038,653 this represents an increase of \$1,899,622 or a 2.56% increase compared to the 2012 approved budget. (The DRPA operating budget does not include the E-ZPass Customer Service Center, One Port Center and Ferry operations.)

Proposed operating budgets for One Port Center, E-ZPass Customer Service Center and Ferry operations are described below:

E-ZPass Customer Service Center

Proposed 2013 Operating Budget for the E-ZPass Customer Service Center (operated by ACS on behalf of the New Jersey ETC Group) is

primarily attributable to increased transaction costs and destruction expense for returned transponders.

One Port Center (OPC)

Proposed 2013 Operating Budget for One Port Center for 2013 is \$1,879,670 which represents a decrease of \$1,403 or -0.07% from the 2012 approved budget.

Ferry

Proposed 2013 Operating Budget for the Ferry is \$62,351, representing a small decrease of \$161 or -0.26% from the 2012 approved budget.

The operating budgets for all operations described above total \$84,409,274 vs. a 2012 approved budget of \$81,574,816. This represents a \$2,834,458 increase in the operating budgets or a combined 3.47% increase for the aforementioned budgets. Total estimated DRPA revenues, including toll revenues, interest income and miscellaneous revenues, of approximately \$303.0 million support these operations. (Note PATCO revenues are not included in this figure as they are shown in the 2013 PATCO Operating Budget Resolution).

The DRPA shall not expend funds in excess of this total authorization figure without a Resolution of the Board of Commissioners to increase said authorization.

SUMMARY:

Amount for DRPA Operating Budget: \$76,038,653
Source of Funds: Revenue Fund, General Fund
Amount for E-ZPass Customer Service Center: \$6,428,600
Source of Funds: Revenue Fund
Amount for One Port Center: \$1,879,670
Source of Funds: Revenue Fund
Amount for Ferry: \$62,351
Source of Funds: General Fund

RESOLUTION

RESOLVED: That the 2013 DRPA Operating Budgets attached hereto are hereby approved;

FURTHER RESOLVED: That the DRPA shall not expend funds in excess of the total authorized 2013 Operating Budgets unless such Budgets have been amended by Resolution of the Board of Commissioners to increase said authorization.

SUMMARY:

Amount for DRPA Operating Budget: \$76,038,653
Source of Funds: Revenue Fund, General Fund
Amount for E-ZPass Customer Service Center: \$6,428,600
Source of Funds: Revenue Fund
Amount for One Port Center: \$1,879,670
Source of Funds: Revenue Fund
Amount for Ferry: \$62,351

**Delaware River Port Authority
Proposed 2013 Operating Budget**

Grand Summary

	2012 Approved Budget	2013 Proposed Budget	2013 vs 2012 Budget Change	2013 vs 2012 Percent Change
PAYROLL				
REGULAR	\$ 35,098,026	\$ 35,550,253	\$ 452,227	1.29%
GUARANTEED OVERTIME - UNION CONTRACTS	78,900	79,650	750	0.95%
GUARANTEED OVERTIME - NON UNION	36,000	35,000	(1,000)	-2.78%
OTHER OVERTIME	776,880	766,330	(10,550)	-1.36%
EMPLOYEE SERVICE EXPENSES	23,402,815	26,440,774	3,037,959	12.98%
Less CAPITALIZED PAYROLL	(2,679,637)	(3,695,722)	(1,016,085)	37.92%
TOTAL PAYROLL	56,712,984	59,176,285	2,463,301	4.34%
OTHER EXPENSES				
C/E 1 EQUIPMENT & TOOLS	417,675	385,665	(32,010)	-7.66%
C/E 2 FURNITURE & FIXTURES	11,966	20,941	8,975	75.00%
C/E 3 OFFICE SUPPLIES	159,206	119,600	(39,606)	-24.88%
C/E 5 VEHICLE REPAIRS & SUPPLIES	1,055,575	1,109,509	53,934	5.11%
C/E 6 REPAIRS & MAINTENANCE	3,443,854	3,184,587	(259,267)	-7.53%
C/E 8 INSURANCE	3,234,386	3,006,039	(228,347)	-7.06%
C/E 9 RESERVE - SELF INSURANCE	-	175,000	175,000	+
C/E 10 UTILITIES	3,394,238	3,059,753	(334,485)	-9.85%
C/E 11 RENTALS	10,490	7,575	(2,915)	-27.79%
C/E 12 PRINTING	19,300	9,950	(9,350)	-48.45%
C/E 13 UNIFORMS	289,483	270,248	(19,235)	-6.64%
C/E 14 ADVERTISING & PROMOTION	28,600	19,900	(8,700)	-30.42%
C/E 15 PROFESSIONAL FEES & SERVICES	2,593,513	3,051,100	457,587	17.64%
C/E 16 DATA PROCESSING	542,147	541,799	(348)	-0.06%
C/E 17 MEMBERSHIPS & SUBSCRIPTIONS	100,194	70,690	(29,504)	-29.45%
C/E 18 TRAVEL, MEETINGS & DEVELOPMENT	126,045	91,315	(34,730)	-27.55%
C/E 19 POSTAGE	65,500	60,100	(5,400)	-8.24%
C/E 21 MISCELLANEOUS	20,300	19,850	(450)	-2.22%
C/E 22 CONTRACTUAL SERVICES	9,087,304	9,773,265	685,961	7.55%
C/E 23 TRAINING	262,056	256,103	(5,953)	-2.27%
TOTAL OTHER	24,861,832	25,232,989	371,157	1.49%
TOTAL OPERATING EXPENSES	\$ 81,574,816	\$ 84,409,274	\$ 2,834,458	3.47%

**Delaware River Port Authority
Proposed 2013 Operating Budget**

Less Ferry, OPC & CSC

	2012 Approved Budget	2013 Proposed Budget	Bdgt to Bdgt \$ Change	Bdgt to Bdgt % Change
PAYROLL				
REGULAR	\$ 35,098,026	\$ 35,550,253	\$ 452,227	1.29%
GUARANTEED OVERTIME - UNION CONTRACTS	78,900	79,650	750	0.95%
GUARANTEED OVERTIME - NON UNION	36,000	35,000	(1,000)	-2.78%
OTHER OVERTIME	776,880	766,330	(10,550)	-1.36%
EMPLOYEE SERVICE EXPENSES	23,402,815	26,440,774	3,037,959	12.98%
Less CAPITALIZED PAYROLL	(2,679,637)	(3,695,722)	(1,016,085)	37.92%
TOTAL PAYROLL	56,712,984	59,176,285	2,463,301	4.34%
OTHER EXPENSES				
C/E 1 EQUIPMENT & TOOLS	412,675	385,665	(27,010)	-6.55%
C/E 2 FURNITURE & FIXTURES	6,395	15,370	8,975	140.34%
C/E 3 OFFICE SUPPLIES	156,886	118,180	(38,706)	-24.67%
C/E 5 VEHICLE REPAIRS & SUPPLIES	1,055,575	1,109,509	53,934	5.11%
C/E 6 REPAIRS & MAINTENANCE	3,095,185	2,819,401	(275,784)	-8.91%
C/E 8 INSURANCE	3,102,773	2,903,415	(199,358)	-6.43%
C/E 9 RESERVE - SELF INSURANCE	-	175,000	175,000	+
C/E 10 UTILITIES	2,641,168	2,290,748	(350,420)	-13.27%
C/E 11 RENTALS	6,890	3,650	(3,240)	-47.02%
C/E 12 PRINTING	13,650	7,550	(6,100)	-44.69%
C/E 13 UNIFORMS	289,483	270,248	(19,235)	-6.64%
C/E 14 ADVERTISING & PROMOTION	26,600	17,900	(8,700)	-32.71%
C/E 15 PROFESSIONAL FEES & SERVICES	2,337,933	2,744,608	406,675	17.39%
C/E 16 DATA PROCESSING	542,147	541,799	(348)	-0.06%
C/E 17 MEMBERSHIPS & SUBSCRIPTIONS	100,194	68,190	(32,004)	-31.94%
C/E 18 TRAVEL, MEETINGS & DEVELOPMENT	126,045	91,315	(34,730)	-27.55%
C/E 19 POSTAGE	65,500	60,100	(5,400)	-8.24%
C/E 21 MISCELLANEOUS	20,300	19,850	(450)	-2.22%
C/E 22 CONTRACTUAL SERVICES	3,164,592	2,963,767	(200,825)	-6.35%
C/E 23 TRAINING	262,056	256,103	(5,953)	-2.27%
TOTAL OTHER	17,426,047	16,862,368	(563,679)	-3.23%
TOTAL OPERATING EXPENSES	\$ 74,139,031	\$ 76,038,653	\$ 1,899,622	2.56%

**Delaware River Port Authority
Proposed 2013 Operating Budget**

Customer Service Center

	2012 Approved Budget	2013 Proposed Budget	Bdgt to Bdgt \$ Change	Bdgt to Bdgt % Change
PAYROLL				
REGULAR	\$ -	\$ -	\$ -	
GUARANTEED OVERTIME - UNION CONTRACTS				
GUARANTEED OVERTIME - NON UNION				
OTHER OVERTIME				
EMPLOYEE SERVICE EXPENSES				
Less CAPITALIZED PAYROLL				
TOTAL PAYROLL				
OTHER EXPENSES				
C/E 1 EQUIPMENT & TOOLS				
C/E 2 FURNITURE & FIXTURES				
C/E 3 OFFICE SUPPLIES				
C/E 5 VEHICLE REPAIRS & SUPPLIES				
C/E 6 REPAIRS & MAINTENANCE				
C/E 8 INSURANCE				
C/E 9 RESERVE - SELF INSURANCE				
C/E 10 UTILITIES				
C/E 11 RENTALS				
C/E 12 PRINTING	1,000	1,000	-	0.00%
C/E 13 UNIFORMS				
C/E 14 ADVERTISING & PROMOTION				
C/E 15 PROFESSIONAL FEES & SERVICES	96,000	147,000	51,000	53.13%
C/E 16 DATA PROCESSING				
C/E 17 MEMBERSHIPS & SUBSCRIPTIONS		2,500	2,500	+
C/E 18 TRAVEL, MEETINGS & DEVELOPMENT				
C/E 19 POSTAGE				
C/E 21 MISCELLANEOUS				
C/E 22 CONTRACTUAL SERVICES	5,395,200	6,278,100	882,900	16.36%
C/E 23 TRAINING				
TOTAL OTHER	<u>5,492,200</u>	<u>6,428,600</u>	<u>936,400</u>	<u>17.05%</u>
TOTAL OPERATING EXPENSES	<u>\$ 5,492,200</u>	<u>\$ 6,428,600</u>	<u>\$ 936,400</u>	<u>17.05%</u>

**Delaware River Port Authority
Proposed 2013 Operating Budget**

Ferry

	2012 Approved Budget	2013 Proposed Budget	Bdgt to Bdgt \$ Change	Bdgt to Bdgt % Change
PAYROLL				
REGULAR	\$ -	\$ -	\$ -	
GUARANTEED OVERTIME - UNION CONTRACTS				
GUARANTEED OVERTIME - NON UNION				
OTHER OVERTIME				
EMPLOYEE SERVICE EXPENSES				
Less CAPITALIZED PAYROLL				
TOTAL PAYROLL				
OTHER EXPENSES				
C/E 1 EQUIPMENT & TOOLS				
C/E 2 FURNITURE & FIXTURES				
C/E 3 OFFICE SUPPLIES				
C/E 5 VEHICLE REPAIRS & SUPPLIES				
C/E 6 REPAIRS & MAINTENANCE	13,000	20,000	7,000	53.85%
C/E 8 INSURANCE	36,887	29,054	(7,833)	-21.24%
C/E 9 RESERVE - SELF INSURANCE				
C/E 10 UTILITIES	1,500	3,500	2,000	133.33%
C/E 11 RENTALS	3,600	3,925	325	9.03%
C/E 12 PRINTING	4,650	1,400	(3,250)	-69.89%
C/E 13 UNIFORMS				
C/E 14 ADVERTISING & PROMOTION	2,000	2,000	-	0.00%
C/E 15 PROFESSIONAL FEES & SERVICES	875	2,472	1,597	182.51%
C/E 16 DATA PROCESSING				
C/E 17 MEMBERSHIPS & SUBSCRIPTIONS				
C/E 18 TRAVEL, MEETINGS & DEVELOPMENT				
C/E 19 POSTAGE				
C/E 21 MISCELLANEOUS				
C/E 22 CONTRACTUAL SERVICES				
C/E 23 TRAINING				
TOTAL OTHER	<u>62,512</u>	<u>62,351</u>	<u>(161)</u>	-0.26%
TOTAL OPERATING EXPENSES	<u>\$ 62,512</u>	<u>\$ 62,351</u>	<u>\$ (161)</u>	-0.26%

**Delaware River Port Authority
Proposed 2013 Operating Budget**

One Port Center

	2012 Approved Budget	2013 Proposed Budget	Bdgt to Bdgt \$ Change	Bdgt to Bdgt % Change
PAYROLL				
REGULAR	\$ -	\$ -	\$ -	
GUARANTEED OVERTIME - UNION CONTRACTS				
GUARANTEED OVERTIME - NON UNION				
OTHER OVERTIME				
EMPLOYEE SERVICE EXPENSES				
Less CAPITALIZED PAYROLL				
TOTAL PAYROLL				
OTHER EXPENSES				
C/E 1 EQUIPMENT & TOOLS	5,000		(5,000)	-100.00%
C/E 2 FURNITURE & FIXTURES	5,571	5,571	-	0.00%
C/E 3 OFFICE SUPPLIES	2,320	1,420	(900)	-38.79%
C/E 5 VEHICLE REPAIRS & SUPPLIES				
C/E 6 REPAIRS & MAINTENANCE	335,669	345,186	9,517	2.84%
C/E 8 INSURANCE	94,726	73,570	(21,156)	-22.33%
C/E 9 RESERVE - SELF INSURANCE				
C/E 10 UTILITIES	751,570	765,505	13,935	1.85%
C/E 11 RENTALS				
C/E 12 PRINTING				
C/E 13 UNIFORMS				
C/E 14 ADVERTISING & PROMOTION				
C/E 15 PROFESSIONAL FEES & SERVICES	158,705	157,020	(1,685)	-1.06%
C/E 16 DATA PROCESSING				
C/E 17 MEMBERSHIPS & SUBSCRIPTIONS				
C/E 18 TRAVEL, MEETINGS & DEVELOPMENT				
C/E 19 POSTAGE				
C/E 21 MISCELLANEOUS				
C/E 22 CONTRACTUAL SERVICES	527,512	531,398	3,886	0.74%
C/E 23 TRAINING				
TOTAL OTHER	<u>1,881,073</u>	<u>1,879,670</u>	<u>(1,403)</u>	-0.07%
TOTAL OPERATING EXPENSES	<u>\$ 1,881,073</u>	<u>\$ 1,879,670</u>	<u>\$ (1,403)</u>	-0.07%

SUMMARY STATEMENT

ITEM NO.: DRPA-12-117

SUBJECT: 2013 DRPA Capital Budget

COMMITTEE:

Finance

COMMITTEE MEETING DATE:

December 5, 2012

BOARD ACTION DATE:

December 12, 2012

PROPOSAL: That DRPA approve and adopt a 2013 DRPA Capital Budget

PURPOSE: To establish the 2013 DRPA Capital Budget

BACKGROUND: Each year the DRPA adopts an updated five-year Capital Program and an annual Capital Budget. The Capital Program was developed based on input from Division Chiefs, Department and Facility Directors, and bridge and PATCO personnel and is then refined through a formal review process led by the Chief Executive Officer (CEO), Deputy CEO, Chief Financial Officer, Chief Engineer and the Capital Budget Review Committee. This review process utilizes a framework that prioritizes projects based on essential maintenance, security, safety, customer service, operational enhancements, available funding and operational capacity.

The 2013 Capital Budget reflects the DRPA's commitment to maintain and improve its bridge and transit facilities in support of providing safe, reliable transportation facilities for the region. In addition to the inspections conducted by our Engineering Department, Biennial Inspections are conducted at each facility by outside consultants. As a result, many of the capital improvement projects included in the Capital Program are in response to recommendations made during the Biennial Inspection.

The 2013 Capital Budget proposes estimated net spending of \$119,275,000 (net of federal grants of approximately \$57,498,000 million) on projects identified for the year 2013. Net funding required to complete projects included in the 2013 capital budget totals \$538,232,000. It includes essential on-going and new start Capital Projects on all four bridge facilities, the PATCO High Speed Line, and Ferry to maintain the current state of repair of the facilities and to ensure the safety and security of customers and employees. The multi-year Capital Program proposes total net expenditures of \$746,032,000.

Three (3) of the largest projects, all with projected 2013 costs in excess of \$10.0 million, total \$95.0 million (including \$48.3 million in federal funding) and nets to \$46.7 million in DRPA funding. These are shown below:

- 1) Track Rehabilitation across the BFB (PATCO) Total - \$15.0 million and nets to \$10.7 million (\$4.3 million in FTA funding).
- 2) Rehabilitation of Fleet (PATCO) Total - \$49.0 million and nets to \$5.0 million (\$44.0 million in FTA funding).
- 3) Redeck Suspended and Anchorage Spans (Walt Whitman Bridge) Total - \$31.0 million.

The amount required to complete the aforementioned projects totals \$252.0 million (inclusive of expenditures for 2013 and subsequent years). (Total federal funding is approximately \$52.6 million resulting in net estimated DRPA costs of \$199.4 million.)

The 2013 Capital Budget projects will be funded by the General Fund and project funds from the issuance of new revenue bonds in 2013. (Note: Any major capital expenditures funded by the General Fund are subject to reimbursement by the new bond issue, as per DRPA 12-051, "Reimbursement of Expenditures Resolution.") In addition, certain short-lived capital expenditures (vehicles, equipment, etc.), reflected on the 2013 schedules (Schedules A, B, D, T and V), will be funded by the General Fund.

SUMMARY:	Amount:	\$119,275,000 (for the year 2013)
	Source of Funds:	General Fund/New 2013 Revenue Bond Issue
	Capital Project #:	N/A
	Operating Budget:	N/A
	Master Plan Status:	N/A
	Other Fund Sources:	Federal Grants
	Duration of Contract:	N/A
	Other Parties Involved:	N/A

RESOLUTION

RESOLVED: That the 2013 DRPA Capital Budget is hereby approved by the Board of Commissioners (subject to the availability of funds); and be it

FURTHER RESOLVED: That the DRPA shall not expend funds in excess of the total authorized 2013 Capital Budget, in the amount of \$119,275,000 unless such Budget shall be amended by Resolutions of the Board of Commissioners to increase said authorization.

SUMMARY:

Amount:	\$119,275,000 (for the year 2013)
Source of Funds:	General Fund/New 2013 Revenue Bond Issue
Capital Project #:	N/A
Operating Budget:	N/A
Master Plan Status:	N/A
Other Fund Sources:	Federal Grants
Duration of Contract:	N/A
Other Parties Involved:	N/A

DRAFT

**DELAWARE RIVER PORT AUTHORITY
Five Year Capital Program
As of 1/1/2013
Estimated Project Cost (\$000's)**

CONSULTATIVE AND DELIBERATIVE WORK PRODUCT

Priority Descriptions

Very High	Project Must Be Started in 2013.
High	Required Due To Biennial Inspection or Internal Investigation - Must Be Done Within 1 - 2 Years.
Medium	Project Identified by Biennial Inspection/Internal Investigation - Must Be Done Within Next 2 Years or More.
Low	Project Not Identified By Biennial Inspection/Internal Investigation.

Biennial Inspection, Essential Maintenance or In Progress Projects - Strongly recommended to be included

Biennial Inspection, Essential Maintenance or In Progress Projects - Not recommended for adjustment without discussion of operational impacts

Maintenance Projects, Lower Priority Projects or Operations Projects - Timing can be adjusted with understanding of operational impacts

Customer Enhancements - Timing can be adjusted with minimal operational impacts

DELAWARE RIVER PORT AUTHORITY
2013 Capital Budget
As of 1/1/2013
Estimated Project Cost (\$000's)

	2013	Total Cost to Complete (*)
Benjamin Franklin Bridge	\$3,650	\$18,750
Walt Whitman Bridge	\$34,750	\$118,850
Commodore Barry Bridge	\$3,525	\$100,325
Betsy Ross Bridge	\$3,000	\$15,500
Multi-Bridges or All Facilities	\$5,325	\$23,325
Facility Security	\$733	\$833
DRPA Other	\$2,680	\$4,930
Ferry	\$320	\$320
PATCO	\$43,117	\$213,892
Technology	\$10,038	\$29,370
All Schedules (A, B, D, T, V, P and Capital Labor)	\$12,137	\$12,137
Total Capital Program	\$119,275	\$538,232

* Net of Federal/State Funding

DELAWARE RIVER PORT AUTHORITY
Five Year Capital Program
As of 1/1/2013
Estimated Project Cost (\$000's)

Project Number	Description	Priority	2013	Total
<i>Benjamin Franklin Bridge</i>				
BF0901	Salt Storage Building	In Progress C	\$50	\$50
A10002	Administration Building Water Booster Pump & Hot Water System Replacement	In Progress C	\$50	\$50
New Item	Pavement Rehabilitation	High	\$1,700	\$1,700
BFxxxx	Suspension Cable Inspection/Cable Rehabilitation Design	High	\$100	\$5,100
BF1002	5th Street Vehicle Tunnel	High	\$200	\$1,700
New Item	4th Street Garage Lead Remediation	High	\$350	\$350
New Item	Administration and Annex Buildings - Chiller Replacement	High	\$200	\$400
New Item	4th Street Garage Cathodic Protection	Medium	\$200	\$200
BF1201	Masonry Rehabilitation	Medium	\$200	\$5,800
New Item	South Walkway Bicycle & Pedestrian Ramp	Other	\$600	\$3,400
	BFB Projects: Subtotal		\$3,650	\$18,750
	Less: Federal Share		\$0	\$0
	DRPA Share of Costs		\$3,650	\$18,750
<i>Walt Whitman Bridge</i>				
WB0702	Redeck Suspended Span and Anchorage Spans - Design & Construction	In Progress C	\$31,000	\$35,000
WBxxxx	Deleading and Repainting - Phase 3 (Suspended Span, Towers & Anchorages)	Very High	\$500	\$71,000
WB0901	Dehumidify Anchorages	High	\$2,500	\$3,750
WB1101	Toll Plaza Rehabilitation	High	\$400	\$2,000
WBxxxx	Replace Boilers	Medium	\$100	\$500
WBxxxx	Heavy Duty Vehicle Repair Shop	Medium	\$100	\$500
WBxxxx	Replacement of PA VMS Boards	Medium	\$150	\$6,100
	WWB Projects: Subtotal		\$34,750	\$118,850
	Less: Federal Share		\$0	\$0
	DRPA Share of Costs		\$34,750	\$118,850
<i>Commodore Barry Bridge</i>				
CB0904	Structural Rehabilitation	In Progress C	\$50	\$50
CB1202	Emergency Generator Replacement	In Progress C	\$200	\$200
CB1205	Chiller Replacement	In Progress C	\$75	\$75
CB0908	Gantry Power Feeder Replacement	Very High	\$2,000	\$3,000
CB1203	Deleading and Repainting	Very High	\$500	\$87,000
New Item	Structural Rehabilitation - Phase II	Medium	\$100	\$7,900
CBxxxx	NJ Approach Roadway Resurfacing	Medium	\$250	\$1,750
CB1204	Roof Replacements	Very High	\$350	\$350
	CBB Projects: Subtotal		\$3,525	\$100,325
	Less: Federal Share		\$0	\$0
	DRPA Share of Costs		\$3,525	\$100,325
<i>Betsy Ross Bridge</i>				
RB1001	Bridge Resurfacing	In Progress D	\$3,000	\$15,500
	BRB Projects: Subtotal		\$3,000	\$15,500
	Less: Federal Share		\$0	\$0
	DRPA Share of Costs		\$3,000	\$15,500
<i>Multi - or All Bridges</i>				
Yearly	General Engineering Consulting Services (GEC)	In Progress	\$1,875	\$9,375
Yearly	Program Management for Capital Projects	In Progress	\$1,000	\$5,000
BF0903; WW1102; CB1201	Pavement Improvements - WWB/BFB/CBB	In Progress	\$700	\$700
Yearly	Rehabilitation Work Due to Biennial Inspections	In Progress	\$300	\$1,500
AB1102	New Toll Plaza Canopy Signs - WWB/BFB	In Progress	\$300	\$300
AB1103	Replace Bridge Speed-Limit Signs - WWB/BRB	In Progress	\$250	\$250
AB0902	Electronic and Roadway Signing Improvements - All Bridges	High	\$150	\$1,050
AB1001	PATCO Outbound and Topographic Survey	High	\$400	\$2,050
New Item	DRPA Truck Permit Program	High	\$200	\$2,500
New Item	Emergency Power Improvements	High	\$150	\$600
	Multi - or All Bridges Projects: Subtotal		\$5,325	\$23,325
	Less: Federal Share		\$0	\$0
	DRPA Share of Costs		\$5,325	\$23,325

DELAWARE RIVER PORT AUTHORITY
Five Year Capital Program
As of 1/1/2013
Estimated Project Cost (\$000's)

Project Number	Description	Priority	2013	Total
<i>Facility Security</i>				
BF1004	Bridge Hardening - BFB	In Progress C	\$100	\$100
AB1003	BRB/WWB Cameras	In Progress D	\$1,500	\$1,500
PD0902	PATCO Tunnel Infrared Fit Out	High	\$1,333	\$1,333
PD1102	PATCO Prox Card System & Center Tower Hardening	High	\$315	\$1,757
PD1201	BFB Pedestrian Walkway Cameras & Call Stations	Medium	\$300	\$400
Facility Security Projects: Subtotal			\$3,548	\$5,090
Less: Federal Share			\$2,815	\$4,257
DRPA Share of Costs			\$733	\$833
<i>DRPA Other</i>				
OCIP	Owner Controlled Insurance Program/Safety Loss Control Services	In Progress	\$1,900	\$3,800
OP1201	Backup Generator for OPC 6th Floor Data Center	High	\$350	\$350
New Item	Admiral Wilson Boulevard Remediation and Construction	High	\$100	\$450
New Item	Replace Leaking Heat Exchanger in Rooftop Mechanical Room	High	\$330	\$330
DRPA Other: Subtotal			\$2,680	\$4,930
Less: Federal Share			\$0	\$0
DRPA Share of Costs			\$2,680	\$4,930
<i>Ferry</i>				
A12010	Camden Ferry Terminal Pile Cluster Replacement	Very High	\$320	\$320
Ferry: Subtotal			\$320	\$320
Less: Federal Share			\$0	\$0
DRPA Share of Costs			\$320	\$320
<i>PATCO - DRPA Funded</i>				
PD0905	PATCO Power Cable and Pole Line Replacement	In Progress C	\$2,500	\$2,500
PD1006	Replace Transformers at Electrical Substations - Phase 1	In Progress C	\$1,200	\$1,200
PD0918	Replace Escalators @ Woodcrest, 12/13th & Locust, & 15/16th & Locust Stations	In Progress C	\$3,600	\$4,800
PD1005	PATCO Shop Annex Building	In Progress C	\$3,500	\$3,500
PD1203	Upgrade PATCO to 800 MHz Radio System	In Progress C	\$3,000	\$3,000
Yearly	Rebuild Transit Car Trucks	Very High	\$1,323	\$1,323
PD0915	Wayside Improvements for Car Overhaul Program	Very High	\$400	\$2,000
PD0806	Upgrade DC Power for Lindenwold Shop & Yard	Very High	\$400	\$750
PD1204	Replace Transformers at Electrical Substations - Phase 2	High	\$2,325	\$2,325
PD0909	Rehabilitation of Tunnel Sidewalk Gratings - Philadelphia & Camden	High	\$1,000	\$2,000
PDxxxx	Replace Transformers at Electrical Substations - Phase 3	High	\$850	\$1,900
PD1107	Track Utility Vehicle Purchase , PATCO Equipment	Very High	\$988	\$2,600
Yearly	Traction Motor Rebuilds	Very High	\$915	\$915
New Item	Procure and install Computer Based Maintenance Management System (CBMMS)	Very High	\$750	\$1,500
New Item	VMS Sign Replacement	High	\$389	\$389
New Item	Emergency Generator Replacement at Lindenwold Shop	High	\$200	\$800
PD0913	Walter Rand Transportation Center Reconfiguration	Medium	\$100	\$650
PD0904	Concourse Improvements - Phase 2	Medium	\$500	\$1,025
PATCO - DRPA Funded: Subtotal			\$23,940	\$33,177
Less: Federal Share			\$0	\$0
DRPA Share of Costs			\$23,940	\$33,177
<i>PATCO - DRPA/FTA Funded</i>				
PF0503	Rehabilitation of Fleet	In Progress C	\$49,000	\$144,000
PD0910	Elevators at 9/10th & Locust St. & Ferry Ave. Station	In Progress C	\$2,300	\$2,300
PF9903	Embankment Restoration, Drainage Improvements, & Retaining Walls Rehab.	In Progress C	\$750	\$3,750
PF0909	Lindenwold Yard Diamond Crossover	In Progress C	\$100	\$100
PD1202	Lindenwold and Westmont Stations Parking Lots Paving and Rehabilitation	In Progress C	\$750	\$750
PF1010	Track Rehabilitation Across the BFB	In Progress D	\$15,000	\$73,000
PF1202	Lindenwold Yard Track Rehabilitation & Lindenwold Viaduct	In Progress D	\$450	\$42,450
PF1002	Replace 13.2 kv Cable & Conduit on BFB for 302 Conduit	Very High	\$500	\$500
PF9602	Track Upgrade - Material	Very High	\$200	\$400
PFxxxx	Upgrade Center Tower SCADA Software	Very High	\$400	\$4,200
PF0910	Fence Replacement	Very High	\$1,000	\$1,000
PF1103	Transit Enhancements	Very High	\$200	\$200
PF1001	Smoke & Fire Control, Forced Air Ventilation Study	High	\$500	\$625
PFxxxx	Install Elevators in Remaining Stations	High	\$100	\$17,500
PFxxxx	Ferry & Collingswood Parking Lots	Medium	\$2,600	\$2,600
PATCO - DRPA/FTA Funded: Subtotal			\$73,850	\$293,375
Less: Federal Share			\$54,673	\$112,660
DRPA Share of Costs			\$19,177	\$180,715

DELAWARE RIVER PORT AUTHORITY
Five Year Capital Program
As of 1/1/2013
Estimated Project Cost (\$000's)

Project Number	Description	Priority	2013	Total
<i>Technology</i>				
TE1101	E-Z Pass Transponders - Mark IV E-Z Pass Transponders	In Progress	\$1,200	\$2,700
TE0902	Authority Copier & Printer Replacement	In Progress	\$138	\$690
New Item	Toll System Equipment Upgrade for all Facilities	Very High	\$1,370	\$1,370
TE0702	Enterprise Resource Planning System	Very High	\$1,000	\$16,000
New Item	PATCO Wayside Communications	Very High	\$800	\$800
New Item	OPC to BFB Camden Anchorage Fiber	Very High	\$700	\$700
TE1002	Electronic Records Management Software	Very High	\$500	\$950
TE1201	CAD RMS Mobile Upgrade	Very High	\$421	\$558
TE1102	Network Infrastructure Upgrade	Very High	\$410	\$410
New Item	In-Car Video - Wireless Version	Very High	\$352	\$352
TE1204	Upgrade of Nextfare Automated Fare Collection and CPA Payment Software	Very High	\$303	\$1,303
PD1105	PATCO Upgrade of Single Board Computers (SBCs) in AFC Gates and TVMs	Very High	\$273	\$273
New Item	WAN Equipment	Very High	\$250	\$250
TExxxx	EV1 AFC System Configuration Change	Very High	\$310	\$310
TExxxx	Tri-Reader 3 upgrade for PATCO Ticket Vending Machines	Very High	\$300	\$300
New Item	TVM Upgrade/Pilot Bill Recycler Unit with 28" Screen	Very High	\$228	\$228
TI2007	Fuel Management System Upgrade - ORPAK	Very High	\$217	\$217
TE1205	Automated Fare Collection Monitoring System w/Parking System Monitoring	High	\$525	\$525
New Item	Disaster Recovery Buildout - CBB	High	\$510	\$510
TE1203	800MHz Replacement/Upgrade	Other	\$231	\$924
	Technology: Subtotal		\$10,038	\$29,370
	Less: Federal Share		\$0	\$0
	DRPA Share of Costs		\$10,038	\$29,370
<i>Miscellaneous Schedules and Capital Labor</i>				
	Schedule A: DRPA Miscellaneous Projects		\$632	\$632
	Schedule B: Furniture & Fixtures		\$225	\$225
	Schedule D: PATCO Miscellaneous Projects and Equipment		\$1,932	\$1,932
	Schedule T: Technology Projects and Equipment		\$1,622	\$1,622
	Schedule V: Vehicle and Vehicle Related Equipment		\$875	\$875
	Schedule P: Ports Miscellaneous Projects and Purchases		\$200	\$200
	Capital Labor		\$6,651	\$6,651
	Total DRPA Capital Program		\$119,275	\$538,232

**DELAWARE RIVER PORT AUTHORITY
2013 CAPITAL BUDGET
Schedule A: DRPA MISCELLANEOUS PROJECTS**

Project Number	Project Description	Material/ Equipment
	<i>Operations</i>	
	<i>Ben Franklin Bridge</i>	
A09002	Maintenance Building 5 Door Replacement	\$52,000
New Item	Oil/Water Separator Pit Replacement	\$150,000
New Item	Camden 6th Street Pedestrian Tunnel Polycarbonate Glazing Upgrade	\$26,000
	Subtotal: Ben Franklin Bridge	\$228,000
	<i>Operations</i>	
	<i>Walt Whitman Bridge</i>	
New Item	Training Room	\$40,000
	Subtotal: Walt Whitman Bridge	\$40,000
	<i>Operations</i>	
	<i>Commodore Barry Bridge</i>	
A12008	Building and Toll Lane Light Fixtures	\$43,000
	Subtotal: Commodore Barry Bridge	\$43,000
	<i>Operations</i>	
	<i>Betsy Ross Bridge</i>	
New Item	Replace Underbridge Security Camera Lighting	\$60,000
	Subtotal: Betsy Ross Bridge	\$60,000
	<i>Operations</i>	
	<i>Multi or All Bridges</i>	
A12009	UPS Equipment Replacement - BRB, BFB, CBB	\$100,000
	Subtotal: Multi or All Bridges	\$100,000
	<i>One Port Center</i>	
New Item	Emergency Exit on East Side of Parking Lot	\$12,500
New Item	Make Up Air Unit - Restrung Heating Elements	\$10,000
New Item	Tenant Fitout for former SNJ suite (3rd Floor)	\$87,500
New Item	Tenant Fitout for former NJCA suite (6th Floor)	\$51,250
	Subtotal: One Port Center	\$161,250
	Grand Totals: Schedule A - DRPA Miscellaneous Projects	\$632,250

**DELAWARE RIVER PORT AUTHORITY
2013 CAPITAL BUDGET
Schedule B: DRPA Furniture and Equipment**

Project Number	Furniture/Equipment Description	Furniture/Equipment
<i>One Port Center</i>		
New Item	Filing cabinets, electronic storage cabinets, chairs for conference table - General Counsel	\$10,434
	Subtotal: One Port Center	\$10,434
<i>Walt Whitman Bridge</i>		
New Item	MagnaBlaster Cleaning System	\$13,150
New Item	75 KVA Transformer (portable)	\$11,060
New Item	Storage Cabinets (Maintenance Dept)	\$57,500
New Item	Storage Cabinets (HVAC)	\$57,500
New Item	Storage Cabinets (Tools & Materials)	\$13,000
New Item	HVAC Air Conditioning Units	\$10,000
	Subtotal: Walt Whitman Bridge	\$162,210
<i>Commodore Barry Bridge</i>		
New Item	HVAC Air Conditioning Units	\$10,000
	Subtotal: Commodore Barry Bridge	\$10,000
<i>Multi or All Bridges</i>		
New Item	Fiber Optic Cable Splicer	\$16,212
New Item	FLIR E50 Infrared Camera (Thermal Imager)	\$6,423
New Item	Optical Time Domain Deflector/Fiber	\$20,000
	Subtotal: Multi or All Bridges	\$42,635
	Grand Totals: Schedule B - DRPA Furniture & Equipment	\$225,279

DELAWARE RIVER PORT AUTHORITY
2013 CAPITAL BUDGET
SCHEDULE D: PATCO MISCELLANEOUS PROJECTS AND EQUIPMENT

Project Number	Project/Item Description	Equipment/ Materials
MISCELLANEOUS PROJECTS & EQUIPMENT		
<i>Way & Power Department</i>		
D05027	Station Signage for Philadelphia Stations- for CMAQ Grant	\$100,000
D09010	New Storage Overhangs for Existing Vehicle Maintenance and M&W Buildings	\$143,000
D09016	Rehabilitation of Employee Restrooms for Subway Stations	\$55,000
D10003	Rehabilitation of Compressed Air Lines in Subway Tunnel	\$51,000
D11015	Replace Window/Louvers- Front St. & Birch St. Electrical Substations	\$105,000
D12001	Replace Lindenwold Station Canopy Roof	\$150,000
D12002	Install Stair Tower for Roof Access at Lindenwold Shop	\$50,500
New Item	Purchase Railroad Tie Changer	\$182,000
D11016	Purchase Ballast Broom & Hi-Rail Gear	\$98,000
New Item	Permanent Power for Cameras & Call Boxes at Haddonfield Station	\$8,500
D06028	Upgrade Center Tower Fire Alarm System	\$55,000
D08013	Electrical Substations Upgrades	\$72,000
D08021	Upgrade Switch Point Heater Disconnects	\$64,375
D08024	Upgrade Auto Train Dispatch (Starting Light) System for 15/16th & Woodcrest Stations	\$46,500
D08027	Motor-operated (MO) switch replacement for 3rd rail	\$56,000
D08030	Alternate Center Tower	\$12,250
D09027	UPS/LAN/CTC/Radio Room Enhancement @ 8th & Market	\$8,200
D09033	SCADA & CTC Upgrades	\$35,000
D10008	Refurbish Mainline (M3) Switch Machines	\$16,000
D10009	4000A Manual Sectionalizing Switch Replacement	\$41,600
D10010	Third Rail Heater Cable Upgrade - Mainline	\$90,000
D11011	Upgrade Yard Switch Indicator Lights to LED	\$5,000
D12003	Lindenwold Shop Computer Room Back-Up HVAC System	\$15,750
	Subtotal: Way & Power Department	\$1,460,675
	Less: Federal Share	\$100,000
	Subtotal: DRPA Share - Way & Power Department	\$1,360,675
<i>Equipment Department</i>		
D12005	Purchase Six Sets of Transit Car Batteries	\$45,000
New Item	Replace PLC in existing Niles Wheel Borer	\$66,500
New Item	Restore pit drains on track 1 and 2 in the car shop	\$185,000
New Item	Purchase a walk behind car mover	\$98,798
New Item	Purchase a wreck trailer with hi-rail gear	\$56,156
New Item	Replace wheel press recorder with recorder/controller	\$44,500
	Subtotal: Equipment Department	\$495,954
	Less: Federal Share	\$0
	Subtotal: DRPA Share - Equipment Department	\$495,954
<i>Fare Department</i>		
New Item	Haddonfield Coin Parking Lot N-1 Conversion to Freedom Card Only	\$75,000
	Subtotal: Fare Department	\$75,000
	Less: Federal Share	\$0
	Subtotal: DRPA Share - Fare Department	\$75,000
	Grand Total: Schedule D - PATCO	\$1,931,629

Note: Capital Labor cost of \$243,859 are included on Schedule M

**DELAWARE RIVER PORT AUTHORITY
2013 CAPITAL BUDGET
SCHEDULE T: TECHNOLOGY PROJECTS AND EQUIPMENT**

Project Number	Project/Item Description	Total Materials/ Equipment/ Contracts
<i>One Port Center</i>		
T12001	SATS Upgrade	\$50,000
	Subtotal: Revenue Audit	\$50,000
T12002	Electronic Toll Collection (ETC) System Upgrade - Lane Equipment	\$50,000
	Subtotal: Finance/Revenue	\$50,000
<i>Printing Services</i>		
New Item	Rimage DVD/CD Burning and Printer Equipment	\$11,063
	Subtotal: Printing Services	\$11,063
<i>Information Services</i>		
Yearly	Miscellaneous Hardware and Software	\$125,000
T11005	Video Conferencing	\$176,000
T12009	Fare Collection Data Security Upgrade	\$200,000
New Item	DVTEL Encoder Upgrades	\$175,000
New Item	6th Floor Reconfiguration	\$180,000
New Item	Electronic Board Packets	\$62,000
	Subtotal: Information Services	\$918,000
<i>PATCO</i>		
T08003	Development of Interactive Graphical Information System - Phase 2	\$155,000
T08004	Variable Message System Upgrade/Replacement	\$23,000
T12010	Cross Match Upgrade	\$17,906
New Item	Scheduling Software	\$165,000
New Item	Fusebox Implementation for AFC Credit Card Switch	\$150,000
	Subtotal: PATCO	\$510,906
<i>Public Safety</i>		
T12010	Cross Match Upgrade	\$81,961
	Subtotal: Public Safety	\$81,961
	Grand Total: Technology Projects & Equipment	\$1,621,930

Note: Capital Labor cost of \$90,002 are included on Schedule M

DELAWARE RIVER PORT AUTHORITY
2013 CAPITAL BUDGET
Schedule V: DRPA Vehicles & Related Equipment

Project Number	Vehicle/Related Equipment Description	Total Cost
	<i>Fleet Operations</i>	
	<i>Bridge Operations</i>	
63213	2013 International 7400x2 Dump Truck	\$135,000
63313	2013 International 7400x2 Dump Truck	\$135,000
63713	2013 Ford F550 Crew Cab Stake Body Truck	\$50,000
60613	Crew Cab Utility Body 4x4 Pickup with plow and lights	\$40,000
80513	Crew Cab Utility Body 4x4 Pickup with plow and lights	\$40,000
61313	2013 Ford F250 Crew Cab Pick-up Truck	\$30,000
61213	2013 Ford F150 XL 4x4	\$31,000
New Item	Hustler AWD Mower & Snow Remover	\$40,500
	Subtotal: Bridge Operations	\$501,500
	<i>Fleet Operations</i>	
	<i>Public Safety</i>	
1313	Patrol Cruiser	\$35,000
1513	Patrol Cruiser	\$35,000
1713	Patrol Cruiser	\$35,000
1813	Patrol Cruiser	\$35,000
3613	Patrol Cruiser	\$35,000
4513	Patrol Cruiser	\$35,000
5613	Patrol Cruiser	\$35,000
5413	SUV - Patrol Vehicle	\$36,000
7413	SUV - Patrol Vehicle	\$36,000
	Subtotal: Public Safety	\$317,000
	<i>Fleet Operations</i>	
	<i>PATCO</i>	
58413	2013 Ford E150 Van	\$26,000
53113	2013 Ford E350 Van	\$30,000
	Subtotal: PATCO	\$56,000
	Grand Totals: Schedule V - DRPA Vehicles & Related Equipment	\$874,500

**DELAWARE RIVER PORT AUTHORITY
2013 CAPITAL BUDGET
SCHEDULE P: PORTS MISCELLANEOUS PROJECTS AND PURCHASES**

Project Number	Project/Item Description	Total
New Item	M/V Freedom Drydock and Five Year Coast Guard Inspection	\$200,000
	<i>Grand Total: Schedule P - Ports</i>	<i>\$200,000</i>

Note: Capital Labor cost of \$10,000 are included on Schedule P

DELAWARE RIVER PORT AUTHORITY
Five Year Capital Program Summary

	DRPA Share Estimated Project Cost (\$000's)*					Total
	2013	2014	2015	2016	2017/Later	
Benjamin Franklin Bridge	\$3,650	\$8,500	\$20,250	\$9,100	\$21,500	\$63,000
Walt Whitman Bridge	\$34,750	\$15,200	\$24,500	\$43,350	\$32,500	\$150,300
Commodore Barry Bridge	\$3,525	\$32,000	\$34,300	\$27,600	\$8,000	\$105,425
Betsy Ross Bridge	\$3,000	\$4,900	\$7,600	\$100	\$2,400	\$18,000
Multi-Bridges or All Facilities	\$5,325	\$6,675	\$4,975	\$3,525	\$13,175	\$33,675
Facility Security	\$733	\$100	\$0	\$5,750	\$23,250	\$29,833
DRPA Other	\$2,680	\$2,250	\$0	\$0	\$0	\$4,930
Ferry	\$320	\$0	\$0	\$0	\$0	\$320
PATCO	\$43,117	\$71,335	\$82,021	\$39,619	\$14,150	\$250,242
Technology	\$10,038	\$12,079	\$5,928	\$778	\$547	\$29,370
All Schedules (A, B, D, T, V, P and Capital Labor)	\$12,137	\$12,200	\$12,200	\$12,200	\$12,200	\$60,937
Total Capital Program	\$119,275	\$165,239	\$191,774	\$142,022	\$127,722	\$746,032

* Net of Federal/State Funding

DELAWARE RIVER PORT AUTHORITY
Five Year Capital Program
As of 1/1/2013
Estimated Project Cost (\$000's)

Project Number	Description	Priority	2013	2014	2015	2016	2017/Later	Total
<i>Benjamin Franklin Bridge</i>								
BF0901	Salt Storage Building	In Progress C	\$50					\$50
A10002	Administration Building Water Booster Pump & Hot Water System Replacement	In Progress C	\$50					\$50
New Item	Pavement Rehabilitation	High	\$1,700					\$1,700
BFxxxx	Suspension Cable Inspection/Cable Rehabilitation Design	High	\$100	\$2,000	\$3,000			\$5,100
BF1002	5th Street Vehicle Tunnel	High	\$200	\$1,200	\$300			\$1,700
BFxxxx	Cable Dehumidification					\$500	\$20,000	\$20,500
BFxxxx	Bridge Deck Resurfacing			\$500	\$5,000	\$5,000		\$10,500
BF1202	Tower Expansion Joint Rehabilitation			\$1,000	\$3,000	\$3,000		\$7,000
New Item	4th Street Garage Lead Remediation	High	\$350					\$350
New Item	Administration and Annex Buildings - Chiller Replacement	High	\$200	\$200				\$400
New Item	4th Street Garage Cathodic Protection	Medium	\$200					\$200
BF1201	Masonry Rehabilitation	Medium	\$200	\$1,600	\$4,000			\$5,800
BF0902	Light Duty Vehicle Maintenance Building				\$2,800			\$2,800
BFxxxx	Administration, Maintenance and Annex Building Roof Replacements				\$1,350			\$1,350
BFxxxx	Maintenance Building Rehabilitation					\$300	\$500	\$800
New Item	South Walkway Bicycle & Pedestrian Ramp	Other	\$600	\$2,000	\$800			\$3,400
New Item	5th Street Realignment					\$300	\$1,000	\$1,300
	BFB Projects: Subtotal		\$3,650	\$8,500	\$20,250	\$9,100	\$21,500	\$63,000
	Less: Federal Share		\$0	\$0	\$0	\$0	\$0	\$0
	DRPA Share of Costs		\$3,650	\$8,500	\$20,250	\$9,100	\$21,500	\$63,000
<i>Walt Whitman Bridge</i>								
WB0702	Redeck Suspended Span and Anchorage Spans - Design & Construction	In Progress C	\$31,000	\$4,000				\$35,000
WBxxxx	Deleading and Repainting - Phase 3 (Suspended Span, Towers & Anchorages)	Very High	\$500	\$5,500	\$20,000	\$30,000	\$15,000	\$71,000
WB0901	Dehumidify Anchorages	High	\$2,500	\$1,250				\$3,750
WB1101	Toll Plaza Rehabilitation	High	\$400	\$1,600				\$2,000
New Item	NJ Approach Substructure Rehabilitation			\$1,900	\$850			\$2,750
WBxxxx	Cable Rehabilitation/Dehumidification				\$500	\$7,000	\$12,500	\$20,000
WBxxxx	Sign Gantry Rehabilitation (Approach Spans)				\$250	\$2,750		\$3,000
WBxxxx	PA Approach Overpass Structural Rehabilitation					\$500	\$4,500	\$5,000
WBxxxx	Replace Boilers	Medium	\$100	\$400				\$500
WBxxxx	Heavy Duty Vehicle Repair Shop	Medium	\$100	\$400				\$500
New Item	Emergency Generator at NJ Anchorage					\$200	\$500	\$700
WBxxxx	Replacement of PA VMS Boards	Medium	\$150	\$150	\$2,900	\$2,900		\$6,100
	WWB Projects: Subtotal		\$34,750	\$15,200	\$24,500	\$43,350	\$32,500	\$150,300
	Less: Federal Share		\$0	\$0	\$0	\$0	\$0	\$0
	DRPA Share of Costs		\$34,750	\$15,200	\$24,500	\$43,350	\$32,500	\$150,300

DELAWARE RIVER PORT AUTHORITY
Five Year Capital Program
As of 1/1/2013
Estimated Project Cost (\$000's)

Project Number	Description	Priority	2013	2014	2015	2016	2017/Later	Total
<i>Commodore Barry Bridge</i>								
CB0904	Structural Rehabilitation	In Progress C	\$50					\$50
CB1202	Emergency Generator Replacement	In Progress C	\$200					\$200
CB1205	Chiller Replacement	In Progress C	\$75					\$75
CB0908	Gantry Power Feeder Replacement	Very High	\$2,000	\$1,000				\$3,000
CB1203	Deleading and Repainting	Very High	\$500	\$28,500	\$28,500	\$24,500	\$5,000	\$87,000
CBxxxx	Replacement of Moveable Barrier					\$500		\$500
New Item	Structural Rehabilitation - Phase II	Medium	\$100	\$800	\$5,000	\$2,000		\$7,900
CBxxxx	NJ Approach Roadway Resurfacing	Medium	\$250	\$1,500				\$1,750
CB1204	Roof Replacements	Very High	\$350					\$350
CBxxxx	Administration Complex Electrical Updates			\$200	\$800			\$1,000
CB1002	Vehicle Storage Building Expansion					\$500		\$500
CBxxxx	Install Variable Messaging Signs					\$100	\$3,000	\$3,100
	CBB Projects: Subtotal		\$3,525	\$32,000	\$34,300	\$27,600	\$8,000	\$105,425
	Less: Federal Share		\$0	\$0	\$0	\$0	\$0	\$0
	DRPA Share of Costs		\$3,525	\$32,000	\$34,300	\$27,600	\$8,000	\$105,425
<i>Betsy Ross Bridge</i>								
RB1001	Bridge Resurfacing	In Progress D	\$3,000	\$4,900	\$7,600			\$15,500
New Item	NJ Approach Roadway Resurfacing						\$2,000	\$2,000
RBxxxx	Richmond Street Substation					\$100	\$400	\$500
	BRB Projects: Subtotal		\$3,000	\$4,900	\$7,600	\$100	\$2,400	\$18,000
	Less: Federal Share		\$0	\$0	\$0	\$0	\$0	\$0
	DRPA Share of Costs		\$3,000	\$4,900	\$7,600	\$100	\$2,400	\$18,000

DELAWARE RIVER PORT AUTHORITY
Five Year Capital Program
As of 1/1/2013
Estimated Project Cost (\$000's)

Project Number	Description	Priority	2013	2014	2015	2016	2017/Later	Total
<i>Multi - or All Bridges</i>								
Yearly	General Engineering Consulting Services (GEC)	In Progress	\$1,875	\$1,875	\$1,875	\$1,875	\$1,875	\$9,375
Yearly	Program Management for Capital Projects	In Progress	\$1,000	\$1,000	\$1,000	\$1,000	\$1,000	\$5,000
BF0903; WW1102; CB1201	Pavement Improvements - WWB/BFB/CBB	In Progress	\$700					\$700
Yearly	Rehabilitation Work Due to Biennial Inspections	In Progress	\$300	\$300	\$300	\$300	\$300	\$1,500
AB1102	New Toll Plaza Canopy Signs - WWB/BFB	In Progress	\$300					\$300
AB1103	Replace Bridge Speed-Limit Signs - WWB/BRB	In Progress	\$250					\$250
AB0902	Electronic and Roadway Signing Improvements - All Bridges	High	\$150	\$600	\$300			\$1,050
AB1001	PATCO Outbound and Topographic Survey	High	\$400	\$950	\$700			\$2,050
New Item	DRPA Truck Permit Program	High	\$200	\$1,500	\$800			\$2,500
New Item	Emergency Power Improvements	High	\$150	\$450				\$600
AB1104	Standpipe System Rehabilitation - BFB/WWB					\$350	\$10,000	\$10,350
	Multi - or All Bridges Projects: Subtotal		\$5,325	\$6,675	\$4,975	\$3,525	\$13,175	\$33,675
	Less: Federal Share		\$0	\$0	\$0	\$0	\$0	\$0
	DRPA Share of Costs		\$5,325	\$6,675	\$4,975	\$3,525	\$13,175	\$33,675
<i>Facility Security</i>								
BF1004	Bridge Hardening - BFB	In Progress C	\$100					\$100
AB1003	BRB/WWB Cameras	In Progress D	\$1,500					\$1,500
WBxxxx	Bridge Hardening - WWB					\$5,000	\$20,000	\$25,000
PD0902	PATCO Tunnel Infrared Fit Out	High	\$1,333					\$1,333
PD1102	PATCO Prox Card System & Center Tower Hardening	High	\$315	\$1,442				\$1,757
PD1201	BFB Pedestrian Walkway Cameras & Call Stations	Medium	\$300	\$100				\$400
PD1101	Interlocking Security Cameras					\$750	\$3,250	\$4,000
	Facility Security Projects: Subtotal		\$3,548	\$1,542	\$0	\$5,750	\$23,250	\$34,090
	Less: Federal Share		\$2,815	\$1,442	\$0	\$0	\$0	\$4,257
	DRPA Share of Costs		\$733	\$100	\$0	\$5,750	\$23,250	\$29,833
<i>DRPA Other</i>								
OCIP	Owner Controlled Insurance Program/Safety Loss Control Services	In Progress	\$1,900	\$1,900				\$3,800
OP1201	Backup Generator for OPC 6th Floor Data Center	High	\$350					\$350
New Item	Admiral Wilson Boulevard Remediation and Construction	High	\$100	\$350				\$450
New Item	Replace Leaking Heat Exchanger in Rooftop Mechanical Room	High	\$330					\$330
	DRPA Other: Subtotal		\$2,680	\$2,250	\$0	\$0	\$0	\$4,930
	Less: Federal Share		\$0	\$0	\$0	\$0	\$0	\$0
	DRPA Share of Costs		\$2,680	\$2,250	\$0	\$0	\$0	\$4,930
<i>Ferry</i>								
A12010	Camden Ferry Terminal Pile Cluster Replacement	Very High	\$320					\$320
	Ferry: Subtotal		\$320	\$0	\$0	\$0	\$0	\$320
	Less: Federal Share		\$0	\$0	\$0	\$0	\$0	\$0
	DRPA Share of Costs		\$320	\$0	\$0	\$0	\$0	\$320

DELAWARE RIVER PORT AUTHORITY
Five Year Capital Program
As of 1/1/2013
Estimated Project Cost (\$000's)

Project Number	Description	Priority	2013	2014	2015	2016	2017/Later	Total
<i>PATCO - DRPA Funded</i>								
PD0905	PATCO Power Cable and Pole Line Replacement	In Progress C	\$2,500					\$2,500
PD1006	Replace Transformers at Electrical Substations - Phase 1	In Progress C	\$1,200					\$1,200
PD0918	Replace Escalators @ Woodcrest, 12/13th & Locust, & 15/16th & Locust Stations	In Progress C	\$3,600	\$1,200				\$4,800
PD1005	PATCO Shop Annex Building	In Progress C	\$3,500					\$3,500
PD1203	Upgrade PATCO to 800 MHz Radio System	In Progress C	\$3,000					\$3,000
Yearly	Rebuild Transit Car Trucks	Very High	\$1,323					\$1,323
PD0915	Wayside Improvements for Car Overhaul Program	Very High	\$400	\$1,600				\$2,000
PD0806	Upgrade DC Power for Lindenwold Shop & Yard	Very High	\$400	\$350				\$750
PD1204	Replace Transformers at Electrical Substations - Phase 2	High	\$2,325					\$2,325
PD0909	Rehabilitation of Tunnel Sidewalk Gratings - Philadelphia & Camden	High	\$1,000	\$1,000				\$2,000
PDxxxx	Replace Transformers at Electrical Substations - Phase 3	High	\$850	\$1,050				\$1,900
PDxxxx	Replace Electrical Cables in Subways			\$500	\$3,000	\$6,000		\$9,500
PD1205	Rehabilitation of Track Structure on Viaduct at Westmont				\$3,500	\$5,500	\$5,500	\$14,500
PDxxxx	Substation Equipment Replacement Program				\$500	\$3,000	\$2,500	\$6,000
PDxxxx	Subway Structure Renovation					\$700	\$4,300	\$5,000
PD1107	Track Utility Vehicle Purchase , PATCO Equipment	Very High	\$988	\$1,482	\$130			\$2,600
Yearly	Traction Motor Rebuilds	Very High	\$915					\$915
New Item	Procure and install Computer Based Maintenance Management System (CBMMS)	Very High	\$750	\$750				\$1,500
New Item	VMS Sign Replacement	High	\$389					\$389
New Item	Emergency Generator Replacement at Lindenwold Shop	High	\$200	\$600				\$800
PD0913	Walter Rand Transportation Center Reconfiguration	Medium	\$100	\$550				\$650
PD0916	Design & Construct Covered Storage Area				\$350	\$150		\$500
PD1007	Rehabilitate M&W Building, Lindenwold Yard						\$850	\$850
PD0904	Concourse Improvements - Phase 2	Medium	\$500	\$525				\$1,025
	PATCO - DRPA Funded: Subtotal		\$23,940	\$9,607	\$7,480	\$15,350	\$13,150	\$69,527
	Less: Federal Share		\$0	\$0	\$0	\$0	\$0	\$0
	DRPA Share of Costs		\$23,940	\$9,607	\$7,480	\$15,350	\$13,150	\$69,527

DELAWARE RIVER PORT AUTHORITY
Five Year Capital Program
As of 1/1/2013
Estimated Project Cost (\$000's)

Project Number	Description	Priority	2013	2014	2015	2016	2017/Later	Total
<i>PATCO - DRPA/FTA Funded</i>								
PF0503	Rehabilitation of Fleet	In Progress C	\$49,000	\$42,000	\$40,000	\$13,000		\$144,000
PD0910	Elevators at 9/10th & Locust St. & Ferry Ave. Station	In Progress C	\$2,300					\$2,300
PF9903	Embankment Restoration, Drainage Improvements, & Retaining Walls Rehab.	In Progress C	\$750	\$1,500	\$1,500			\$3,750
PF0909	Lindenwold Yard Diamond Crossover	In Progress C	\$100					\$100
PD1202	Lindenwold and Westmont Stations Parking Lots Paving and Rehabilitation	In Progress C	\$750					\$750
PF1010	Track Rehabilitation Across the BFB	In Progress D	\$15,000	\$31,000	\$27,000			\$73,000
PF1202	Lindenwold Yard Track Rehabilitation & Lindenwold Viaduct	In Progress D	\$450	\$8,000	\$14,500	\$14,500	\$5,000	\$42,450
PF1002	Replace 13.2 kv Cable & Conduit on BFB for 302 Conduit	Very High	\$500					\$500
PF9602	Track Upgrade - Material	Very High	\$200	\$200				\$400
PFxxxx	Upgrade Center Tower SCADA Software	Very High	\$400	\$1,250	\$2,550			\$4,200
PF0910	Fence Replacement	Very High	\$1,000					\$1,000
PF1103	Transit Enhancements	Very High	\$200					\$200
PF1001	Smoke & Fire Control, Forced Air Ventilation Study	High	\$500	\$125				\$625
PFxxxx	Install Elevators in Remaining Stations	High	\$100	\$900	\$8,250	\$8,250		\$17,500
PFxxxx	Ferry & Collingswood Parking Lots	Medium	\$2,600					\$2,600
PATCO - DRPA/FTA Funded: Subtotal			\$73,850	\$84,975	\$93,800	\$35,750	\$5,000	\$293,375
Less: Federal Share			\$54,673	\$23,247	\$19,259	\$11,481	\$4,000	\$112,660
DRPA Share of Costs			\$19,177	\$61,728	\$74,541	\$24,269	\$1,000	\$180,715

DELAWARE RIVER PORT AUTHORITY
Five Year Capital Program
As of 1/1/2013
Estimated Project Cost (\$000's)

Project Number	Description	Priority	2013	2014	2015	2016	2017/Later	Total
<i>Technology</i>								
TE1101	E-Z Pass Transponders - Mark IV E-Z Pass Transponders	In Progress	\$1,200	\$375	\$375	\$375	\$375	\$2,700
TE0902	Authority Copier & Printer Replacement	In Progress	\$138	\$138	\$138	\$138	\$138	\$690
New Item	Toll System Equipment Upgrade for all Facilities	Very High	\$1,370					\$1,370
TE0702	Enterprise Resource Planning System	Very High	\$1,000	\$10,000	\$5,000			\$16,000
New Item	PATCO Wayside Communications	Very High	\$800					\$800
New Item	OPC to BFB Camden Anchorage Fiber	Very High	\$700					\$700
TE1002	Electronic Records Management Software	Very High	\$500	\$300	\$150			\$950
TE1201	CAD RMS Mobile Upgrade	Very High	\$421	\$35	\$34	\$34	\$34	\$558
TE1102	Network Infrastructure Upgrade	Very High	\$410					\$410
New Item	In-Car Video - Wireless Version	Very High	\$352					\$352
TE1204	Upgrade of Nextfare Automated Fare Collection and CPA Payment Software	Very High	\$303	\$1,000				\$1,303
PD1105	PATCO Upgrade of Single Board Computers (SBCs) in AFC Gates and TVMs	Very High	\$273					\$273
New Item	WAN Equipment	Very High	\$250					\$250
TExxxx	EV1 AFC System Configuration Change	Very High	\$310					\$310
TExxxx	Tri-Reader 3 upgrade for PATCO Ticket Vending Machines	Very High	\$300					\$300
New Item	TVM Upgrade/Pilot Bill Recycler Unit with 28" Screen	Very High	\$228					\$228
T12007	Fuel Management System Upgrade - ORPAK	Very High	\$217					\$217
TE1205	Automated Fare Collection Monitoring System w/Parking System Monitoring	High	\$525					\$525
New Item	Disaster Recovery Buildout - CBB	High	\$510					\$510
TE1203	800MHz Replacement/Upgrade	Other	\$231	\$231	\$231	\$231		\$924
	Technology: Subtotal		\$10,038	\$12,079	\$5,928	\$778	\$547	\$29,370
	Less: Federal Share		\$0	\$0	\$0	\$0	\$0	\$0
	DRPA Share of Costs		\$10,038	\$12,079	\$5,928	\$778	\$547	\$29,370
<i>Miscellaneous Schedules and Capital Labor</i>								
	Schedule A: DRPA Miscellaneous Projects		\$632	\$650	\$650	\$650	\$650	\$3,232
	Schedule B: Furniture & Fixtures		\$225	\$250	\$250	\$250	\$250	\$1,225
	Schedule D: PATCO Miscellaneous Projects and Equipment		\$1,932	\$2,000	\$2,000	\$2,000	\$2,000	\$9,932
	Schedule T: Technology Projects and Equipment		\$1,622	\$1,700	\$1,700	\$1,700	\$1,700	\$8,422
	Schedule V: Vehicle and Vehicle Related Equipment		\$875	\$900	\$900	\$900	\$900	\$4,475
	Schedule P: Ports Miscellaneous Projects and Purchases		\$200	\$0	\$0	\$0	\$0	\$200
	Capital Labor		\$6,651	\$6,700	\$6,700	\$6,700	\$6,700	\$33,451
	Total DRPA Capital Program		\$119,275	\$165,239	\$191,774	\$142,022	\$127,722	\$746,032

SUMMARY STATEMENT

ITEM NO.: DRPA-12-118

SUBJECT: Resolution in accordance with Section 5.07 of the 1998 Port District Project with The Bank of New York Mellon as Trustee, to adopt an Annual Budget of the Delaware River Port Authority for the 2013 Fiscal Year

COMMITTEE:

Finance

COMMITTEE MEETING DATE:

December 5, 2015

BOARD ACTION DATE:

December 12, 2012

PROPOSAL:

That the Board of Commissioners adopt an Annual Budget in accordance with Section 5.07 of the 1998 Port District Project Bonds Indenture dated August 15, 1998 with The Bank of New York Mellon as Trustee.

PURPOSE:

To fulfill the requirements pursuant to Section 5.07 of the 1998 Port District Project Bonds Indenture with The Bank of New York Mellon as Trustee. (Effective in March 2003, the Bank of New York Mellon replaced U.S. Trust Company of New Jersey as Trustee, as a result of its acquisition of U.S. Trust Company's Corporate Trust business.)

BACKGROUND:

Section 5.07 of the 1998 Port District Project Bonds Indenture with The Bank of New York Mellon as Trustee (1998 Port District Project Bonds Indenture), dated August 15, 1998, as approved by the Board of Commissioners of the Delaware River Port Authority (Authority), provides in pertinent part:

The Authority covenants that on or before December 31 in each Fiscal Year it will adopt a final budget (Annual Budget) for the ensuing Fiscal Year of the PATCO Subsidy, the amount of any operating subsidy paid or payable by the Authority to or for the account of any other subsidiary of the Authority and all other material operating expenses of the Authority payable from the General Fund. The Authority shall include the debt service payable on the Bonds and any Additional Subordinated Indebtedness during such ensuing Fiscal Year and all amounts required to be paid by the Authority into the Debt Service Reserve Fund or the Rebate Fund during such Fiscal Year in such budget on or before December 31 in each Fiscal Year with the Trustee and Bond Issuer.

The attached 2013 Annual Budget provides the amount of funds required for each component of Section 5.07 of the 1998 Port District Project Bonds Indenture as stated above. The following provides a summary of the determination of each component of the Annual Budget.

PATCO Subsidy:

As defined in the 1998 Revenue Bond Indenture, the PATCO Subsidy generally includes (a) the amount of any operating subsidy paid or payable by the Authority to or for the account of PATCO with respect to the Rapid Transit System, plus (b) the amount of rent and other payment obligations paid or payable by the Authority under the Locust Street Subway Lease, including payments into the Community Impact Fund.

The Authority's operating subsidy to PATCO for 2013 is estimated to be \$19,854,700 (Estimated PATCO operating revenues of \$26,787,300 less 2013 PATCO Operating Budget expenses of \$46,642,000). Under the terms of the Locust Street Subway Lease, amended December 12, 1995, the Authority will pay, in 2013, approximately \$3,187,500 to the City of Philadelphia and \$500,000 in Community Impact Funds.

The PATCO Subsidy (including the payments under the Locust Street Subway Lease) is estimated to be \$23,542,200 in 2013 and such funds are included in the 2013 Annual Budget.

Other General Fund Obligations

Other material operating expenses of the Authority payable from the General Fund in 2013 are the costs of the Port of Philadelphia and Camden operation. The projected net costs of these activities are estimated to be \$32,400.

Bond Related Deposits and Payments

Debt Service Payable on the Bonds

In accordance with the terms of the 1998 Port District Project Bonds Indenture the amount of \$5,597,100 representing debt service payments and deposits to the Debt Service Fund for the Bonds and \$13,667,400 representing debt service payments and deposits to the Debt Service Fund for Additional Subordinated Indebtedness for the 2013 Fiscal Year and such amounts are included in the 2013 Annual Budget.

Amounts to be deposited to

Debt Service Reserve Fund

In accordance with the terms of the 1998 Port District Project Bonds Indenture, the 1998 Debt Service Reserve Fund is required to be funded at all times in an amount equal to the 1998 Debt Service Reserve Requirement. The 1998 Debt Service Reserve Fund was funded in an amount equal to the 1998 Debt Service Reserve Requirement from the proceeds of the 1998 Bond issue, and no further monies are required to be deposited in 2013.

Rebate Fund

In accordance with the 1998 Port District Project Bonds Indenture no deposits are expected to be made to the 1998 Rebate Fund for the 2013 Fiscal Year.

SUMMARY:	Amount:	\$42,839,000
	Source of Funds:	General Fund
	Capital Project #:	N/A
	Operating Budget:	N/A
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	N/A
	Other Parties Involved:	N/A

DRPA-12-118
Finance Committee: December 5, 2012
Board Date: December 12, 2012
Resolution in accordance with Section
5.07 of the 1998 Port District Project Bonds
Indenture dated August 15, 1998
with The Bank of New York Mellon as
Trustee, to adopt an Annual Budget of the
Delaware River Port Authority for the
2013 Fiscal Year

RESOLUTION

RESOLVED: That the accompanying 2013 Annual Budget, as defined in the 1998 Port District Project Bonds Indenture of Trust dated August 15, 1998 with The Bank of New York Mellon as Trustee, is hereby adopted and be it further

RESOLVED: The Chair, Vice Chairman and the Chief Executive Officer must approve and are hereby authorized to approve and execute all necessary agreements, contracts, or other documents on behalf of the DRPA. If such agreements, contracts, or other documents have been approved by the Chairman, Vice Chairman and Chief Executive Officer and if thereafter either the Chairman or Vice Chairman is absent or unavailable, the remaining Officer may execute the said document(s) on behalf of DRPA along with the Chief Executive Officer. If both the Chairman and Vice Chairman are absent or unavailable, and if it is necessary to execute the said document(s) while they are absent or unavailable, then the Chief Executive Officer shall execute such documents on behalf of DRPA.

SUMMARY:	Amount:	\$42,839,000
	Source of Funds:	General Fund
	Capital Project #:	N/A
	Operating Budget:	N/A
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	N/A
	Other Parties Involved:	N/A

**2013 ANNUAL BUDGET
 CERTIFICATE IN ACCORDANCE WITH SECTION 5.07
 OF THE 1998 PORT DISTRICT PROJECT BONDS INDENTURE OF TRUST
 (In thousands)**

PATCO Subsidy	<u>2013</u>
Operating revenues	\$26,787
Operating expenses	<u>46,642</u>
Operating loss	19,855
Locust Street Subway Lease	<u>3,688</u>
Total	<u>23,542</u>
Other operating expenses payable from the General Fund	
The Port of Philadelphia and Camden	<u>32</u>
	<u>32</u>
Deposits to be made for Debt Service Payable on The Bonds	5,597
Deposits to be made for Debt Service on Additional Subordinated Indebtedness	<u>13,667</u>
	<u>19,265</u>
Amounts to be Deposited to	
Debt Service Reserve Fund	0
Rebate Fund	<u>0</u>
	<u>0</u>
TOTAL ANNUAL BUDGET	<u><u>\$42,839</u></u>

SUMMARY STATEMENT

ITEM NO. DRPA-12-119 **SUBJECT:** **Resolution in accordance with Section 5.07 of the 1999 Port District Project Bonds Indenture dated December 1, 1999 With The Bank of New York Mellon as Trustee, to adopt an Annual Budget of the Delaware River Port Authority for the 2013 Fiscal Year**

COMMITTEE: **Finance**

COMMITTEE MEETING DATE: **December 5, 2012**

BOARD ACTION DATE: **December 12, 2012**

PROPOSAL: **That the Board of Commissioners adopt an Annual Budget in accordance with Section 5.07 of the 1999 Port District Project Bonds Indenture dated December 1, 1999 with The Bank of New York Mellon as Trustee.**

PURPOSE: **To fulfill the requirements pursuant to Section 5.07 of the 1999 Port District Project Bonds Indenture with The Bank of New York Mellon as Trustee. (Effective February 28, 2001, The Bank of New York Mellon replaced Summit Bank as Trustee, as a result of the acquisition of Summit Bank's Corporate Trust Business.)**

BACKGROUND: **Section 5.07 of the 1999 Port District Project Bonds Indenture with The Bank of New York Mellon as Trustee (1999 Port District Project Bonds Indenture), dated December 1, 1999, as approved by the Board of Commissioners of the Delaware River Port Authority (Authority), provides in pertinent part:**

The Authority covenants that on or before December 31 in each Fiscal Year it will adopt a final budget (Annual Budget) for the ensuing Fiscal Year of the PATCO Subsidy, the amount of any operating subsidy paid or payable by the Authority to or for the account of any other subsidiary of the Authority and all other material operating expenses of the Authority payable from the General Fund. The Authority shall include the debt service payable on the Bonds and any Additional Subordinated Indebtedness during such ensuing Fiscal Year and all amounts required to be paid by the Authority into the

Debt Service Reserve Fund or the Rebate Fund during such Fiscal Year in such budget on or before December 31 in each Fiscal Year with the Trustee and Bond Issuer.

The attached 2013 Annual Budget provides the amount of funds required for each component of Section 5.07 of the 1999 Port District Project Bonds Indenture as stated above. The following provides a summary of the determination of each component of the Annual Budget.

PATCO Subsidy:

As defined in the 1998 Revenue Bond Indenture, the PATCO Subsidy generally includes (a) the amount of any operating subsidy paid or payable by the Authority to or for the account of PATCO with respect to the Rapid Transit System, plus (b) the amount of rent and other payment obligations paid or payable by the Authority under the Locust Street Subway Lease, including payments into the Community Impact Fund.

The Authority's operating subsidy to PATCO for 2013 is estimated to be \$19,854,700 (Estimated PATCO operating revenues of \$26,787,300 less 2013 PATCO Operating Budget expenses of \$46,642,000). Under the terms of the Locust Street Subway Lease, amended December 12, 1995, the Authority will pay, in 2013, approximately \$3,187,500 to the City of Philadelphia and \$500,000 in Community Impact Funds.

The PATCO Subsidy (including the payments under the Locust Street Subway Lease) is estimated to be \$23,542,200 in 2013 and such funds are included in the 2013 Annual Budget.

Other General Fund Obligations

Other material operating expenses of the Authority payable from the General Fund in 2013 are the costs of the Port of Philadelphia and Camden operation. The projected net costs of these activities are estimated to be \$32,400.

Bond Related Deposits and Payments

**Debt Service Payable on the Bonds and Additional Subordinated
Indebtedness**

In accordance with the terms of the 1999 Port District Project Bonds Indenture the amount of \$11,880,500 representing debt service payments and deposits to the Debt Service Fund on the Bonds and \$7,384,000 representing debt service payments and deposits to the Debt Service Fund on Additional Subordinated Indebtedness, for the 2013 Fiscal Year and such amounts are included in the 2013 Annual Budget.

Amounts to be deposited to

Debt Service Reserve Fund

In accordance with the terms of the 1999 Port District Project Bonds Indenture, the 1999 Debt Service Reserve Fund is required to be funded at all times in an amount equal to the 1999 Debt Service Reserve Requirement. The 1999 Debt Service Reserve Fund was funded in an amount equal to the 1999 Debt Service Reserve Requirement from the proceeds of the 1999 Bond issue, and no further monies are required to be deposited in 2013.

Rebate Fund

In accordance with the 1999 Port District Project Bonds Indenture no deposits are expected to be made to the 1999 Rebate Fund for the 2013 Fiscal Year.

SUMMARY:	Amount:	\$42,839,000
	Source of Funds:	General Fund
	Capital Project #:	N/A
	Operating Budget:	N/A
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	N/A
	Other Parties Involved:	N/A

DRPA-12-119
Finance Committee: December 5, 2012
Board Date: December 12, 2012
Resolution in accordance with Section
5.07 of the 1999 Port District Project Bonds
Indenture dated December 1, 1999
with The Bank of New York Mellon
as Trustee, to adopt an Annual Budget of the
Delaware River Port Authority for the
2013 Fiscal Year

RESOLUTION

RESOLVED: That the accompanying 2013 Annual Budget, as defined in the 1999 Port District Project Bonds Indenture of Trust dated December 1, 1999 with The Bank of New York Mellon as Trustee, is hereby adopted and be it further

RESOLVED: The Chair, Vice-Chair and the Chief Executive Officer must approve and are hereby authorized to approve and execute all necessary agreements, contracts, or other documents on behalf of the DRPA. If such agreements, contracts, or other documents have been approved by the Chair, Vice Chair and Chief Executive Officer and if thereafter either the Chair or Vice Chair is absent or unavailable, the remaining Officer may execute the said document(s) on behalf of DRPA along with the Chief Executive Officer. If both the Chair and Vice Chair are absent or unavailable, and if it is necessary to execute the said document(s) while they are absent or unavailable, then the Chief Executive Officer shall execute such documents on behalf of DRPA.

SUMMARY:	Amount:	\$42,839,000
	Source of Funds:	General Fund
	Capital Project #:	N/A
	Operating Budget:	N/A
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	N/A
	Other Parties Involved:	N/A

2013 ANNUAL BUDGET
CERTIFICATE IN ACCORDANCE WITH SECTION 5.07
OF THE 1999 PORT DISTRICT PROJECT BONDS INDENTURE OF TRUST
(In thousands)

PATCO Subsidy	2013
Operating revenues	\$26,787
Operating expenses	46,642
Operating loss	<u>19,855</u>
Locust Street Subway Lease	3,688
Total	<u>23,542</u>
Other operating expenses payable from the General Fund	
The Port of Philadelphia and Camden	32
	<u>32</u>
Deposits to be made for Debt Service Payable on The Bonds	11,881
Deposits to be made for Debt Service on Additional Subordinated Indebtedness	7,384
	<u>19,265</u>
Amounts to be Deposited to	
Debt Service Reserve Fund	0
Rebate Fund	0
	<u>0</u>
TOTAL ANNUAL BUDGET	<u><u>\$42,839</u></u>

SUMMARY STATEMENT

ITEM NO. DRPA-12-120 **SUBJECT:** **Resolution in accordance with Section 5.07 of the 2001 Port District Project Bonds Indenture dated December 27, 2001 with TD Bank, N.A. as Trustee, to adopt an Annual Budget of the Delaware River Port Authority for the 2013 Fiscal Year**

COMMITTEE: **Finance**

COMMITTEE MEETING DATE: **December 5, 2012**

BOARD ACTION DATE: **December 12, 2012**

PROPOSAL: **That the Board of Commissioners adopt an Annual Budget in accordance with Section 5.07 of the 2001 Port District Project Bonds Indenture dated December 27, 2001 with TD Bank, N.A., as successor Trustee by acquisition, to Commerce Bank, NA.**

PURPOSE: **To fulfill the requirements pursuant to Section 5.07 of the 2001 Port District Project Bonds Indenture dated December 27, 2001 with TD Bank, N.A. as Trustee.**

BACKGROUND: **Section 2001 Port District Project Bonds Indenture dated December 27, 2001 with TD Bank, N.A. as Trustee (2001 Port District Project Bonds Indenture), dated December 27, 2001, as approved by the Board of Commissioners of the Delaware River Port Authority (Authority), provides in pertinent part:**

The Authority covenants that on or before December 31 in each Fiscal Year it will adopt a final budget (Annual Budget) for the ensuing Fiscal Year of the PATCO Subsidy, the amount of any operating subsidy paid or payable by the Authority to or for the account of any other subsidiary of the Authority and all other material operating expenses of the Authority payable from the General Fund. The Authority shall include the debt service payable on the Bonds and any Additional Subordinated Indebtedness during such ensuing Fiscal Year and all amounts required to be paid by the Authority into the Debt Service Reserve Fund or the Rebate Fund during such Fiscal Year in such budget on or before December 31 in each Fiscal Year with the Trustee and Bond Issuer.

The attached 2013 Annual Budget provides the amount of funds required for each component of Section 5.07 of the 2001 Port District Project Bonds Indenture dated December 27, 2001 with TD Bank, N.A. as Trustee as stated above. The following provides a summary of the determination of each component of the Annual Budget.

PATCO Subsidy:

As defined in the 1998 Revenue Bond Indenture, the PATCO Subsidy generally includes (a) the amount of any operating subsidy paid or payable by the Authority to or for the account of PATCO with respect to the Rapid Transit System, plus (b) the amount of rent and other payment obligations paid or payable by the Authority under the Locust Street Subway Lease, including payments into the Community Impact Fund.

The Authority's operating subsidy to PATCO for 2013 is estimated to be \$19,854,700 (Estimated PATCO operating revenues of \$26,787,300 less 2013 PATCO Operating Budget expenses of \$46,642,000). Under the terms of the Locust Street Subway Lease, amended December 12, 1995, the Authority will pay, in 2013, approximately \$3,187,500 to the City of Philadelphia and \$500,000 in Community Impact Funds.

The PATCO Subsidy (including the payments under the Locust Street Subway Lease) is estimated to be \$23,542,200 in 2013 and such funds are included in the 2013 Annual Budget.

Other General Fund Obligations

Other material operating expenses of the Authority payable from the General Fund in 2013 are the costs of the Port of Philadelphia and Camden operation. The projected net costs of these activities are estimated to be \$32,400.

Bond Related Deposits and Payments

**Debt Service Payable on the Bonds and Additional Subordinated
Indebtedness**

In accordance with the terms of the 2001 Port District Project Bonds Indenture the amount of \$1,786,800, representing debt service payments and deposits to the Debt Service Fund on the Bonds and \$17,477,700 representing debt service payments and deposits to the Debt Service Fund on Additional Subordinated Indebtedness, for the 2013 Fiscal Year and such amounts are included in the 2013 Annual Budget.

Amounts to be deposited to

Debt Service Reserve Fund

In accordance with the terms of the 2001 Port District Project Bonds Indenture dated December 27, 2001, the 2001 Debt Service Reserve Fund is required to be funded at all times in an amount equal to the 2001 Debt Service Reserve Requirement. The 2001 Debt Service Reserve Fund was funded in an amount equal to the 2001 Debt Service Reserve Requirement from the proceeds of the 2001 Bond issue, and no further monies are required to be deposited in 2013.

Rebate Fund

In accordance with the 2001 Port District Project Bonds Indenture no deposits are expected to be made to the 2001 Rebate Fund for the 2013 Fiscal Year.

SUMMARY: Amount:	\$42,839,000
Source of Funds:	General Fund
Capital Project #:	N/A
Operating Budget:	N/A
Master Plan Status:	N/A
Other Fund Sources:	N/A
Duration of Contract:	N/A
Other Parties Involved:	N/A

DRPA-12-120
Finance: December 5, 2012
Board: December 12, 2012
Resolution in accordance with Section
5.07 of the 2001 Port District Project Bonds
Indenture dated December 27, 2001
with TD Bank, N.A. as Trustee, to
adopt an Annual Budget of the
Delaware River Port Authority for the
2013 Fiscal Year

RESOLUTION

RESOLVED: That the accompanying 2013 Annual Budget, as defined in the 2001 Port District Project Bonds Indenture dated December 27, 2001 with TD Bank, N.A. as Trustee, is hereby adopted and be it further

RESOLVED: The Chair, Vice Chair and the Chief Executive Officer must approve and are hereby authorized to approve and execute all necessary agreements, contracts, or other documents on behalf of the DRPA. If such agreements, contracts, or other documents have been approved by the Chair, Vice Chair and Chief Executive Officer and if thereafter either the Chair or Vice Chair is absent or unavailable, the remaining Officer may execute the said document(s) on behalf of DRPA along with the Chief Executive Officer. If both the Chair and Vice Chair are absent or unavailable, and if it is necessary to execute the said document(s) while they are absent or unavailable, then the Chief Executive Officer shall execute such documents on behalf of DRPA.

SUMMARY:	Amount:	\$42,839,000
	Source of Funds:	General Fund
	Capital Project #:	N/A
	Operating Budget:	N/A
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	N/A
	Other Parties Involved:	N/A

**2013 ANNUAL BUDGET
 CERTIFICATE IN ACCORDANCE WITH SECTION 5.07
 OF THE 2001 PORT DISTRICT PROJECT BONDS INDENTURE OF TRUST
 (In thousands)**

PATCO Subsidy		2013
Operating revenues		\$26,787
Operating expenses		46,642
Operating loss		<u>19,855</u>
Locust Street Subway Lease		3,688
Total		<u>23,542</u>
Other operating expenses payable from the General Fund		
The Port of Philadelphia and Camden		32
		<u>32</u>
Deposits to be made for Debt Service Payable on The Bonds		1,787
Deposits to be made for Debt Service on Additional Subordinated Indebtedness		17,478
		<u>19,265</u>
Amounts to be Deposited to		
Debt Service Reserve Fund		0
Rebate Fund		0
		<u>0</u>
TOTAL ANNUAL BUDGET		<u><u>\$42,839</u></u>

SUMMARY STATEMENT

ITEM NO.: DRPA-12-121 **SUBJECT:** 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 Budget of the Delaware River Port Authority for the 2013 Fiscal Year

COMMITTEE: Finance

COMMITTEE MEETING DATE: December 5, 2012

BOARD ACTION DATE: December 12, 2012

PROPOSAL: That the Board of Commissioners adopts an Annual Budget in accordance with Section 5.15 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.

PURPOSE: To fulfill the requirements pursuant to Section 5.15 of the 1998 Indenture of Trust dated as of July 1, 1998 with TD Bank, N.A. as Trustee.

BACKGROUND: Section 5.15 of the 1998 Indenture of Trust dated as of July 1, 1998 with TD Bank, N.A. as Trustee (1998 Indenture), as approved by the Board of Commissioners of the Delaware River Port Authority (Authority), provides in pertinent part:

- (a) The Authority covenants that on or before December 31 in each Fiscal Year it will adopt a final budget (Annual Budget) for the ensuing Fiscal Year of (i) Operating Expenses, (ii) the PATCO Subsidy, (iii) the amount to be deposited to the credit of the 1998 Maintenance Reserve Fund and (iv) the estimated amounts to be deposited into (a) the 1998 Debt Service Fund, (b) the 1998 Debt Service Reserve Fund, and (c) the 1998 Rebate Fund and (v) the amounts to be deposited in any fund established under the 1998 Indenture (such budget being herein referred to as the Annual Budget. Each Annual Budget shall also contain the Authority's projections for Revenues for the ensuing Fiscal Year demonstrating compliance with the covenant as to Facility Charges as set forth in Section 5.09 of the 1998 Indenture. On or before December 31 in each Fiscal Year the Authority shall file a copy of the Annual Budget for the ensuing Fiscal Year with the Trustee.

The attached 2013 Annual Budget provides the amount of funds required for each component, (i) through (v), of paragraph (a) of Section 5.15 of the 1998 Indenture and in addition provides revenue projections required to demonstrate compliance with the covenant as to Facility Charges set forth in Section 5.09 of the 1998 Indenture. The following provides a summary of the determination of each component of the Annual Budget and the determination of compliance with Section 5.09 of the 1998 Indenture.

(i) Operating Expenses:

As defined in the 1998 Indenture, Operating Expenses generally consist of all current expenses under Generally Accepted Accounting Principles (GAAP) in respect of the operation, maintenance and repair of or to the Facilities, properly attributable to the facilities except for non-cash items of expense and, as defined, exclude any costs of Capital Additions, any provisions for interest, depreciation or amortization, and any expenses relating to the Rapid Transit System (PATCO).

In accordance with the above, estimated 2013 Operating Expenses, as of December 31, 2012, include the following;

- (a) 2013 DRPA Operating Budget in the amount of \$82,467,200 (Includes E-ZPass Customer Service Center Expenses).
- (b) 2013 One Port Center Operating Expenses in the amount of \$2,279,700 (Includes 2013 OPC operating budget plus the 2013 Redevelopment Fee Payment, of \$400,000, to the City of Camden).
- (c) 2013 Biennial Inspection Expense in the amount of \$250,000 (The Biennial Inspection expense provides for engineering inspections of DRPA's bridge and transit system facilities which are required under the bond indenture. The last inspection was completed in 2012.)
- (d) 2013 Letter of Credit and remarketing fees of \$6,498,500 associated with the Authority's variable rate debt.

2013 Operating Expenses totaling \$91,495,400 are included in the 2013 Annual Budget.

(ii) PATCO Subsidy:

As defined in the 1998 Revenue Bond Indenture, the PATCO Subsidy generally includes (a) the amount of any operating subsidy paid or payable by the Authority to or for the account of PATCO with respect to the Rapid Transit System, plus (b) the amount of rent and other payment obligations paid or payable by the Authority under the Locust Street Subway Lease, including payments into the Community Impact Fund.

The Authority's operating subsidy to PATCO for 2013 is estimated to be \$19,854,700 (Estimated PATCO operating revenues of \$26,787,300 less 2013 PATCO Operating Budget expenses of \$46,642,000). Under the terms of the Locust Street Subway Lease, amended December 12, 1995, the Authority will pay, in 2013, approximately \$3,187,500 to the City of Philadelphia and \$500,000 in Community Impact Funds.

The PATCO Subsidy (including the payments under the Locust Street Subway Lease) is estimated to be \$23,542,200 in 2013 and such funds are included in the 2013 Annual Budget.

(iii) Amount to be deposited to the 1998 Maintenance Reserve Fund:

In accordance with the terms of the 1998 Indenture, the Authority is not required to deposit any funds to the credit of the 1998 Maintenance Reserve Fund until the Defeasance of the 1995 Indenture. With the defeasance of the 1995 Revenue Bonds, the 1995 Maintenance Reserve Fund has been closed and any balance has been transferred to the 1998 Maintenance Reserve Fund. No deposits are required for 2013.

(iv) Amounts to be deposited to

(a) 1998 Debt Service Fund:

No monies are required to be deposited into the 1998 Debt Service Fund for the Fiscal Year 2013, as the last portion of the outstanding 1998 Revenue Refunding Bonds matured on January 1, 2011.

(b) 1998 Debt Service Reserve Fund:

In accordance with the terms of the 1998 Indenture, the 1998 Debt Service Reserve Fund is required to be funded at all times in an amount equal to the 1998 Debt Service Reserve Requirement. No additional monies are required to be deposited in 2013.

(c) 1998 Rebate Fund:

In accordance with Section 6.07 of the 1998 Indenture no deposits are expected to be made to the 1998 Account or the 1999 Account of the 1998 Rebate Fund for the 2013 Fiscal Year.

(d) 1999 Debt Service Account of the 1998 Debt Service Fund:

In accordance with the terms of the 1998 Indenture (and its Supplemental Indenture), no deposit is required for the 1999 Revenue Bonds were fully redeemed in April of 2012.

(e) 2008 Debt Service Account of the 1998 Debt Service Fund:

In accordance with the terms of the 1998 Indenture (and its Supplemental Indentures) the amount of \$33,296,660 representing estimated debt service payments on the 2008 Revenue Refunding Bonds and net payments to the swap counterparty on the 1995 Revenue Bond swap, are required to be deposited into the 2013 Account of the Debt Service Fund for the 2013 Fiscal Year and such amount is included in the 2013 Annual Budget.

(f) 2010 Debt Service Account of the 1998 Debt Service Fund:

In accordance with the terms of the 1998 Indenture the amount of \$32,828,000 represents the estimated debt service payments on the 2010 Revenue Refunding Bonds (Series A, B, and C), and any net payments to the swap counterparty of the 1999 Revenue Bond swap, required to be deposited into the 2013 Account of the Debt Service Fund for the 2013 Fiscal Year and such amount is included in the 2013 Annual Budget.

(g) 2010 Debt Service Account of the 1998 Debt Service Fund:

In accordance with the terms of the 1998 Indenture (and its Supplemental Indentures) the amount of \$15,428,900, representing the estimated debt service payments on the 2010 Revenue Bonds (Series D), is required to be deposited into the 2013 Account of the Debt Service Fund for the 2013 Fiscal Year and such amount is included in the 2013 Annual Budget.

(h) 2013 Debt Service Account of the 1998 Debt Service Fund:

With the expected issuance of the 2013 Revenue Bonds, a deposit will be made to the Debt Service Reserve Fund for these bonds. In accordance with the terms of the 1998 Indenture (and its Supplemental Indentures), the amount of \$15,000,000 representing the estimated debt service payments on the new bonds, is required to be deposited in the 2013 Account of the Debt Service Fund for the 2013 Fiscal Year and such amount is included in the 2013 Annual Budget.

Projection of Revenues for 2013 Demonstrating Compliance With The Covenant As To Facility Charges Set Forth In Section 5.09 of the 1998 Indenture:

Section 5.09 Maintenance of Facility Charges, paragraph (a), provides in pertinent part:

(a) The Authority covenants that it shall fix, charge and collect such Facility Charges with respect to the Facilities as shall be required in order that, in each Fiscal Year, Net Revenues shall at least equal the Net Revenue Requirement for such Fiscal Year.

Net Revenues for the Fiscal Year 2013 are projected to be \$206,639,000 and the Net Revenue Requirement at 105% (of the total revenue bond debt service plus PATCO subsidy) is projected to be \$126,101,000. For 2013 Net Revenues are therefore projected to at least equal the Net Revenue Requirement in compliance with Section

SUMMARY STATEMENT
Finance 12/5/12

-6-

**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 Budget of the Delaware River Port
Authority for the 2013 Fiscal Year**

**2.01 of the Second Supplement to the 1998 Indenture of Trust dated
July 1, 1998 with TD Bank, N.A. as Trustee.**

SUMMARY:

Amount:	\$211,591,000
Source of Funds:	Revenue Fund, General Fund
Capital Project #:	N/A
Operating Budget:	N/A
Master Plan Status:	N/A
Other Fund Sources:	N/A
Duration of Contract:	N/A
Other Parties Involved:	N/A

DRPA-12-121
Finance: December 5, 2012
Board: December 12, 2012
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 Budget of the Delaware River Port
Authority for the 2013 Fiscal Year

RESOLUTION

RESOLVED: That the accompanying 2013 Annual Budget, as defined in the 1998 Indenture of Trust dated as of July 1, 1998 with TD Bank, N.A. as Trustee between the Delaware River Port Authority, is hereby adopted; and be it further

RESOLVED: That the adoption of this Budget is deemed and intended to satisfy the requirements of Sections 5.15 and 5.09 of the 1998 Indenture of Trust.

RESOLVED: The Chair, Vice Chair and the Chief Executive Officer must approve and are hereby authorized to approve and execute all necessary agreements, contracts, or other documents on behalf of the DRPA. If such agreements, contracts, or other documents have been approved by the Chair, Vice Chair and Chief Executive Officer and if thereafter either the Chair or Vice Chair is absent or unavailable, the remaining Officer may execute the said document(s) on behalf of DRPA along with the Chief Executive Officer. If both the Chair and Vice Chair are absent or unavailable, and if it is necessary to execute the said document(s) while they are absent or unavailable, then the Chief Executive Officer shall execute such documents on behalf of DRPA.

SUMMARY:	Amount:	\$211,591,000
	Source of Funds:	Revenue Fund, General Fund
	Capital Project #:	N/A
	Operating Budget:	N/A
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	N/A
	Other Parties Involved:	N/A

**2013 ANNUAL BUDGET
IN ACCORDANCE WITH SECTION 5.15
OF THE 1998 INDENTURE OF TRUST
(In thousands)**

	<u>2013</u>
(i) Operating Expenses:	
DRPA operating expenses (1)	\$82,467
One Port Center operating expense (2)	2,280
Biennial Inspection expense (3)	250
Letter of Credit and Remarketing Fees	6,499
Total	91,495
(ii) PATCO Subsidy	
Operating revenues	26,787
Operating expenses	46,642
Operating loss	19,855
Locust Street Subway Lease	3,688
Total	23,542
(iii) Deposit to 1998 Reserve Maintenance Fund	0
(vi) Deposit to	
(a) 1998 Debt Service Fund	0
(b) 1998 Debt Service Reserve Fund	0
(c) 1998 Rebate Fund	0
(d) 1999 Debt Service (1998 Debt Service Fund)	0
(e) 2008 Debt Service (1998 Debt Service Fund) (4)	33,297
(f) 2010 Debt Service (1998 Debt Service Fund) (4)	32,828
(g) 2010 Debt Service Series D (1998 Debt Service Fund)	15,429
(h) 2013 Debt Service (1998 Debt Service Fund)	15,000
Total	96,554
 TOTAL ANNUAL BUDGET	 \$211,591

(1) DRPA 2013 Operating Budget (includes E-ZPass Expenses).

(2) One Port Center 2013 Operating Budget plus Redevelopment payment to the City of Camden.

(3) Cost for engineering inspections of DRPA/PATCO facilities which are incurred every second year.

(4) Debt Service for the 2008 and 2010 Revenue Refunding Bonds consists of the scheduled principal payments on the variable rate bonds as defined in the Indenture, plus the annual fixed rate payments (payable by the DRPA to the counterparty) under the 1995 and 1999 Revenue Bond swap agreements.

**2013 ANNUAL BUDGET
IN ACCORDANCE WITH SECTION 5.15
OF THE 1998 INDENTURE OF TRUST
(In thousands)**

Projection of 2013 Revenues demonstrating compliance with the covenant as to Facility Charges set forth in Section 5.09 on the 1998 Indenture of Trust.

Section 5.09 Requires that Net Revenues shall at least equal the Net Revenue Requirement.

	2013 Projected
NET REVENUES:	
Operating revenues:	
Bridge tolls (1)	\$290,548
Interest and other income (2)	7,587
Total operating revenues	298,135
Operating expenses (3)	91,495
NET REVENUES	\$206,639
NET REVENUE REQUIREMENT (greater of A or B shown below):	
A) Debt Service Requirement:	
1999 Revenue Bonds	0
2008 Revenue Refunding Bonds (4)	33,297
2010 Revenue Refunding Bonds (4)	32,828
2010 Revenue Bonds Series D (4)	15,429
2013 Revenue Bonds (5)	15,000
Total Debt Service Requirement	96,554
Deposit to 1998 Debt Reserve Fund	0
Deposit to 1998 Debt Service Reserve Fund	0
Deposit to 1998 Maintenance Reserve Fund	0
Deposit to 1998 Rebate Fund	0
PATCO Subsidy:	
Operating subsidy	19,855
Locust Street Subway Lease	3,688
Total PATCO Subsidy	23,542
Net Revenue Requirement	120,096
Net Revenue Requirement @ 105%	\$126,101
B) 120% of the Debt Service Requirement	\$115,864
NET REVENUE REQUIREMENT (greater of A or B)	\$126,101

(1) Includes E-ZPass Customer Service Center Revenue

(2) Includes DRPA interest income and rental income on One Port Center operations.

(3) Includes DRPA Annual Operating Budget Expenses, E-ZPass expenses, One Port Center Operating Expenses, Biennial Inspection Expense, Letter of Credit and Remarketing Fees.

(4) Debt Service for the 2008 and 2010 Revenue Refunding Bonds consists of the scheduled principal payments on the variable rate bonds as defined in the Indenture, plus the annual fixed rate payments (payable by the DRPA to the counterparty) under the 1995 and 1999 Revenue Bond swap agreements.

(5) Anticipated debt service costs of new 2013 revenue bond issuance.

SUMMARY STATEMENT

Adopted As Amended on the floor

ITEM NO.: DRPA-10-044/10-046

**SUBJECT: Implementation of
a Policy Requiring Contracts be
Awarded at a Meeting Open to
the Public
(as amended 10-044/10-046)**

COMMITTEE:

Unfinished Business

COMMITTEE MEETING DATE:

December 5, 2012

BOARD ACTION DATE:

December 12, 2012

PROPOSAL: That the Board adopt a resolution implementing uniform processes and procedures for awarding all goods and services of the Authority.

PURPOSE: To adopt uniform processes and procedures for awarding all goods and services of the Authority.

BACKGROUND: The Authority has determined that it is imperative that contracts are awarded in a manner that is fair and transparent. To avoid the potential for favoritism, it is desirable that a set of measures be adopted to ensure transparency to the actions of the Authority and to provide consistent adherence to appropriate review processes and financial controls. The implementation of procurement procedures will assist the Authority to reduce the costs of the Delaware River Port Authority to provide its services to the region and is in the best interests of the Authority and the public it serves.

The Board has reviewed the form of the proposed policy, as well as attached Procurement Manual, and has considered the advice and analysis of its staff with regard to the proposed Procedures and has determined that the proposed Procedures is in the best interests of the Authority and the public it serves. The Board recognizes that the Procurement Manual is a work in progress and, similar to Standard Operating Procedures, will be subject to edit and change.

SUMMARY:	Amount:	N/A
	Source of Funds:	N/A
	Capital Project #:	N/A
	Operating Budget:	N/A
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	N/A
	Other Parties Involved:	N/A

DRPA-10-044/046
Unfinished Business: December 5, 2012
Board Date: December 12, 2012
Implementation of a Policy Requiring
Contracts be Awarde at a Meeting Open
to the Public
(amended December 12, 2012)

RESOLUTION

RESOLVED: That the Board adopts the proposed procurement policy effective immediately, requiring that the Authority implement uniform review procedures and policies when awarding contracts for the Authority;

The Board further adopts that a Procurement Manual, a copy of a draft format has been circulated to staff, shall be finalized by January 31, 2013; and

The Board further adopts that the procedures and processes, not currently in practice (and not otherwise directly outlined in the Policy) by the Authority, shall be in effect no later than July 1, 2013. The Inspector General shall certify compliance with the Procurement Manual and adoption of procedures and processes.

SUMMARY:	Amount:	N/A
	Source of Funds:	N/A
	Capital Project #:	N/A
	Operating Budget:	N/A
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	N/A
	Other Parties Involved:	N/A

OGC

CONTRACTING AND PROCUREMENT

SCOPE: Defines policy and procedure governing procurement of all goods and services of the Delaware River Port Authority and the Port Authority Transit Corporation (collectively the Authority).

POLICY: In order to ensure that the Authority operates in an efficient, transparent, and ethical manner the Authority hereby determines that it shall maintain procurement policies and procedures that provides for fair and equitable treatment of all persons or firms involved in purchasing for the Authority. These policies and procedures ensure that supplies and devices (including engineering/construction) are procured efficiently, effectively and at the most favorable pricing to the Authority. The term procurement as used in this policy and all procedures includes the procuring, purchasing, leasing or renting of goods, supplies, equipment and materials; construction and maintenance, consultant services; architectural and engineering services and other services.

All procurement contracts are to be advertised in a way designed to ensure that potentially interested, qualified firms receive appropriate notice of the procurement contracts are to be awarded by the Authority in accordance with pre-set, transparent procedures. For every contract to be awarded, as well as any project specifications and related information shall be made available in writing to interested parties. All proposals, bids, or other responses to an advertised contract shall be submitted in written or electronic form and, in cases where the contract is to be awarded to the lowest responsible bidder, shall be sealed until opened with all other bids.

In accordance with Authority procedure manual, the procurement process shall include efforts to ensure equal opportunity for minority-owned, women-owned, and small or disadvantaged business enterprises.

Prior to the receipt of any proposals or qualifications concerning a professional services or technical services contract, the Authority shall establish an appropriately qualified Evaluation Committee to review and score the proposals submitted. The Authority shall screen the members of the committee for conflicts of interest and for the appearance of such a conflict.

The analysis of relevant factors that leads the Authority to award the contract to a particular firm shall be memorialized, in summary form, in the proposed resolution awarding the contract.

Exceptions

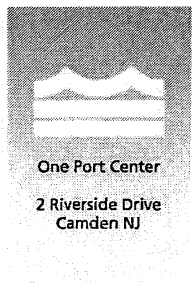
The above provisions concerning public advertisement and competitive processes shall not apply in the following limited circumstances:

- a. In cases of unforeseen life, safety, operational or health emergencies where public exigency requires that services or products be purchased immediately, as demonstrated by the memorialized concurrence determinations. In such circumstances,

the Chief Executor Officer can proceed pursuant to the By-laws provisions authorizing the choice. This exception is a limited one; the Authority shall make efforts to contract in advance to deal with the types of emergencies that typically arise. In addition, the emergency contract must be limited to purchasing those services or products necessary to mitigate the emergency situation.

- b. Sole-source awards made when there is only one vendor capable or available to provide the goods or services. Sole-source procurements should be used only in exceptional circumstances and only when necessary. When an authority invokes this exception, the designated authority officer shall write and sign a memorandum of sole-source justification.
- c. Contracts with the federal or any state government or any agency or political subdivision thereof.
- d. Where federal statutory law requires a different process than set forth herein.

Where one of the above exceptions is invoked, the resulting action would be reported to the Board at the first opportunity and the proposed resolution concerning the contract shall set forth the justification for invoking the exception.



DELAWARE RIVER PORT AUTHORITY
of Pennsylvania & New Jersey

MEMORANDUM

TO: Thomas Raftery, Inspector General

FROM: Kelly Forbes
Danielle McNichol
William O'Conner
Susan Squillace
Allen Sullivan

SUBJECT: Reform Resolution 10-098

DATE: December 4, 2012

As required by Reform Resolution 10-098, all Authority contracts valued at \$25,000 or more, but less than \$100,000 are subject to Board approval as a package or list before any action can be taken and for Authority contracts valued at \$100,000 or more, individual Summary Statements and Resolutions are provided to the Board for each such contract for approval.

For Authority contracts less than \$25,000, no advanced Board approval is required. A list of all awarded contracts shall be provided to the Board monthly.

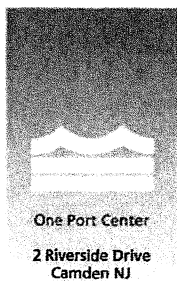
Please confirm that DRPA 10-098 has been completed.

By: _____

Inspector General

Date: _____

Date



DELAWARE RIVER PORT AUTHORITY
of Pennsylvania & New Jersey

MEMORANDUM

TO: Thomas Raftery, Inspector General
FROM: Kelly Forbes
Danielle McNichol
William O'Connor
Susan Squillace
Allen Sullivan
SUBJECT: Reform Resolution DRPA-10-056
DATE: November 20, 2012

It is certified that no Authority Officer, Director or employee receives a car allowance or additional compensation for a personal vehicle. It is further agreed that all contracts or provisions to the contrary are null and void, effective August 28, 2010 pursuant to this Resolution.

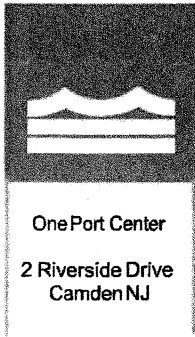
Please confirm that DRPA-10-056 requiring the elimination of a car allowance has been completed.

By:


Inspector General

Date:

11/28/12



DELAWARE RIVER PORT AUTHORITY
of Pennsylvania & New Jersey

MEMORANDUM

To: Thomas Raftery, Inspector General

From: Kelly Forbes
Danielle McNichol
William O'Conner
Susan Squillace
Allen Sullivan

Subject: Reform Resolution 10-057

Date: November 20, 2012

This certification acknowledges that the Board has ceased providing EZ-Pass account credits for up to 100 complimentary bridge crossings per year and complimentary PATCO train usage for up to 100 rides per year to all current Commissioners, Officers, employees and retirees, with the exception of represented employees awarded these ongoing benefits by arbitration award.

By: Thomas A. Raftery
Inspector General

Date: 11/20/12
Date

DRPA is an equal opportunity employer

SUMMARY STATEMENT

(Amendment to DRPA-10-062, 8/18/10)

ITEM NO. DRPA-10-062

**SUBJECT: Funding for Economic
Development Projects**

COMMITTEE:

Unfinished Business

COMMITTEE MEETING DATE:

December 5, 2012

BOARD ACTION DATE:

December 12, 2012

PROPOSAL: That the Board of Commissioners cease spending funds for projects that are not directly connected to the assets under its direct control (i.e. the bridges, commuter train, ferry) – with an amendment allowing for the completion of projects authorized by a resolution passed by the Board of Commissioners before December 31, 2011.

PURPOSE: The purpose of this Resolution and Summary Statement is to allow the DRPA and PATCO to comply with the spirit of the original resolution banning new economic development projects, while recognizing that the DRPA and its subsidiaries have a legal obligation to honor contracts executed during the original DRPA economic development program.

BACKGROUND: DRPA and PATCO have spent hundreds of millions of dollars on so-called “economic development” projects, funds that could have been invested in the agencies’ own assets. After December 2011, no new projects can be authorized. However, projects authorized before the termination of the economic development program must be completed according to the terms of executed contracts. The original resolution is being amended to reflect that reality.

SUMMARY:

Amount:	N/A
Source of Funds:	N/A
Capital Project #:	N/A
Operating Budget:	N/A
Master Plan Status:	N/A
Other Fund Sources:	N/A
Duration of Contract:	N/A
Other Parties Involved:	N/A

RESOLUTION

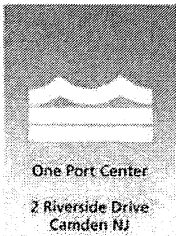
RESOLVED: That all Board of Commissioners recognize and affirm that the core mission of DRPA and PATCO is to provide a safe and effective means of travel for the public via assets under the Board's direct control (i.e., the bridges, commuter train and ferry); and be it further

RESOLVED: That the Board hereby prohibits the use of any funds controlled by DRPA and PATCO, whether those funds are in existence now or will be generated or received in the future, to be used for projects that are not directly connected to the assets under the Board's direct control. However, any economic development project explicitly authorized by a resolution passed the Board of Commissioners before December 31, 2011 may be completed in order to allow the DRPA and PATCO to discharge lawful contractual obligations. Moreover, be it further

RESOLVED: That the Board shall not authorize, underwrite, guarantee or in any way fund any projects that are not directly connected to the assets under the Board's direct control, with the sole exception of projects already explicitly authorized, underwritten, guaranteed or funded by resolutions passed by the Board of Commissioners before December 31, 2011.

SUMMARY:

Amount:	N/A
Source of Funds:	N/A
Capital Project #:	N/A
Operating Budget:	N/A
Master Plan Status:	N/A
Other Fund Sources:	N/A
Duration of Contract:	N/A
Other Parties Involved:	N/A



DELAWARE RIVER PORT AUTHORITY
of Pennsylvania & New Jersey

MEMORANDUM

TO: Danielle McNichol, General Counsel
Timothy Ireland, Director of Communications

FROM: Thomas Raftery, Inspector General

SUBJECT: Reform Resolution 10-043, 10-051, 10-055, and 10-074

DATE: December 5, 2012

As required by Reform Resolutions adopted by the Board of Commissioners (Board) in 2010 and the reform resolution implementation process initiated in 2012, I certify that Reform Resolution 10-043, 10-051, 10-055, and 10-074 are being included in an Ethics Policy currently being developed by the DRPA/PATCO. I have been directly involved in the development of this policy which is scheduled to be adopted by the Board by the end of February 2013.

By: _____

Inspector General

Date: _____

Date

SUMMARY STATEMENT

ITEM NO.: DRPA-10-054

SUBJECT: Resolution Banning
Political at Work
(As Amended on the Floor)

COMMITTEE:

Unfinished Business

COMMITTEE MEETING DATE:

December 5, 2012

BOARD ACTION DATE:

December 12, 2012

PROPOSAL:

A resolution that would ban DRPA/PATCO commissioners, officers and employees from engaging in political activity while on DRPA/PATCO time or premises. The resolution also would prohibit employees from using DRPA resources to engage in political activity.

PURPOSE:

Because members of the public have a right and every reason to expect that public resources will not be used to advance political campaigns or agendas, this resolution proposes to prohibit DRPA/PATCO commissioners and all DRPA/PATCO employees from using DRPA time, real estate or resources to contact, coordinate or raise funds for political campaigns, political parties, political action committees, candidates for public or party office, campaigns for initiatives and referenda, recall campaigns, political petition drives or any other activities that a reasonable person would consider partisan or political in nature.

BACKGROUND:

On August 25, 2010, the DRPA Board of Commissioners passed resolution 10-054, which proposed to prohibit Authority employees from engaging in political activities at work. The Governor of New Jersey, observing that resolution 10-054 did not include commissioners, vetoed it on September 2, 2010. This resolution was written to address the concerns the governor raised in his 2010 veto message.

SUMMARY:

Amount:	\$ 0
Source of Funds:	N/A
Capital Project #:	N/A
Operating Budget:	N/A
Master Plan Status:	N/A
Other Fund Sources:	N/A
Duration of Contract:	N/A

RESOLUTION

RESOLVED: Members of the public have a right and every reason to expect that public resources will not be used to advance political campaigns or agendas; therefore, let it be

RESOLVED: That DRPA/ PATCO commissioners and all DRPA/PATCO employees shall not use any DRPA/PATCO time, real estate, work products, telecommunications bandwidth, computers, telephones, emails or email lists of DRPA employees, paper, copiers or any other resources to contact, coordinate or raise funds for political campaigns, political parties, political action committees, candidates for public or party office, campaigns for initiatives and referenda, recall campaigns, political petition drives or any other activities that a reasonable person would consider partisan or political in nature. In addition, all commissioners and employees in receipt of confidential commissioner contact list shall not use this list for any political use or purpose.

SUMMARY:	Amount:	\$ 0
	Source of Funds:	N/A
	Capital Project #:	N/A
	Operating Budget:	N/A
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	N/A
	Other Parties Involved:	N/A

SUMMARY STATEMENT

ITEM NO.: DRPA-10-070

SUBJECT: Appointing Members of the Audit Committee
(Amendment to DRPA-10-070)

COMMITTEE: New Business

COMMITTEE MEETING DATE: December 5, 2012

BOARD ACTION DATE: December 12, 2012

PROPOSAL: That the Board adopt a resolution appointing members of the Audit Committee to be chaired by the Auditor General of Pennsylvania.

PURPOSE: To adopt a resolution appointing six (6) members to the Audit Committee to be chaired by the Auditor General of Pennsylvania and consist of an equal number of commissioners from each state as established under DRPA-10-040.

BACKGROUND: The Board established an Audit Committee to be chaired by the Auditor General of Pennsylvania as established under DRPA-10-040. The Board desires to appoint the other members of the Audit Committee.

SUMMARY:

Amount:	N/A
Source of Funds:	N/A
Capital Project #:	N/A
Operating Budget:	N/A
Master Plan Status:	N/A
Other Fund Sources:	N/A
Duration of Contract:	N/A
Other Parties Involved:	N/A

DRPA-10-070
Unfinished Business: December 5, 2012
Board Date: December 12, 2012
Appointing Members of the
Audit Committee
(Amendment to DRPA-10-070)

RESOLUTION

RESOLVED: That the Board hereby appoints six (6) members to the Audit Committee to be chaired by the Auditor General of Pennsylvania as established under DRPA-10-040 and consist of an equal number of commissioners from each state.

SUMMARY:

Amount:	N/A
Source of Funds:	N/A
Capital Project #:	N/A
Operating Budget:	N/A
Master Plan Status:	N/A
Other Fund Sources:	N/A
Duration of Contract:	N/A
Other Parties Involved:	N/A

SUMMARY STATEMENT

Amended 12/12/2012

ITEM NO.: DRPA-10-045/113

SUBJECT: Requirement that All Vendors of the Authority Disclose Contributions
(Replaces 10-045 and 10-113)

COMMITTEE:

Unfinished Business

COMMITTEE MEETING DATE:

December 5, 2012

BOARD ACTION DATE:

December 12, 2012

PROPOSAL:

That the Board adopts the attached Vendor Political Contributions Policy ("the Policy") and Political Contribution Disclosure and Certification Forms requiring that all vendors of the Authority, including current and prospective vendors, submit disclosures of all political contributions made in PA and/or NJ in accordance with the Policy and Certifications prior to the award of any contract or agreement, award, extension or renewal and enhance application and enforcement of that Policy by adopting the procedures in the Policy.

Prospective vendors must submit disclosures of political contributions and certifications when providing any form of submission to provide services or goods to the Authority. The requirement to disclose political contributions is intended to address the perception of political influence and to eliminate any potential for political influence in the award of contracts by obtaining vendor certification that explicit guidelines and restrictions relating to contracting with vendors who make political contributions, as set forth in the attached Vendor Political Contributions Policy, were followed.

PURPOSE:

To adopt the Vendor Political Contributions Policy and Political Contribution Disclosure and Certification Forms which requires vendors and prospective vendors of the Authority to provide disclosure of political contributions made in PA and/or NJ in order to prevent such contributions from influencing the Authority's contract selection process.

The Vendor Political Contributions Policy defines explicit guidelines and restrictions relating to contracting with vendors who make political contributions and requires vendors to certify that it has not made a contribution that would bar the award of the contract pursuant to the provisions set forth in the attached Vendor Political Contributions Policy.

BACKGROUND:

In its continuing effort to conduct business in an open, transparent, and ethical manner, and to enhance public trust in the process, the Authority has made a number of changes to its business practices to ensure that contracts of the Authority are awarded through an open and competitive process which is based on merit, qualifications and cost-effectiveness. Toward that goal, in 2010 the Authority adopted Resolutions DRPA 10-045 and DRPA 10-113 to require contractors and consultants of the Authority

to disclose political contributions and to certify that their contributions are made in accordance with applicable law and Authority policy. This Resolution replaces both Resolutions DRPA 10-045 and DRPA 10-113.

To further enhance the transparency of the process, the Authority seeks to strengthen and clarify the policy and procedure for the requirement and use of the disclosures and certifications by adopting the attached policy and procedure. This Policy and procedure restricts Authority business with contractors and consultants who make certain political contributions and requires contractors and consultants to affirmatively certify their compliance with law. Further, the policy empowers the Authority's Office of Inspector General to regulate and enforce the application of the Policy to ensure transparency and openness in the procurement process in accordance with the policy.

The Board has reviewed the proposed Vendor Political Contributions Policy and the Political Contributions Disclosure and Certification Forms requiring all Authority vendors to disclose political contributions and has considered the advice and analysis of its staff, the Inspector General (IG), and General Counsel with regard to the proposed policy and form and has determined that the proposed language represents the best interests of the Authority and the public it serves.

The Office of the Inspector General (OIG) will review the Political Contribution Disclosure and Certification Forms for compliance. The OIG will also advise Board members of potential conflicts prior to a vote. The OIG will conduct conflict interviews of Authority staff assigned to evaluate technical proposals, bids, quotes, statement of qualifications submitted by vendors. Whenever applicable, the IG will recommend the replacement/removal of a staff member when a conflict or perceived conflict exists.

The IG will also review the disclosure forms for possible conflicts of interest or potential conflicts on the part of commissioners. The IG, in consultation with the General Counsel, will advise the commissioner of the conflict or potential conflict and discuss options to include recusal.

SUMMARY:	Amount:	N/A
	Source of Funds:	N/A
	Capital Project #:	N/A
	Operating Budget:	N/A
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	N/A
	Other Parties Involved:	N/A

DRPA-10-045/113
Unfinished Business: December 5, 2012
Board Date: December 12, 2012
Requirement that All Vendors of the Authority
Disclose Contributions
(Replaces 10-045 and 10-113)

RESOLUTION

RESOLVED: That the Board adopts the attached Vendor Political Contributions Policy and the Political Contribution Disclosure and Certification Forms and hereby requires all current and prospective vendors of the Authority to complete such requirements in accordance with that Policy prior to the award, extension or renewal of any contract or agreement, including the disclosure of all contributions made during the term of any contract or agreement; and that any prospective vendor of the Authority complete the form disclosing political contributions made in PA and/or NJ in conjunction with submitting a bid for providing services or goods to the Authority and certify that it has not made a contribution that would bar the award of the contract or agreement pursuant to the attached Vendor Political Contributions Policy and be it further

RESOLVED: That the Board adopts explicit restrictions relating to contracting with vendors who make political contributions as set forth in the attached Vendor Political Contributions Policy and be it further

RESOLVED: That the Board directs the Office of the Inspector General to ensure compliance with this resolution and to promulgate rules for the further implementation of the policy in accordance with the Policy and with this Resolution.

SUMMARY:

Amount:	N/A
Source of Funds:	N/A
Capital Project #:	N/A
Operating Budget:	N/A
Master Plan Status:	N/A
Other Fund Sources:	N/A
Duration of Contract:	N/A
Other Parties Involved:	N/A

OGC

VENDOR POLITICAL CONTRIBUTIONS POLICY

PURPOSE: The following policy is established by the Board of Commissioners (Board) to ensure the Delaware River Port Authority (DRPA) and Port Authority Transit Corp. (PATCO) is conducting business in an open, transparent, and ethical manner. This policy pertains to all bids, proposals, quotes, and/or statements of qualifications submitted to the DRPA and PATCO.

SCOPE: Defines the circumstances under which the Authority shall be prohibited from contracting with vendors who make certain political contributions.

POLICY:

1. All current and/or prospective vendors seeking to enter into an agreement or otherwise contract to provide any material, supplies or equipment to the Authority, or to acquire, sell, or lease any land or building from the Authority, if such contract or agreement is in excess of \$25,000 in value, the vendor will be required to submit a Political Contribution Disclosure Form and a Certification Form prior to the execution of an agreement or contract with the Authority. The business entity shall have a continuing duty to report any contribution it makes during the term of the contract. The political contributions to be disclosed are limited to those made on the local, county, and state levels in Pennsylvania and New Jersey.

2. If a business entity makes a contribution during the term of the contract or agreement, the entity must disclose the contribution within 30 days of the contribution. The entity will be required to disclose the candidate, date of contribution and the amount of the contribution within 30 days of contribution.

3. Definitions

"Contribution" means a contribution which is a reportable contribution in accordance with either 25 P.S. §3241 et. seq. or N.J.S.A. 19:44A-1 et. seq., as applicable, made on or after the date hereof.

"Business entity" means:

- i. a for-profit entity as follows:
 - A. in the case of a corporation: the corporation, any officer of the corporation, and any person or business entity that owns or controls 10% or more of the stock of the corporation;
 - B. in the case of a general partnership: the partnership itself and any partner controlling 10% or more of the partnership interest;

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**Requirement that All Vendors of the Authority
Disclose Contributions**

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- C. in the case of a limited partnership: the limited partnership and any partner controlling 10% or more of the limited partnership interest;
 - D. in the case of a limited liability company: the limited liability company and any member controlling 10% or more of the limited liability company;
 - E. in the case of a limited liability partnership: the limited liability partnership and any partner controlling 10% or more of the limited liability partnership;
 - F. in the case of a sole proprietorship: the proprietor; and
 - G. in the case of any other form of entity organized under the laws of this State or any other state or foreign jurisdiction: the entity and any principal, officer, or partner thereof;
- ii. any subsidiary directly or indirectly controlled by the business entity;
 - iii. any political organization organized under section 527 of the Internal Revenue Code that is directly or indirectly controlled by the business entity, other than a candidate committee, election fund, or political party committee; and
 - iv. with respect to an individual who is included within the definition of business entity, that individual's spouse or civil union partner, and any child residing with the individual, that, this policy shall not apply to a contribution made by such spouse, civil union partner, or child to a candidate for whom the contributor is entitled to vote or to a political party committee within whose jurisdiction the contributor resides unless such contribution is in violation of Section 6 of this policy.
4. It shall be a breach of the terms of any contract with the Authority for a business entity to: (i) knowingly conceal or misrepresent a contribution given or received; (ii) make or solicit contributions through intermediaries for the purpose of concealing or misrepresenting the source of the contribution; (iii) engage or employ a lobbyist or consultant with the intent or understanding that such lobbyist or consultant would make or solicit any contribution, which if made or solicited by the business entity itself, would subject that entity to the restrictions of this policy; (iv) fund contributions made by third parties, including consultants, attorneys, family members, and employees; (v) engage in any exchange or contributions to circumvent the intent of this policy, or (vi) directly or indirectly, through or by any other person or means, do any act which would subject that entity to the restrictions of this policy.
5. A business entity which is determined by the Authority to have willfully and intentionally made a contribution or failed to reveal a contribution in violation of this

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policy shall be barred by the Authority from contracting with the Authority for up to five years.

6. Notwithstanding anything contained herein to the contrary, nothing contained herein shall prohibit the Authority from contracting with a vendor where the Chief Executive Officer is authorized to act pursuant to the Emergency Powers provisions under the By-laws.

7. Nothing contained in this policy shall be construed as affecting the eligibility of any business entity to perform a contract with the Authority because that entity made a contribution during the two-year period immediately preceding the effective date of this policy. This policy shall be effective as of January 1, 2011.

PROCEDURE: Vendors are required to submit a Political Contribution Disclosure Form and a Certification Form on all bids, proposals, quotes, and/or statements of qualifications for contracts in the amount of \$25,000 or more.

The requested forms must be submitted in a separate sealed envelope from the rest of the proposal. These forms shall not be submitted in the Technical Proposal or Cost Proposal.

The Political Contribution Disclosure Form and Certification Form will be forwarded to the OIG for review. OIG will determine whether the Vendor is in compliance with DRPA policy. OIG will also review the Political Contribution Disclosure Form for any potential conflict or direct conflict of interest with members of the Board. OIG will address any potential conflict or actual conflict with the Board member pursuant to OIG guidelines.

Failure to submit these forms may result in the disqualification of the Vendor's bid, proposal, quote, or statement of qualification.

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Disclose Contributions**

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**CERTIFICATION
PROHIBITION ON CONTRACTING
WITH VENDORS WHO MAKE CERTAIN POLITICAL CONTRIBUTIONS**

The Proposer hereby certifies that it has not made a contribution that would bar the award of the Contract pursuant to the Prohibition on "Contracting with Vendors who Make Certain Political Contributions" Policy and shall report any contribution it makes during the term of the Contract.

Date _____

Signature _____

Company Name _____

Title _____

SUMMARY STATEMENT

Amended 12/12/2012

ITEM NO.: DRPA-10-050

**SUBJECT: Compensation Review Committee
(Amendment to DRPA-10-050)**

COMMITTEE: Unfinished Business

COMMITTEE MEETING DATE: December 5, 2012

BOARD ACTION DATE: December 12, 2012

PROPOSAL: That the Board adopt a resolution to form and establish a Compensation Review Committee of the Authority to review the compensation of all Officers, Directors and Employees of the Authority.

PURPOSE: To establish a Compensation Review Committee of the Authority to review the current compensation provided to all Officers, Directors and Employees of the Authority and determine the reasonable range of annual compensation for each position.

BACKGROUND: The Authority has determined that in order to assess the compensation levels of Officers, Directors and Employees, there is a need to establish a baseline for similar private and public sector positions based upon current market conditions. In order to determine market conditions, position equivalencies and appropriate comparative salaries for all Officers, Directors and Employees of the Authority, a compensation review committee shall be established. The establishment of a compensation review committee will assist the Authority to ensure that the compensation of Officers, Directors and Employees is in line with similarly situated positions among other entities and is in the best interests of the Authority and the public it serves.

On August 18, 2010, the Board adopted DRPA-10-050 which formed a Compensation Review Committee to review the compensation of all Officers and Directors of the Authority. This resolution amends DRPA-10-050 by adding employees to the compensation review.

SUMMARY:

Amount:	N/A
Source of Funds:	N/A
Capital Project #:	N/A
Operating Budget:	N/A
Master Plan Status:	N/A
Other Fund Sources:	N/A
Duration of Contract:	N/A
Other Parties Involved:	N/A

RESOLUTION

RESOLVED: That the Board establish a Compensation Review Committee to (i) review the current compensation levels paid to the Officers, Directors and Employees of the Authority, (ii) consider appropriate compensation levels for each such position based upon the current market conditions and such other factors as the committee may decide appropriate or relevant and (iii) provide a report regarding the foregoing with such recommendations to the Authority Board within sixty (60) days; and be it further

RESOLVED: That no less than six (6) Commissioners shall sit on the Compensation Review Committee, with equal numbers from each state.

SUMMARY:

Amount:	N/A
Source of Funds:	N/A
Capital Project #:	N/A
Operating Budget:	N/A
Master Plan Status:	N/A
Other Fund Sources:	N/A
Duration of Contract:	N/A
Other Parties Involved:	N/A

OGC

SUMMARY STATEMENT

ITEM NO.: DRPA-12-122

SUBJECT: Consideration of Pending DRPA Contracts (Between \$25,000 and \$100,000)

COMMITTEE:

New Business

COMMITTEE MEETING DATE:

N/A

BOARD ACTION DATE:

December 12, 2012

PROPOSAL:

That the Board consider authorizing staff to enter into contracts as shown on the Attachment to this Resolution.

PURPOSE:

To permit staff to continue and maintain DRPA operations in a safe and orderly manner.

BACKGROUND:

At the Meeting held August 18, 2010 the DRPA Commission adopted Resolution 10-046 providing that all DRPA contracts must be adopted at an open meeting of the DRPA Board. The Board proposed modifications to that Resolution at its meeting of September 15, 2010; specifically that all contracts between \$25,000 and \$100,000 be brought to the Board for approval. The contracts are listed on the Attachment hereto with the understanding that the Board may be willing to consider all of these contracts at one time, but if any member of the Board wishes to remove any one or more items from the list for separate consideration, each member will have that privilege.

SUMMARY:

Amount:	N/A
Source of Funds:	See Attached List
Capital Project #:	N/A
Operating Budget:	N/A
Master Plan Status:	N/A
Other Fund Sources:	N/A
Duration of Contract:	N/A
Other Parties Involved:	N/A

DRPA-12-122
New Business: December 12, 2012
Board Date: December 12, 2012
Consideration of Pending DRPA Contracts
(Between \$25,000 and \$100,000)

RESOLUTION

RESOLVED: That the Board authorizes and directs that subject to approval by counsel and the Chief Executive Officer, staff proceed to negotiate and enter into the contracts listed on the Attachment hereto.

SUMMARY:

Amount:	N/A
Source of Funds:	See Attached List
Capital Project #:	N/A
Operating Budget:	N/A
Master Plan Status:	N/A
Other Fund Sources:	N/A
Duration of Contract:	N/A
Other Parties Involved:	N/A

CONSIDERATION OF PENDING DRPA CONTRACTS (BETWEEN \$25,000 - \$100,000) DECEMBER 12, 2012

Item #	Vendor/Contractor	Description	Amount	Procurement Method	Bids Received	Bid Amounts	Source of Funds
1	W.B. Mason Co., Inc. Pennsauken, NJ	One (1) Year Contract for DRPA/PATCO Office Supply requirements for 2013.	\$90,000.00 (not to exceed)	Competitive Formal Bid - Request for Bid B0006069 was publicly advertised and issued to twenty-three (23) prospective bidders. Six (6) bids were received and publicly opened on November 16, 2012. Contract award is based on the highest discount offered from the 2013 United Stationers office supply catalog.	1. W.B. Mason Co., Inc. Pennsauken, NJ 2. Office Basics, Inc. Boothwyn, PA 3. Staples Business Advantage Bristol, PA 4. 503 Corporation Philadelphia, PA 5. G.A. Blanco & Sons Clarksboro, NJ 6. School Specialty, Inc. Mount Joy, PA	63.60% 55% 51.30% 16.00% No Bid No Bid	Revenue Fund/DRPA General Fund/PATCO