DELAWARE RIVER PORT AUTHORITY
Minutes of the May 15, 2013 Board Meeting
One Port Center, Camden, New Jersey
Wednesday, May 15, 2013, 9:00 a.m.

Present

PENNSYLVANIA

Kathryn Boockvar, Esquire (DePasquale)
William Sasso, Esquire
Andrew J. Reilly, Esquire
John Lisko, Esquire (McCord) (via telephone)
Joanna Cruz, Esquire (via telephone)
Joann Bell

Officers and Chiefs

John Matheussen, CEO
Michael Conallen, Deputy CEO
Danielle McNichol, General Counsel
and Corporate Secretary
Kristen Mayock, Deputy General Counsel
John Hanson, CFO
Toni Brown, CAO
Tim Pulte, COO
Mike Venuto, Chief Engineer
John Rink, PATCO, General Manager
Thomas Raftery, Inspector General
Gary Smith, Captain, Public Safety

DRPA Staff

Fran DiCicco, Administrative Coordinator
Ann DuVall, Exec. Assistant to CEO
Barbara Holcomb, Manager, Gov. Relations
Timothy Ireland, Director, Corp. Comm.
Howard Korsen, Manager, Contract Admin.
Kevin LaMarca, Director, IS
Sheila Milner, Administrative Coordinator
Elizabeth McGee, Administrative Assistant
Bill Shanahan, Director, Gov. Relations
Susan Squillace, Manager, Purchasing
Mike Voll, Public Safety
Dawn Whiton, Administrative Coordinator
Mike Williams, Graphic Design Administrator

NEW JERSEY

Jeffrey L. Nash, Esquire, Vice Chair
Albert Frattali
E. Frank DiAntonio
Richard Sweeney
Charles Fentress
Rick Taylor
Denise Mason
Tamarisk Jones

Counsel

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

Others

Amy Herbold, Esquire, NJ Gov. Authorities
Unit
(via telephone)
Kevin Schmidt, Deputy General Counsel, PA
Office of General Counsel
Dawn Robinson
Janina Robinson
Rev. Edwin Mosley
Bill Schofield (PNC)
Jonathan Latko (CAC)
Joe Quigley
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.

Vice Chair Nash called the meeting to order and asked that the Corporate Secretary call the roll. The Corporate Secretary announced that there was a quorum. Vice Chair Nash presided.

Report of the Chief Executive Officer

Vice Chair Nash asked the CEO to give his report.

Mr. Matheussen thanked the Vice Chairman. He said his report stands as submitted, but he would like to highlight several items.

Mr. Matheussen noted that a successful public meeting was held last evening at One Port Center to discuss design concepts proposed for the Ben Franklin Bridge south walkway access ramp. He said input from the public will help in the decision of how the ramp will be designed and built. After evaluating the input, a more detailed structural design and specific project budget will be developed. He indicated we have secured $500,000 so far for the project and efforts are underway to identify and secure additional grant funding.

Vice Chair Nash indicated that the board Chairman David Simon was in attendance at the bike ramp public hearing last evening. Vice Chair Nash thanked Mike Venuto and his staff and Bill Shanahan and his grants team who are working on this project, including efforts to obtain additional funding.

Mr. Matheussen provided an update on the Glassboro-Camden Line (GCL). Mr. Matheussen advised that a successful Agency Scope Review Meeting was held on May 9, 2013; with attendance by interested stakeholders such as DVRPC, NJDOT and NJ TRANSIT. Mr. Matheussen noted that the station planning meetings with municipalities along the line continue. He said these meetings are important to the Environmental Impact Statement (EIS) work that is underway. Also, a Public Scoping Review Meeting will be held on Monday, May 20th from 6:00 p.m. to 8:00 p.m. in the Cafeteria of the Woodbury Jr/Sr High School building.

During the course of the Board Meeting, two retirees were acknowledged for their outstanding dedication and accomplishments; Dawn Robinson for her 34 years as a Walt Whitman Bridge toll collector and Rev. Edwin Mosley for his 28 years as a toll collector at the Ben Franklin. He wished both staff members well in their retirement and thanked them for their service to the public of the region through the years. Vice Chair Nash also thanked them for their exemplary contributions.

This concluded Mr. Matheussen's CEO Report.

Report of the Chief Financial Officer

Mr. Hanson discussed the March Program Performance report. Mr. Hanson stated as of March 31st, DRPA toll revenues are about 1.5% over budget. PATCO revenues are about 0.20% over budget. DRPA expense budget is 13.5% under budget and PATCO expense budget is 11.15% under budget.

Mr. Hanson indicated that he had received some questions this week as to whether the DRPA was involved in Build America Bonds or BABS. Mr. Hanson advised that we did not issue any BABS. He further stated that as there are issues right now with those payments being delayed by the federal government and that it was probably a good thing that the agency was not involved in these bonds.

Approval of Balance Sheet as of December 2012

On motion duly made and seconded, the Balance Sheet as of December 2012 was approved.

Approval of April 17, 2013 DRPA Board Meeting Minutes

The Minutes of the April 17, 2013 Board Meeting of the Delaware River Port Authority was 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 April 17, 2013 Board Meeting were approved.

Receipt and Filing of the Monthly List of Payments Covering the Month of April 2013

The Monthly List of Payments covering the month of April 2013 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 April 2013 was approved.

Receipt and Filing of the Monthly List of Purchase Orders and Contracts Covering the Month of April 2013

The Monthly List of Purchase Orders and Contracts covering the month of April 2013 was previously provided to all Commissioners and there were no comments.

On motion duly made and seconded, the Monthly List of Purchase Orders and Contracts covering the month of April 2013 was received and filed.

Report of Strategic Planning Committee

Mr. Hanson stated that the committee has continued to have regular meetings and that most recently there was a joint meeting with the Audit Committee and CGR to review CGR's report. He stated all of the subcommittees have met, reviewed all recommendations and continues to work on the prioritization of the strategic plan.

Approval of Operations & Maintenance Committee Report of May 1, 2013

The Report of the Operations & Maintenance Committee Meeting of May 1, 2013 was previously provided to all Commissioners and there were no comments.

On motion duly made and seconded, the Report of the Operations & Maintenance Committee of May 1, 2013 was approved.

Ms. Brown stated that the Board will be asked to authorize staff to work with AON for additional hours for the loss control and safety services which they provide to use currently. The minutes currently reflect that AON has conducted numerous unanticipated functions for the DRPA, leaving a balance of 431.11 hours until August 16, 2014. She stated that she has explained to the Operations & Maintenance Committee, that in September 2012, they received an unanticipated cease and desist letter that we received from the Graham Company. Ms. Brown stated that the letter required staff to work with AON to create a new safety manual and corresponding forms. She said that this effort took about 370 hours, which left a void of 370 hours and as such staff is seeking approval for the additional hours. The minutes state that these additional hours are needed to get us through August 16, 2014, however, the date should be corrected to read August 16, 2013. That date is accurately reflected in the Resolution which the Board will be asked to approve.

Mr. Matheussen confirmed that it was only the date change of 2014 to 2013 which needed to be corrected in the Operations & Maintenance minutes and Ms. Brown agreed.

On motion duly made and seconded, the Report of the Operations & Maintenance Committee of May 1, 2013 was approved as amended.

Adopt Resolutions Approved by Operations & Maintenance Committee of May 1, 2013

Vice Chairman Nash gave a special thanks to the Committee for working diligently to move these projects forward. He also wanted to thank the Chairman and Vice Chairman for working with the Committee to achieve the accomplishments.

Commissioner Sasso stated that it is a real team effort with every member of the Committee and the Engineering staff.

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

DRPA-13-058 **Design Services for Benjamin Franklin Bridge 5th Street Vehicular Tunnel Rehabilitation**

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

DRPA-13-059 **Additional Hours Loss Control and Safety Service Hours to be provided by AON**

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

DRPA-13-060 **Vegetation Management and Weed Control Services**

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

DRPA-13-061 **Purchase of Public Safety In-Car Mobile Video Recorders**

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

DRPA-13-062 **BFB Track Rehabilitation Project**

Commissioner Sweeney abstained from voting on DRPA-13-062.

Mr. Matheussen advised that Mr. Venuto had an additional correction for the Operations & Maintenance minutes.

Mr. Venuto stated that the Board just approved continuing with PATCO Track Rehabilitation Across the BFB Project. He said that he believes that the Board members review and rely on the Operations & Maintenance Meeting minutes to be informed prior to their respective vote. Mr. Venuto stated that he wished to amend the meeting minutes to add an important statement that he made at the Operations & Maintenance Committee Meeting.

Preceding Commissioner Sasso's statement that good progress has been made he wished to add the following:

Mr. Venuto added that the interim repairs that Mr. Matheussen discussed earlier are not a long term solution and stated that it is not advisable or recommended to miss the 2014 construction season.

On motion duly made and seconded, the amended minutes of the Operations & Maintenance Committee were further amended to include Mr. Venuto's statement.

Commissioner Sasso stated that it is a real team effort that is working together.

Approval of Finance Committee Report of May 1, 2013

The report of the Finance Committee meeting of May 1, 2013 was previously provided to all Commissioners and there were no comments.

On motion duly made and seconded, the report of the Finance Committee of May 1, 2013 was approved.

Adopt Resolutions Approved by Finance Committee of May 1, 2013

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

DRPA-13-063 **Cisco SMARTnet Maintenance Agreement of Greater Philadelphia**

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

DRPA-13-064 **Toll Touch Screen Upgrades**

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

DRPA-13-065 **Toll Equipment Upgrades**

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

DRPA-13-066 **Temporary Clerical, Administrative, Financial and Custodian Workers**

Report of the Audit Committee

The Report of the Audit Committee Meeting of May 1, 2013 was previously provided to all Commissioners and there were no comments.

Commissioner Boockvar stated that the federal General Accountability Office (GAO) has been looking into the bi-state toll commissions nationwide, but for our purposes they have been reviewing bi-state agencies in Pennsylvania, New Jersey and New York. Commissioner Boockvar stated that the GAO has drafted a report for our comments and review. It is expected that the GAO will publish a final report in a few months.

Commissioner Boockvar advised that we are currently starting our annual financial audit, as mandated by the compact. We are gathering the required documentation financial ledgers, contracts, lawsuits, real estate debt, budget issues and other items to be needed from each of the departments. It is expected that McGladrey will be presenting their financial audit plans to the Audit Committee on June 5th.

Unfinished Business

There was no DRPA unfinished business.

New Business

Item 1 – 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-13-067 **Consideration of Pending DRPA Contracts (Between $25,000 and $100,000)**

Item 2 – OPC Parking Lot (Previously Agreement for Susquehanna Bank Center Staff/Management Parking at OPC)

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

DRPA-13-068 **OPC Parking Lot (Previously Agreement for Susquehanna Bank Center Staff/Management Parking at OPC)**

Citizens Advisory Committee Update

Mr. Latko, chair of the CAC, advised that their committee met last week to discuss the items for the upcoming board meeting. At the last board meeting, Chairman Simon did provide guidance on two of their main questions and requests. Mr. Latko continued that CAC has been working with Ms. McNichol to create a Confidentiality Agreement. Mr. Latko advised that he was disappointed that CAC did not make it to the Audit Committee this month as it will not be until July before CAC can change their document review process. Mr. Latko asked that CAC's confidentiality agreements make it to the next Audit Committee.

Mr. Latko stated that CAC reviewed the bike ramp proposals for the Ben Franklin Bridge. CAC is recommending option #2, with the extension of the 10 foot walkway, with no switchback. It is important to note that this is also the least expensive option, which also has the added benefit that allows the police officers to drive their vehicles onto the bridge.

Mr. Latko stated that this past month they met with the Engineering Department which provided a breakdown of DRPA owned properties on the New Jersey side of the Ben Franklin Bridge. They suggested investment in a GIS system to track all these properties.

Mr. Latko continued that the New Jersey Conservation Association attended their meeting and discussed properties owned by the DRPA along Admiral Wilson Boulevard. CAC reviewed the lands and requests more information before making a recommendation. They view public use of the properties as park land as a viable proposal and after obtaining more information they will make a formal recommendation.

Mr. Latko stated that he had concerns in reference to the parking agreement between DRPA and Susquehanna Bank regarding use of the OPC parking lot for waterfront events. Mr. Latko inquired about parking under the Ben Franklin Bridge on the New Jersey side. It was his recollection that there was funding and repairs were made, including paving, fencing and striping for parking in that space. He acknowledged that this was before 9/11 and understands why these plans were abandoned at that time, Mr. Latko suggested that revisiting parking under the Ben Franklin Bridge should be looked into cautiously; recognizing another revenue stream and closer access to the waterfront. Mr. Latko asked why this parking was not an option on the New Jersey side and asked for clarification. Mr. Matheussen stated that in regard to the parking, we are aware of the critical need for parking spaces. The resolution that the Board just passed allows the Camden Parking Authority the limited use of the OPC parking lot during three events in June, with significant restrictions, including no tailgaiting.

Mr. Matheussen continued in regards to the Ben Franklin Bridge it was not something that was presented to the Board because we just passed two resolutions for ongoing work on the PATCO tracks at the bridge. This work is ongoing as we speak. Parking under the bridge would not be feasible or safe because of the work crews and equipment there. Mr. Matheussen continued that we are going to invest $10,000 from the aforementioned parking into promoting the use of the Riverline, PATCO, and the Ferry, along with working with New Jersey Transit and SEPTA for alternative methods of transportation to the waterfront. Mr. Pulte added that the parking agreement is with the Camden Parking Authority not Susquehanna Bank.

Mr. Latko continued that the use of public transportation is paramount. Mr. Latko also stated that over the past several years, the activities that go on during concerts are a travesty. Mr. Latko urged the DRPA to be aware of the actions that occur at these concerts and that the DRPA is serious about no tailgating in the OPC lot.

Mr. Matheussen stated that the DRPA is very serious about no tailgating. The Board resolution requires the agreement with the Camden Parking Authority to include a security officer present at OPC lot, as well as screening vehicles as they pull into our lot for parking and advising of no tailgating. Staff at the Authority work closely with other stakeholders in the City on these matters.

Mr. Matheussen stated that regarding the Gateway Project (Admiral Wilson Boulevard), there have been a number of meetings with the New Jersey Conservation Foundation to evaluate their proposal to transfer the land for the future. Concerning a GIS system, this is something we have in our 2013 budget to coordinate our properties. The Engineering Department plans to discuss this matter in an upcoming Operations & Maintenance meeting.

Mr. Matheussen confirmed with Ms. McNichol that the confidentiality agreement between the DRPA and CAC has been drafted. Ms. McNichol advised the Board that CAC has a copy of the draft and Mr. Latko and General Counsel had just discussed some questions prior to the meeting.

Mr. Latko thanked the Board for suggesting the use of the transit ambassadors for the Cirque du Soleil events on the waterfront.

Mr. Latko inquired about what communications occur when there is a problem on one of the bridges.

Mr. Matheussen replied that the information is sent out in alerts via the website and apps alerts for commuters. He also mentioned the members of DRPA/PATCO internal staff that is notified in real time to address any concerns.

Mr. Latko advised that he had been contacted by two people concerning the March 16th incident on the PATCO train, when the train was stuck on the bridge. Mr. Latko expressed concerns that there was only one announcement made on the train for passenger during the entire incident.

Mr. Matheussen stated that Mr. Rink did make a report on this incident to the Board and Mr. Matheussen will make sure to get Mr. Latko a copy of the report.

Mr. Latko stated that concludes CAC's report.

Public Comment
There was no Public Comment.

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

Respectfully,

Danielle L. McNichol
Corporate Secretary

REPORT OF THE CHIEF EXECUTIVE OFFICER

May 15, 2013

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

May 15, 2013

To the Commissioners:

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

BRIDGE AND FINANCE

Earlier this month, we administered the oath of office to DRPA Chief of Police Jack Stief. Today's board meeting is the first during which the chief is serving in his newly assumed leadership role. We also welcome our new Homeland Security Director Bob Shiver, who is now officially in place. We extend our congratulations and best wishes to both gentlemen.

Last night, we hosted a public meeting in this boardroom to discuss design concepts proposed for the Benjamin Franklin Bridge south walkway access ramp. We plan to use feedback generated at the meeting to decide on one of three concepts under consideration. We then will develop a more detailed structural design and a more specific project budget.

We have installed new surveillance cameras at the Betsy Ross Bridge. Installations on the Philadelphia side of the Walt Whitman Bridge are nearly complete. Work on the Gloucester City side of the Walt Whitman Bridge continues. We will begin shortly to program and test the new equipment.

Administration is processing a request by the New Jersey Conservation Foundation and the Camden County Municipal Utilities Authority to accept, own and maintain Admiral Wilson Boulevard park land currently owned by the DRPA. In 2001, we signed an agreement of transfer with Camden County; NJCF and CCMUA are proposing to take the county's place in the transaction.

FOR BRIDGE AND TRAFFIC HIGHLIGHTS, SEE ATTACHMENT 1

PATCO

On April 22, PATCO opened a new elevator at the Ferry Avenue station in Camden. The completed project is part of a $22 million program to make PATCO stations more accessible to more people. As most of you know, all PATCO stations are scheduled to be equipped with elevators by 2017. We're confident that the new elevators will improve the PATCO customer experience, and we look forward to July, when we expect to open two more elevators at the 9th/10th Street Station in Philadelphia.

Design consultant selection continues for elevator installation at the remaining PATCO stations: Ashland, Haddonfield, Westmont, Collingswood, City Hall and 12th/13th Street.

The Glassboro-Camden Line environmental impact study team is meeting with local municipal officials to discuss possible train station locations. On May 9, the team participated in an agency scope review meeting with the Federal Transit Administration, NJ TRANSIT and other stakeholders. We also have scheduled a public scope review meeting on May 20 from 6 p.m. until 8 p.m. at Woodbury Junior/Senior High School.

EMPLOYEE ACTIVITIES

DRPA Capital Grants Manager Barbara Holcomb was honored on April 20 with the Camden County East NAACP's Visionary Leader Award. We extend our congratulations and our gratitude for Barbara's valuable community service in the Port District.

Fritz H. Sims, the DRPA's supervisor of printing services, has been honored with membership in the In-Plant Printing and Mailing Association's Franklin Stamp and Ink Society. A Certified Graphic Communications Manager (CGCM) since 2007, Fritz is one of only 50 members of the national society. We applaud him for achieving this exclusive honor.

**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**

Respectfully Submitted,

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

DELAWARE RIVER PORT AUTHORITY
MONTHLY REPORT
APRIL 2013
ATTACHMENT 1

POLICE ACTIVITIES	CBB	BFB	PAT	BRB	WWB	Apr-13 TOTALS	2013 YTD	Jan-12 TOTALS	2012 YTD
ARESTS-DWI	0	25	1	5	18	49	118	36	120
ARRESTS-CRIMINAL	0	6	7	0	0	13	80	16	82
ARRESTS-DISOR/OTH/WARR	5	34	56	5	18	118	500	126	453
ARRESTS-TOLL EVASION	0	0	13	0	1	14	63	3	13
FIRES EXTINGUISHED	0	0	2	0	0	2	4	1	3
DISABLED VEH. REMOVED	26	51	5	29	113	224	950	44	267
TRAFFIC VIOL - 01/2013	154	347	219	183	380	1283	5550		
TRAFFIC VIOL - 01/2012	162	270	149	151	310			1042	0
WARNINGS - 04/2013	270	354	173	240	377	1414			0
ACCIDENT STATISTICS NON-REPORTABLE									
ACCIDENTS - 04/2013	1	13	3	0	20	37			
ACCIDENTS - 04/2012	1	15	1	1	10			28	
ACCIDENTS-YTD - 2013	3	53	10	5	61		132		
ACCIDENTS-YTD - 2012	4	56	4	6	38				108
ACCIDENT STATISTICS REPORTABLE									
ACCIDENTS - 04/2013	2	8	5	1	6	22			
ACCIDENTS - 04/2012	6	6	4	3	4			23	
ACCIDENTS -YTD - 2013	7	27	14	9	19		76		
ACCIDENTS -YTD - 2012	19	33	16	17	30				115
ACCIDENT INJURIES									
INJURIES - 04/2013	1	5	0	0	2	8			
INJURIES - 04/2012	4	0	0	1	0			5	
INJURIES -YTD - 2013	1	17	0	0	10		28		
INJURIES -YTD - 2012	12	1	1	4	4				22
DEATH STATISTICS									
DEATHS - OTHER - 04/2013	0	0	0	0	0	0			
DEATHS - MVA - 04/2013	0	0	0	0	0	0			
DEATHS - YTD - 2013	0	0	0	0	2		2		
DEATHS - YTD - 2012	0	0	0	0	0				0

ATTACHMENT 1

FINANCE

REVENUE AUDIT

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

	2012	2013
Cash Revenue	$8,754,281.16	$8,354,188.03
ETC Revenue	$15,765,954.13	$15,824,734.85
Total Revenue	$24,520,235.29	$24,178,922.88
Non ETC Traffic	1,602,511	1,533,202
ETC Traffic	2,412,430	2,416,460
Total Traffic	4,014,941	3,949,662

DELAWARE RIVER PORT AUTHORITY
ACTIONS OF THE CHIEF EXECUTIVE OFFICER
COMMISSION MEETING MAY 15, 2013
ARTICLE XII-A
ATTACHMENT 2

PERSONNEL

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TEMPORARY APPOINTMENTS

Lawrence F. Gasperone, Jr.	Temporary No Benefits Finance Division Revenue Audit (OPC)	Eff: 02/02/13 to 08/02/13 **[retro]**
Natasha Roman	Temporary No Benefits Finance Division Purchasing (OPC)	Eff: 04/15/13 to 10/15/13

APPOINTMENTS

Steven R. DeVillasanta	Associate Engineer Executive Division Engineering - Planning & Design (OPC)	Eff: 04/08/13
Adam R. Jacurak	Associate Engineer Executive Division Engineering - Construction & Maintenance (OPC)	Eff: 04/08/13
Mark A. Zitzler	Auditor Executive Division Office of the Inspector General (OPC)	Eff: 04/08/13
Mark J. Zimmer	C&M Mechanic Operations Division Construction & Maintenance (BRB)	Eff: 4/22/13

TEMPORARY ASSIGNMENT TO HIGHER CLASSIFICATION

Alfred J. Caruso	From: Revenue Auditor Finance Division Revenue Audit (OPC)	To: Acting Supervisor, Revenue Audit Finance Division Revenue Audit Eff: 02/02/13 to 08/02/13 **[retro]**

PROMOTIONS

Joseph W. Collins	From: Toll Collector Operations Division Bridge/Toll (CBB)	To: Plaza Supervisor Operations Division Bridge/Toll (BFB) Eff: 04/27/13

INTERAGENCY PROMOTION to PATCO - from DRPA - None

INTERAGENCY TRANSFERS to PATCO - from DRPA - None

INTERAGENCY TRANSFERS to DRPA - from PATCO - None

TRANSFERS – DEPARTMENTAL

Christopher F. Borgesi	From: Plaza Supervisor Operations Division Bridge/Toll (BFB)	To: Revenue Auditor Finance Division Revenue Audit (OPC) Eff: 04/27/13

RETIREMENTS

Dawn M. Robinson	Toll Collector Operations Division Bridge/Toll (WWB)	Eff: 04/26/13
Joseph H. Shaw, IV	Maintenance Technician Operations Division Construction & Maintenance (CBB)	Eff: 04/26/13
John A. Rogale	Director, Labor Contract Compliance Executive Division Labor Contract Compliance (OPC)	Eff: 4/30/13

RESIGNATIONS

Michael L. Cook	Police Officer Public Safety Division Public Safety - Administration (BFB)	Eff: 04/18/13

DECEASED - None

DELAWARE RIVER PORT AUTHORITY
PORT AUTHORITY TRANSIT CORPORATION

R E S O L U T I O N

WHEREAS, *DAWN M. ROBINSON has faithfully served the Delaware River Port Authority for THIRTY-TWO years in a conscientious and reliable manner, and*

WHEREAS, *DAWN M. ROBINSON wishes to accept retirement effective April 26, 2013 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, Toll Collector, 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 DAWN M. ROBINSON.*

DELAWARE RIVER PORT AUTHORITY
PORT AUTHORITY TRANSIT CORPORATION

RESOLUTION

WHEREAS, *JOSEPH H. SHAW, IV has faithfully served the Delaware River Port Authority for TWENTY-SIX years in a conscientious and reliable manner, and*

WHEREAS, *JOSEPH H. SHAW, IV wishes to accept retirement effective April 26, 2013 under the provisions of his employment benefits; now therefore,*

BE IT RESOLVED: *That, the Commissioners of the Delaware River Port Authority accept your retirement request from your position, Maintenance Technician, 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 JOSEPH H. SHAW, IV.*

DELAWARE RIVER PORT AUTHORITY
PORT AUTHORITY TRANSIT CORPORATION

RESOLUTION

WHEREAS, *JOHN A. ROGALE has faithfully served the Delaware River Port Authority for TEN years in a conscientious and reliable manner, and*

WHEREAS, *JOHN A. ROGALE wishes to accept retirement effective April 30, 2013 under the provisions of his employment benefits; now therefore,*

BE IT RESOLVED: *That, the Commissioners of the Delaware River Port Authority accept your retirement request from your position, Director, Labor Contract Compliance, 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 JOHN A. ROGALE.*

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

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

Purchase Order P13P0071, Philadelphia Media Network, Inc. Philadelphia, PA. Purchase of Advertisement Space in the Philadelphia Daily News for the FY2012 Capital Improvements to the PATCO High Speed Line. Contract Value: $14,563.20. (Advertisement).

Purchase Order P13S0041, Atlantic Tactical of New Jersey. New Cumberland, PA. Purchase of Twenty Five (25) ABA Extreme HP Level 3A Vests. Contract Value: $15,045.00. (State Contract).

Purchase Order P13P0122, Software House International. Somerset, NJ. Purchase of Thirty (30) Apple iPads with Cases and Stylus Pens. Contract Value: $20,763.90. (Low Bid of 3).

Purchase Order P13C0008, Thyssen Krupp Elevator Co. King of Prussia, PA. Purchase of Year Two (2) of a Three (3) Year Elevator Maintenance Contract for the CBB from 03/01/2013 to 02/28/2014. Contract Value: $20,814.00. (Low Bid of 1).

Purchase Order P13E0002, The Prime Group Associates, Inc. Philadelphia, PA. Purchase of Emergency Services to Remove Asbestos on the CBB's Emergency Generator and Reinsulate the Generator Mufflers. Contract Value: $20,975.00. (Emergency).

Purchase Order P13S0051, Hewlett Packard Company. Omaha, Nebraska. Purchase of Thirty Five (35) HP Compaq Pro 6300 Small Form Factor Desktop PCs. Contract Value: $22,890.00. (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: <u>$5,517,818.29</u>

2013 CAPITAL BUDGET
SUBSTITUTION OF PROJECTS

2013 Capital Budget – Realignment of Funds – From Schedule D: PATCO Miscellaneous Projects, Equipment and Automotive – New Storage Overhangs for Existing Vehicle Maintenance and M&W Building D09010 to Schedule D: PATCO Miscellaneous Projects, Equipment and Automotive – Boiler Conversion to Natural Gas. The Project Will Convert the Boiler in the Lindenwold Administrative Building to Natural Gas and is Expected to Save Approximately $90,000.00 a Year. Budget Amount: $50,000.00

ARTICLE XII-C, SECTION 5
SUMMARY OF AUTHORIZED CONTRACT AND ENGINEERING PAYMENTS
BRIDGES AND PATCO SYSTEM
May 15, 2013

Resolution #	*Contract/Engineer*	*Contract Amount*	*Completed Work (Billed) Percent*	*Completed Work (Billed) Amount*	*Retained Amount*	*Prior Payments*	*Invoice No.*	*Amount*
	Daidone Electric, Inc./Henkels & McCoy, Inc. Joint Venture							
DRPA-09-050)	PATCO Power Pole & Pole Line Replacement	$ 29,285,497.00	96.3%	$ 28,215,319.07	$ 1,608,869.30	$ 25,909,754.22	41	$ 696,695.55
	American Bridge Company							
DRPA-10-020)	WWB Suspension & Anchorage Spans Deck Replacement	128,085,778.00	80.4%	102,974,705.66	3,745,828.28	98,749,781.46	31	479,095.92
DRPA-10-123)	**Schneider Electric**							
DRPA-12-101)	Infrared Camera Implementation	1,329,128.00	62.6%	832,529.58	0.00	0.00	1&2	832,529.58
	New Jersey Transit							
DRPA-12-048)	PATCO Power Pole & Pole Line Replacement - Construction Support & Bus Service	599,472.00	60.9%	365,195.04	0.00	348,851.54	8	16,343.50
	HNTB Corporation							
DRPA-11-094)	WWB NJ Approach Piers Rehabilitation Design	99,284.86	90.6%	89,922.88	0.00	0.00	1&2	89,922.88
DRPA-09-001)	Task Order # TT3316 - WWB PA Approach - Signage, System & Sign Evaluation	67,500.00	99.9%	67,433.36	0.00	54,630.14	6	12,803.22
DRPA-09-001)	Task Order # TT3313 - WWB Pavement Rehabilitation Design	76,990.15	98.3%	75,693.43	0.00	73,533.39	7	2,160.04
DRPA-12-017)	WWB - 2012 Biennial Inspection	769,000.00	99.9%	768,578.99	0.00	710,531.87	11	58,047.12
DRPA-11-061)	BFB Structural Improvements	499,708.14	83.2%	415,603.50	35,536.70	377,194.37	19	2,872.43
	Carr & Duff, Inc.							
DRPA-12-081)	BRB & WWB - Cameras	1,373,000.00	73.7%	1,012,417.00	101,241.70	335,569.50	3	575,605.80
	WSP- Sells, Inc.							
DRPA-12-014)	2012 Biennial Inspection - BFB	489,325.00	86.1%	421,155.48	25,067.20	373,036.28	4	23,052.00
	Ammann & Whitney							
DRPA-12-016)	2012 Biennial Inspection - CBB	555,000.00	87.9%	488,054.23	15,079.27	467,042.76	6	5,932.20
DRPA-12-082)	BFB South Walkway Bicycle & Pedestrian Ramp	598,917.00	20.6%	123,621.23	7,732.83	97,218.85	2	18,669.55
	Urban Engineers, Inc.							
DRPA-10-021)	C.M.S. WWB Suspension & Anchorage Spans Deck Replacement	11,688,508.67	51.7%	6,042,135.30	426,260.53	5,224,878.76	25&26	390,996.01
DRPA-11-094)	Task Order # CM4505 - C.M.S. for Pavement Repairs at WWB & CBB	109,419.16	41.0%	44,824.02	0.00	38,098.82	5	6,725.20
	Jacobs Engineering Group, Inc.							
DRPA-09-081)	PMA307 Program Management Radio Systems Assessment	110,447.00	62.7%	69,223.25	0.00	58,809.17	9	10,414.08
DRPA-09-081)	PMA308 Services for the Development of FCC Narrow banding	61,777.00	77.1%	47,605.46	0.00	39,198.57	8	8,406.89
DRPA-11-094)	Task Order # TT4301 - PATCO Transformer Replacement Project - Phase II	96,882.17	86.1%	83,407.91	0.00	26,601.16	3	56,806.75
DRPA-11-094)	Evaluate & Provide Repair & Manufacture Procedures for PATCO Car Trucks	65,535.52	26.3%	17,226.40	0.00	0.00	1	17,226.40
	Hatch Mott MacDonald							
DRPA-11-094)	Task Order # EG4406 - PATCO Station & Parking Lot Landscape Architecture Design	17,750.00	100.0%	17,750.00	0.00	16,862.50	3	887.50
	Pennoni Associates							
DRPA-11-094)	Asbestos Abatement Oversight & Monitoring CBB	7,212.00	34.0%	2,452.22	0.00	0.00	1	2,452.22
	A.P. Construction, Inc.							
DRPA-11-086)	PATCO Accessibility Improvements; 9th & 10th & Ferry Avenue Stations	4,469,450.00	74.4%	3,324,906.50	277,981.58	2,563,358.02	12	483,566.87
	Commerce Construction Corporation							
DRPA-12-092)	Camden Ferry Terminal Pile Cluster Repair	157,400.00	91.5%	143,949.00	0.00	132,400.00	2	11,549.00

ARTICLE XII-C, SECTION 5
SUMMARY OF AUTHORIZED CONTRACT AND ENGINEERING PAYMENTS
BRIDGES AND PATCO SYSTEM
May 15, 2013

Resolution #	*Contract/Engineer*	*Contract Amount*	*Completed Work (Billed) Percent*	*Completed Work (Billed) Amount*	*Retained Amount*	*Prior Payments*	*Invoice No.*	*Amount*
	Burns Engineering, Inc.							
RPA-09-098/B)	PATCO Power Cable Pole Line Replacement-Construction Monitoring Services	2,509,539.81	94.2%	2,364,085.30	237,832.03	2,056,851.04	25	69,402.23
DRPA-11-087)	C.M.S. PATCO Accessibility Improvements	496,870.00	93.2%	463,307.71	37,324.42	406,887.31	16	19,095.98
DRPA-12-011)	Escalator Replacements at Woodcrest, 12th & 13th & Locust Streets	519,100.00	53.8%	279,220.08	27,921.98	182,719.40	12&13	68,578.70
	J.P.C. Group, Inc.							
DRPA-12-012)	PATCO Lindenwold Shop Annex	8,231,000.00	72.4%	5,962,374.64	503,153.07	4,777,088.03	11	682,133.54
	Kaser Mechanical, LLC							
DRPA-12-060)	BFB Administration Building Domestic Water System Replacement	149,500.00	79.9%	119,500.00	0.00	113,525.00	4	5,975.00
	Ray Angelini, Inc.							
DRPA-12-070)	CBB Administration Building Fire Alarm Replacement	303,100.00	86.8%	263,100.00	26,310.00	206,100.00	3	30,690.00
	Gannett Fleming, Inc.							
DRPA-09-061)	PATCO Escalator Replacements - Woodcrest, 12/13th, & 15/16th, & Locust Streets	613,679.00	67.8%	415,859.40	8,659.28	399,321.71	18	7,878.41
	LTK Engineering Services							
DRPA-07-019)	PATCO Transit Car Overhaul Services Agreement	8,331,070.00	72.6%	6,049,208.77	414,217.11	5,476,766.69	69	158,224.97
	Systra Consulting, Inc.							
DRPA-10-028)	PATCO Shop Annex Building	1,298,271.24	82.4%	1,069,553.03	73,881.46	839,664.61	VARIOUS	156,006.96
	A.E. Stone, Inc.							
DRPA-12-068)	PATCO Lindenwold & Westmont Stations Parking	3,073,153.70	81.6%	2,508,997.47	202,278.72	2,037,477.06	4	269,241.69
	Remington & Vernick Engineers, Inc.							
DRPA-09-001)	Task Order # EM3213 - CBB Administration Building Emergency Generator	41,382.01	90.9%	37,633.18	0.00	36,610.97	14	1,022.21
DRPA-11-094)	Task Order # EM4209 - OPC 6th Floor Computer Room New Emergency Power System	31,875.33	62.9%	20,065.28	0.00	18,675.88	5	1,389.40
	Acacia Financial Group, Inc.							
DRPA-11-080)	Financial Advisory Services	100,000.00	51.9%	51,940.67	0.00	51,142.42	11	798.25
	SunGard Recovery Services							
DRPA 10-135)	System Disaster Recovery Services 04/01/2011 - 03/31/2016	225,240.00	41.7%	94,022.49	0.00	90,373.49	152437068	3,649.00
	Interstate Mobile Care							
DRPA-11-096)	DOT CDL & FTA Physicals	115,425.00	66.4%	76,654.00	0.00	73,738.00	11762	2,916.00
DRPA-11-096)	DOT CDL & FTA Physicals	124,575.00	22.8%	28,353.00	0.00	26,625.00	11757	1,728.00
	Transcore							
DRPA-13-010)	Toll System Equipment, and Software Maintenance and Repair Services	3,238,795.00	5.0%	161,820.00	0.00	107,550.00	VARIOUS	54270
	TranSystems							
DRPA-12-018)	PATCO - 2012 Biennial Inspection	363,000.00	78.7%	285,590.36	13,973.31	264,622.34	9	6,994.71
	PRWT Services, Inc.							
DRPA-10-105)	Part-Time Toll Collectors 11/01/2010 - 10/31/2013	3,081,000.00	65.4%	2,015,976.11	0.00	1,947,745.87	VARIOUS	68,230.24
	Railroad Construction/Railroad Construction Co. of SJ, Inc.							
DRPA-10-011)	PATCO Lindenwold Yard Diamond Rehabilitation	1,641,067.50	83.9%	1,376,606.30	109,857.00	1,196,286.99	7	70,462.31

ARTICLE XII-C, SECTION 5
SUMMARY OF AUTHORIZED CONTRACT AND ENGINEERING PAYMENTS
BRIDGES AND PATCO SYSTEM
May 15, 2013

Resolution #	Contract/Engineer	Contract Amount	Completed Work (Billed) Percent	Completed Work (Billed) Amount	Retained Amount	Prior Payments	Invoice No.	Amount
	TUCS Cleaning Services, Inc.							
(DRPA-10-104)	Custodial Services	1,014,000.00	77.9%	790,093.82	0.00	763,244.84	52152	26,848.98
	Canon Financial Services, Inc.							
(DRPA-11-027)	Canon Copier Equipment - Lease Payment	382,260.00	21.7%	82,823.00	0.00	76,452.00	1262115	6,371.00
	Homeland Defense Solutions, Inc.							
(DRPA-12-055)	Grants Management	70,000.00	94.7%	66,275.00	0.00	63,125.00	162&168	3,150.00
	Total Contract and Engineer Payments							**$ 5,517,818.29**

ATTACHMENT 3

MONTHLY REPORT
GENERAL PROCUREMENT ACTIVITY

During the month of April there were 77 Purchase Orders awarded totaling $689,151.19.

Approx. 39.9% or $275,234.57 of the monthly dollar total was made available to MBE and WBE's, representing 33.7% or 26 of the monthly total number of Purchase Orders.

Of the total monthly procurement available to MBE's and WBE's, approx. 36.3% or $100,150.68 was awarded to MBE's and approximately 1.04% or $2,886.75 was awarded to WBE's.

Of the total number of Purchase Orders available to MBE's and WBE's, approx. 42.3% or 11 Purchase Orders were awarded to MBE's and approximately 15.3% or 4 Purchase Order were awarded to a WBE.

DELAWARE RIVER PORT AUTHORITY
INTEROFFICE COMMUNICATION

To: **Toni P. Brown, Chief Administrative Officer**

From: **Marianne Staszewski, Director, Risk Management & Safety**

Subject: **Risk Management & Safety April Activity Report.**

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

Contractor Meetings Attended By Risk Management & Safety			
DATE	**CONTRACTOR**	**DRPA CONTRACT NO.**	**PROJECT/WORK AREA**
4/2	AECOM	Project # 60287998	CBB Painting Project - AECOM Field Inspection Kickoff Meeting
4/23	US EPA		Meeting to coordinate access to DRPA property in Pennsauken, NJ. Puchack Well Field Superfund Site

Safety Meetings Attended By Safety Specialists * attended by Risk Management also		
DATE		**NAME OF MEETING**
4/1, 4/18	*	Monthly Staff Meeting with Safety and Risk Management
4/2		Meeting with new vendor for DRPA Prescription Safety Eye Glasses Program
4/9	*	IAIC Committee Meeting
4/9		Workplace Safety – BFB
4/9		Programs & Activities Subcommittee
4/11		Workplace Safety – CBB
4/12		Rules and Procedures Subcommittee
4/16		Workplace Safety – BRB
4/17	*	Monthly Bridge Director Meeting with Risk Management & Safety & Fleet Management
4/18	*	Monthly Safety Staff Meeting with Director of Risk Management and CAO
4/24	*	Central Safety & Health Meeting
4/26		Cargo Securement Training Preparation Meeting
4/29	*	ERP Interview with consultant Grant Thornton

Risk Management Meetings Attended By Risk Management	
DATE	**NAME OF MEETING**
4/3	DRPA renewal proposal conference call with Aon
4/10	Conference call with AIG claim adjusters and DRPA Legal staff regarding OCIP claims
4/15	Conference call AIG claims representative and TSIB Claims Director regarding OCIP Special Account Instructions and other OCIP claim matters
4/16	Conference call Marketing status of Public Officials/EPL coverage conference call
4/18	Core Project Team Meeting
4/18, 4/23, 4/30	Weekly Risk Management Staff Meeting with CAO
4/19	Senior Staff Meeting
4/22	Meeting with Mark Sharin from American Bridge
4/23	Meeting with Bridge Director, engineering and legal to coordinate access to DRPA property in Pennsauken, NJ. Puchack Well Field Superfund Site
4/25	Conference call with Bridge Director and coordinator from EPA regarding the Puchack Well Field Superfund Site- access to DRPA property
4/29	Conference call with Aon representatives regarding the Aon Loss Control & Safety Services Summary

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

Safety Training Conducted or Attended By Risk Management & Safety		
DATE		**TYPE OF TRAINING**
4/22		New Hire Orientation- C&M Mechanic
4/10, 4/19		CBB, BFB, BRB, WWB Wood Chipper and Chain Saw Safety / Lawn Equipment by Chartis Insurance Company and DRPA Safety Specialist
4/8		New Hire Orientation - Auditor, and Associate Engineers

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

- 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 April.

- Safety Specialists reviewed and commented on various engineering Technical and Special Provisions documents for future DRPA projects. Safety Specialist conducted various site safety visits and inspections at DRPA Non-OCIP construction projects at the four bridges.

- 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 Specialist updated the Risk Management & Safety e.Net page with the monthly Safety Tip for April as ""First Aid".

- Risk Management and Safety Specialist reviewed and made final revisions to the DRPA Safety Administrative Manual.

- The Director of Risk Management attended the seminar hosted by the Insurance Society of Philadelphia called "The Truth Behind Harmless and Indemnity Agreements, Waiver of Subrogation Clauses and Other Insurance Myths".

DELAWARE RIVER PORT AUTHORITY
BALANCE SHEET
DECEMBER 31, 2012
(Unaudited)

ASSETS	*Capital Fund*	*Restricted Funds Project Funds*	*Revenue Fund*	*Maintenance Reserve Fund*	*Restricted Funds Bond Service Funds*	*Bond Reserve Funds*	*General Fund*	***Dec. 31, 2012 Combined Total***	(Unaudited) *Dec. 31, 2011 Combined Total*
Cash (Schedule 1)		536,830.97	4,276,385.07				759,843.70	**5,573,059.74**	5,449,552.84
Investment in securities (Schedule 2):									
Restricted		21,141,768.02		4,393,154.48	30,173,994.27	95,924,781.54		**151,633,698.31**	275,009,769.84
Unrestricted			12,476,131.25				286,301,052.22	**298,777,183.47**	320,026,291.62
		21,141,768.02	12,476,131.25	4,393,154.48	30,173,994.27	95,924,781.54	286,301,052.22	**450,410,881.78**	595,036,061.46
Accrued interest receivable		3,604.64	-	-	-	-	537,912.83	**541,517.47**	572,162.19
Accounts receivable			4,270,285.84				6,634,935.30	**10,905,221.14**	14,026,772.76
Transit system and stores inventory			400,619.82				6,395,085.24	**6,795,705.06**	6,108,118.45
Prepaid expenses and other assets		-	63,860.05				677,994.92	**741,854.97**	3,650,962.03
Economic development loans - Net (Schedule 5)							17,221,872.01	**17,221,872.01**	17,678,420.50
Investment in facilities	$1,914,580,134.53						564,038.48	**1,915,144,173.01**	1,824,862,161.75
Less accumulated depreciation	673,707,032.17						-	**673,707,032.17**	645,944,850.08
	1,240,873,102.36						564,038.48	**1,241,437,140.84**	1,178,917,311.67
Debt issuance cost, net of amortization	8,174,786.87						1,999,995.39	**10,174,782.26**	14,905,846.56
Deferred outflows on hedging derivatives	166,703,298.92							**166,703,298.92**	173,789,048.42
	1,415,751,188.15	21,682,203.63	21,487,282.03	4,393,154.48	30,173,994.27	95,924,781.54	321,092,730.09	**1,910,505,334.19**	2,010,134,256.88
LIABILITIES AND FUND EQUITIES									
Accounts payable:									
Retained amount on contracts			113,744.03				11,211,067.40	**11,324,811.43**	17,094,451.45
Other			7,976,333.83				15,944,304.66	**23,920,638.49**	22,230,571.66
			8,090,077.86				27,155,372.06	**35,245,449.92**	39,325,023.11
Accrued liabilities:									
Interest					9,113,195.19			**9,113,195.19**	17,807,366.50
Pension			(139,132.69)				420,104.26	**280,971.57**	945,279.22
Sick and vacation leave benefits			3,055,329.89				1,339,055.87	**4,394,385.76**	4,690,956.76
Derivative Instruments	205,161,529.08		-			885,354.92	-	**206,046,884.00**	219,455,880.97
Other (Includes OPEB liability)			27,486,103.79				14,261,340.00	**41,747,443.79**	39,934,186.79
	205,161,529.08		30,402,300.99		9,113,195.19	885,354.92	16,020,500.13	**261,582,880.31**	282,833,670.24
Deferred revenue			6,757,684.19				-	**6,757,684.19**	6,691,465.30
Provisions:									
Other			2,098,044.49				4,978,051.41	**7,076,095.90**	7,137,166.73
			2,098,044.49				4,978,051.41	**7,076,095.90**	7,137,166.73
Funded and long term debt	967,983,399.62						202,745,544.83	**1,170,728,944.45**	1,332,865,791.59
Total Liabilities	1,173,144,928.70		47,348,107.53		9,113,195.19		250,899,468.43	**1,481,391,054.77**	1,668,853,116.97
Fund Equities	242,606,259.45	21,682,203.63	(25,860,825.50)	4,393,154.48	21,060,799.08	95,039,426.62	70,193,261.66	**429,114,279.42**	341,281,139.91
	$ 1,415,751,188.15	$ 21,682,203.63	$ 21,487,282.03	$ 4,393,154.48	$ 30,173,994.27	$ 95,924,781.54	$ 321,092,730.09	**$ 1,910,505,334.19**	$2,010,134,256.88

The accompanying notes are an integral part of the financial statements. These financial statements are unaudited. As a result of work done by our independent auditors, adjustment are sometimes made to the unaudited statements.

DELAWARE RIVER PORT AUTHORITY
STATEMENT OF REVENUES AND EXPENSES (Unaudited)
FOR THE PERIODS INDICATED

	Period ending							
	December 31, 2012		*December 31, 2011*		*4th Quarter 2012*		*4th Quarter 2011*	
Operating revenues and expenses:								
Bridge:								
Tolls (Schedule 4)	$292,809,541.39		$267,684,785.21		$70,040,086.39		$71,658,037.85	
Other operating revenues	5,482,752.30	$298,292,293.69	5,887,143.27	$273,571,928.48	1,554,328.26	$71,594,414.65	1,645,610.30	$73,303,648.15
Operating expenses	48,429,493.26		44,984,443.76		13,413,557.57		8,039,914.41	
Depreciation	32,548,321.91	80,977,815.17	31,954,130.22	76,938,573.98	8,582,376.26	21,995,933.83	8,923,064.34	16,962,978.75
		217,314,478.52		196,633,354.50		49,598,480.82		56,340,669.40
Transit system:								
Passenger fares	26,147,459.43		24,108,001.96		6,380,881.17		6,331,562.59	
Other operating revenues	1,888,018.17	28,035,477.60	1,749,303.53	25,857,305.49	506,256.45	6,887,137.62	403,928.91	6,735,491.50
Operating expenses	43,811,615.09		45,525,751.63		11,469,957.18		13,891,151.41	
Lease & Community impact expense	3,611,156.52		3,559,861.68		902,789.13		889,965.42	
Depreciation	22,115,710.64	69,538,482.25	15,783,608.83	64,869,222.14	10,278,003.98	22,650,750.29	4,294,565.50	19,075,682.33
		(41,503,004.65)		(39,011,916.65)		(15,763,612.67)		(12,340,190.83)
		175,811,473.87		157,621,437.85		33,834,868.15		44,000,478.57
General Administration expenses		45,522,513.47		42,371,237.93		14,906,748.41		12,344,533.55
Operating revenues in excess of expenses		130,288,960.40		115,250,199.92		18,928,119.74		31,655,945.02
Interest income (Schedule 3)		6,224,696.16		4,968,568.46		1,355,245.35		(361,900.77)
Change in fair value of SWAPS (Note 4)		1,835,182.39		8,664,574.84		-		-
Interest on funded debt (Note 12):								
Port District Project bonds, Series 1998	(2,776,348.96)		(3,105,003.59)		(614,001.15)		(858,196.97)	
Revenue bonds, Series 1999	(18,624,390.69)		(21,174,945.13)		(2,650,079.95)		(3,307,154.89)	
Port District Project bonds, Series 1999	(9,883,962.78)		(14,158,458.22)		(2,287,010.66)		(6,512,811.79)	
Port District Project bonds, Series 2001	(3,520,600.93)		(5,229,650.53)		(431,237.37)		(757,234.45)	
Refunding Revenue bonds, Series 2010	(1,271,963.86)		(1,250,330.29)		(315,040.55)		(461,338.96)	
Revenue bonds, Series 2010	(15,604,099.97)		(15,592,948.43)		(3,897,656.10)		(3,903,450.26)	
Port District Project Refunding Bonds, Series 2012	(160,882.06)		-		(160,882.06)		-	
Refunding Revenue bonds, Series 2008	(16,582,848.06)	(68,425,097.31)	(18,304,084.71)	(78,815,420.90)	(2,824,692.42)	(13,180,600.26)	(4,026,244.23)	(19,826,431.55)
Excess of revenues over expenses before other income (expenses)		69,923,741.64		50,067,922.32		7,102,764.83		11,467,612.70
Other income (expenses):								
Other	(870,404.11)	(870,404.11)	(18,757,992.82)	(18,757,992.82)	(684,765.51)	(684,765.51)	(18,447,449.52)	(18,447,449.52)
Port of Philadelphia and Camden	(55,838.73)		190,143.02		(27,733.57)		358,828.68	
Depreciation and Amortization	(354,325.78)	(410,164.51)	(1,478,318.48)	(1,288,175.46)	(116,213.41)	(143,946.98)	(522,690.41)	(163,861.73)
Income (Loss) before other activities		**68,643,173.02**		**30,021,754.04**		**6,274,052.34**		**(7,143,698.55)**
Economic Development Activities		(8,695,048.80)		(2,024,656.35)		(2,133,556.16)		(862,251.89)
Net Income (Loss) before special item		**59,948,124.22**		**27,997,097.69**		**4,140,496.18**		**(8,005,950.44)**
Special Item:								
Discontinued Operations		-		(7,932,240.13)		-		(7,932,240.13)
Net Income (Loss)		**$ 59,948,124.22**		**$ 20,064,857.56**		**$ 4,140,496.18**		**$ (15,938,190.57)**

CONSOLIDATED STATEMENT OF CASH FLOWS

For the period ended December 31 (Unaudited)

	12 Months 2012	12 Months 2011
OPERATING ACTIVITIES:		
Operating revenues in excess of expenses	$130,288,960.40	$115,250,199.92
Adjustments to reconcile operating income		
to net cash provided by operating activities:		
Depreciation	55,018,358.33	49,216,057.53
Port of Philadelphia and Camden	(55,838.73)	190,143.02
Economic development activities	(8,695,048.80)	(2,024,656.35)
Changes in assets and liabilities which provided (used) cash:		
Accounts receivable	3,121,551.62	(3,756,737.43)
Economic development loans - Net	456,548.49	2,516,057.92
Derivative Instruments	(6,323,247.47)	35,491,446.13
Transit system and stores inventory	(687,586.61)	84,418.07
Prepaid expenses and other assets	2,909,107.06	281,395.32
Accounts payable	(4,079,573.19)	14,385,003.16
Accrued liabilities	852,378.35	1,424,154.60
Deferred revenue	66,218.89	116,267.53
Other provisions	(61,070.83)	2,946,980.95
Other	(1,224,729.89)	(28,168,551.43)
Net cash provided by operating activities	$171,586,027.62	$187,952,178.94
CAPITAL AND RELATED FINANCING ACTIVITIES:		
Acquisition and construction of capital assets	(117,538,187.51)	(132,579,404.84)
Cash provided by capital grants	27,885,015.30	34,190,518.56
Repayment of funded debt	(140,895,000.00)	(42,675,000.00)
Interest paid	(93,630,051.46)	(71,637,481.15)
Proceeds from facility disposals	-	-
Net cash used for capital and related financing activities	(324,178,223.67)	(212,701,367.43)
NET DECREASE IN CASH BEFORE INVESTING ACTIVITIES	(152,592,196.05)	(24,749,188.49)
INVESTMENT ACTIVITIES:		
Unrestricted:		
Net Proceeds from sale (purchases) of investments	123,376,071.53	106,791,783.53
Decrease (Increase) in investments	123,376,071.53	106,791,783.53
Restricted:		
Net Proceeds from sale (purchases) of investments	21,249,108.15	(46,352,887.38)
Decrease in investments	21,249,108.15	(46,352,887.38)
Change in fair value of Derivative instruments	1,835,182.39	(40,016,364.93)
Receipts of interest income	6,255,340.88	5,034,846.61
Net cash provided by investing activities	152,715,702.95	25,457,377.83
NET INCREASE IN CASH	**123,506.90**	**708,189.34**
CASH, BEGINNING OF YEAR	5,449,552.84	4,741,363.50
CASH, END OF PERIOD	**$5,573,059.74**	**$5,449,552.84**
CASH AT DECEMBER 31		
Unrestricted	$5,036,228.77	$4,912,721.87
Restricted	536,830.97	536,830.97
	$5,573,059.74	**$5,449,552.84**

DELAWARE RIVER PORT AUTHORITY
STATEMENT OF CHANGES IN FUND EQUITIES
FOR THE PERIOD ENDED DECEMBER 31, 2012
(Unaudited)

		Restricted Funds		*Restricted Funds*				
	Capital Fund	*Project Funds*	*Revenue Fund*	*Maintenance Reserve Fund*	*Debt Service Funds*	*Debt Service Reserve Funds*	*General Fund*	*Combined Total*
Fund equities at January 1, 2011	$119,604,810.81	92,739,948.86	(22,302,546.37)	4,245,288.38	48,696,086.49	110,412,394.06	(12,114,842.32)	**$341,281,139.91**
Revenue and expenses:								
Operating revenues			298,071,130.77				28,256,640.52	**326,327,771.29**
Operating expenses	(54,664,032.55)		(46,405,264.37)				(49,447,000.50)	**(150,516,297.42)**
General administration expenses			(45,522,513.47)		-		-	**(45,522,513.47)**
Interest income		38,152.42	363,212.27	147,866.10	90,477.04	3,184,417.41	2,400,570.92	**6,224,696.16**
Change on fair value of Derivative Instruments	1,071,416.15					763,766.24	-	**1,835,182.39**
Economic development activities		-					(8,695,048.80)	**(8,695,048.80)**
Interest on funded debt	(1,925,347.70)				(64,263,916.55)		(2,235,833.06)	**(68,425,097.31)**
Other income (expenses)	(354,325.78)	-	(95,125.31)	-	(3,755.14)	-	(827,362.39)	**(1,280,568.62)**
	(55,872,289.88)	38,152.42	206,411,439.89	147,866.10	(64,177,194.65)	3,948,183.65	(30,548,033.31)	**59,948,124.22**
Contributions for capital improvements, additions and other projects			509,416.53				27,375,598.77	**27,885,015.30**
Interfund transfers and payments:								
Bond service		-	(74,900,952.23)		164,896,459.75		(89,995,507.52)	
Funds in excess of Bond Reserve requirement			-	-	4,976,678.48	(4,976,678.48)	-	
Funds free and clear of any lien or pledge	-	933.95	(135,578,183.32)		18,058,494.92	(933.95)	117,519,688.40	
Retirement of Bonds	56,360,000.00				(140,895,000.00)		84,535,000.00	
Net equity From 2010 Rev Bonds D	-	-			-	-	-	-
Net equity from 2007 Ref Rev Bonds		-			-	-	-	-
Net equity from 2010 Ref Rev Bonds	-				-	-		-
Net equity from swap transactions	4,488,065.08				(4,488,065.08)	-		-
Funds for permitted capital expenditures		(58,991,909.26)	-				58,991,909.26	
net equity from 2012 pdp refunding					(6,006,660.83)	(14,343,538.66)	20,350,199.48	**(0.01)**
Funds for permitted port projects		(12,104,922.34)					12,104,922.34	-
Capital additions	118,025,673.44						(118,025,673.44)	
Fund equities at December 31, 2012	$242,606,259.45	21,682,203.63	(25,860,825.50)	4,393,154.48	21,060,799.08	95,039,426.62	70,193,261.66	**$429,114,279.42**

NOTES TO COMBINED FINANCIAL STATEMENTS
For the Year Period Ended December 31, 2012 (Dollars in Thousands)

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Description of Operations: The Delaware River Port Authority (the "Authority") is a public corporate instrumentality of the Commonwealth of Pennsylvania (the "Commonwealth") and the State of New Jersey (the "State"), created with the consent of Congress by compact legislation between the Commonwealth and the State. The Authority has no stockholders or equity holders. The Authority is vested with the ownership, control, operation, and collection of tolls and revenues of certain bridges spanning the Delaware River; namely, the Benjamin Franklin, Walt Whitman, Commodore Barry, and Betsy Ross bridges. The Authority has also constructed and owns a high-speed transit system that is operated by the Port Authority Transit Corporation ("PATCO"). The transit system operates between Philadelphia, Pennsylvania and Lindenwold, New Jersey. The Authority's Port of Philadelphia and Camden Department ("PPC") is responsible for the operation of the Philadelphia Cruise Terminal at Pier 1 at the former Navy Yard, and the Riverlink Ferry System. (The Authority discontinued operations related to the Philadelphia Cruise Terminal effective July 1, 2011). The costs of providing facilities and services to the general public on a continuing basis are recovered primarily in the form of tolls and fares. The Authority is a member of the E-ZPass Interagency Group, the largest interoperable Electronic Toll Collection System in the world, comprised of twenty-two (22) agencies in eleven (11) states. Through December 31, 2012, customer participation in the E-ZPass electronic toll collection process grew to approximately sixty-seven (67%) of its toll collection activity during rush hour periods. E-ZPass revenues now exceed sixty-three percent (63%) of total toll revenues.

B. Basis of Presentation: The Authority is a single enterprise fund and maintains its records on the accrual basis of accounting. Enterprise Funds account for activities (i) that are financed with debt that is secured solely by a pledge of the net revenues from fees and charges of the activity; or (ii) that are required by law or regulations that the activity's cost of providing services, including capital cost (such as depreciation or debt service), be recovered with fees and charges, rather than with taxes or similar revenues; or (iii) that the pricing policies of the activity establish fees and charges designed to recover its costs, including capital costs (such as depreciation or debt service). Under the accrual basis of accounting, revenues are recorded when earned and expenses are recorded when the related liability is incurred. The Authority has elected not to follow any FASB pronouncements issued after November 30, 1989.

C. Cash and Cash Equivalents: The Authority considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents (Note 2). In addition, according to the various Indentures of Trust which govern the flow and accounting of the Authority's financial resources, certain accounts are required to be maintained in order to comply with the provisions of the Indentures of Trust. For the accounts that are restricted, the Authority has recorded the applicable cash and cash equivalents as restricted on the combined financial statements (Note 11).

D. Investment in Securities: Investments are stated at fair value, generally based on quoted market prices. Certain investments are maintained in connection with the Authority's funded debt (Notes 3 and 12). Likewise, as with cash and cash equivalents, the accounts that are restricted as per the various Indentures of Trust have been recorded as restricted investments on the combined financial statements (Note 11).

E. Accounts Receivable: The Authority establishes a provision for the estimated amount of uncollectible accounts based on an individual account basis.

F. Transit System Inventory: Transit system inventory, consisting principally of spare parts for maintenance of transit system facilities, is stated at the lower of cost (first-in, first-out method) or market.

G. Debt Issuance Costs, Bond Premiums, Bond Discounts and Loss on Refunding: Debt issuance costs are amortized by the straight-line method from the issue date to maturity. Premiums, discounts and loss on refunding arising from the issuance of the revenue bonds and port district project bonds are amortized by the effective interest method from the issue date to maturity.

H. Investment in Facilities: Investment in facilities is stated at cost, which generally includes expenses for administrative and legal expenses incurred during the construction period. Investment in facilities also includes the cost incurred for port-related projects, and improvements, enlargements and betterments to the original facilities. Replacements of existing facilities (except for primarily police and certain other vehicles whose estimated useful life is two years or less) are also recorded at cost. The related costs and accumulated depreciation of the property replaced are removed from the respective accounts, and any gain or loss on disposition is credited or charged to non-operating revenues or expenses. Assets capitalizable generally have an original cost of five thousand dollars ($5) or more and a useful life in excess of three years. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, including those financed by federal and state contributions (Notes 7 and 14).

Asset lives used in the calculation of depreciation are generally as follows:

Bridges, freeways and tunnels	100 years
Buildings, stations and certain bridge components	35 - 50 years
Electrification, signals and communication system	30 - 40 years
Transit cars, machinery and equipment	10 - 25 years
Computer equipment, automobiles and other equipment	3 - 10 years

I. Maintenance and Repairs: Maintenance and repair costs considered necessary to maintain bridge facilities in good operating condition are charged to operations as incurred.

J. Self-insurance: The Authority provides for the uninsured portion of potential public liability claims and workers' compensation claims through self-insurance programs and charges current operations for estimated claims to be paid (Note 15).

K. Economic Development Activities: The Authority establishes loan loss provisions for economic development loans receivable, based upon collection history and analysis of creditor's ability to pay. The Authority has established a loss reserve in the amount of $3,345 for its economic development loans outstanding.

L. Net Assets: Net assets are classified in the following three components:

Invested in Capital Assets, Net of Related Debt: This component of net assets consists of capital assets, net of accumulated depreciation, reduced, by the outstanding balances of any bonds, notes or other borrowings that are attributable to the acquisition, construction, or improvement of those assets. If there are significant unspent related debt proceeds at year-end, the portion of the debt attributable to the unspent proceeds is not included in the calculation of invested in capital assets, net of related debt. Rather, that portion of the debt is included in the same net assets component as the unspent proceeds.

Restricted: This component of net assets consists of external constraints imposed by creditors (such as debt covenants), grantors, contributors, laws or regulations of other governments, or constraints imposed by law through constitutional provisions or enabling legislation, that restricts the use of net assets.

Unrestricted Net Assets: This component of net assets consists of net assets that do not meet the definition of "restricted" or "invested in capital assets, net of related debt." This component includes net assets that may be allocated for specific purposes by the Board. A deficiency will require future funding.

M. Operating and Non-operating Revenues and Expenses: Operating revenues include all revenues derived from facility charges (i.e., toll revenues, which include E-ZPass revenues), PATCO operations (passenger fare, advertising and parking), and other revenue sources. Non-operating revenues principally consist of interest income earned on various interest-bearing accounts and on investments in debt securities.

Operating expenses include expenses associated with the operation, maintenance and repair of the bridges, PATCO, PPC operations, and general administrative expenses. Non-operating expenses principally include expenses attributable to the Authority's interest on funded debt and economic development activities.

When both restricted and unrestricted resources are available for use, it is the Authority's policy to use restricted resources first, then unrestricted resources as they are needed.

N. Debt Management: Total outstanding bond debt reflected on the balance sheet is net of unamortized bond discounts, premiums, and loss on refunding (Note 12). The Authority presently has two active interest rate hedge (swap) agreements (derivative instruments) with UBS AG (Paine Webber) to hedge interest rates on a portion of its outstanding long-term debt (Note 4).

O. Derivative Instruments and the Related Companion Instruments: The Authority has entered into two interest rate swap agreements with Bank of America, N.A. for the primary purposes of investing and for the aforementioned purpose of hedging interest rates on its outstanding long-term debt. In accordance with Governmental Accounting Standards Board Statement No. 53, Accounting and Financial Reporting for Derivative Instruments, all activity related to the interest rate swap agreements has been recorded on the combined financial statements and is further detailed in Note 4.

P. Budget: In accordance with Section 5.15 of the 1998 Revenue Refunding Bonds Indenture of Trust and its Supplemental Indentures and Section 5.07 of the 1998, 1999 and 2001 Port District Project Bond Indentures of Trust, the Authority must annually adopt an Annual Budget on or before December 31 for the ensuing year. Section 5.15 of the 1998 Revenue Bond Indenture of Trust requires that the Authority, on or before December 31, in each fiscal year, adopt a final budget for the ensuing fiscal year of (i) operational expenses, (ii) the PATCO Subsidy, (iii) the amount to be deposited to the credit of the Maintenance Reserve Fund, and (iv) the estimated amounts to be deposited into the Debt Service Fund, the Debt Service Reserve Fund, and the Rebate Fund. Each Annual Budget must also contain the Authority's projections of revenues for the ensuing fiscal year demonstrating compliance with the covenant as to facility charges as set forth in Section 5.09 of the Indentures of Trust. On or before December 31 in each fiscal year, the Authority must file a copy of the Annual Budget for the ensuing fiscal year with the Trustees.

The Port District Project Bond Indentures require the following: the adopted budget must set forth, inter alia, the PATCO Subsidiary, the amount of any operating subsidy paid or payable by the Authority to or for the account of any other subsidiary of the Authority (including, without limitation, the Port of Philadelphia and Camden) and all other material operating expenses of the Authority payable from the General Fund. (See Note 11 for description of funds established under the Trust Indentures.) The Authority must also include the debt service payable on the Bonds and any Additional Subordinated indebtedness during the ensuing fiscal year and all amounts required to be paid by the Authority into the Debt Service Reserve Fund or the Rebate Fund or to any Reserve Fund Credit Facility issuer during the ensuing fiscal year. On or before December 31, in each fiscal year, the Authority must file a copy of the Annual Budget for the ensuing fiscal year with the Trustees and Credit Facility Issuer.

The Authority may at any time adopt an amended or supplemental Annual Budget for the remainder of the then-current fiscal year, which shall be treated as the Annual Budget under the provisions of the Indentures of Trust. A copy of any amended or supplemental Annual Budget must be promptly filed with the Trustee.

Q. Interfunds: Interfund receivables/payables represent amounts that are owed, other than charges for goods and services rendered, to/from a particular fund. These receivables/payables are eliminated during the aggregation process.

R. Reclassifications and Restatement: Certain reclassifications have been made in the 2010 comparative statements to be in conformity with the 2011 presentation. The data presented for 2010 has been restated, as more fully described in Note 18.

S. Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the combined financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

T. Income Taxes: The Authority is a public corporate instrumentality of the State of New Jersey and the Commonwealth of Pennsylvania, and is described in its amended governing Compact, has been "deemed to be exercising an essential government function in effectuating such purposes," and therefore is exempt from income taxes pursuant to the Internal Revenue Code (Section 115).

NOTE 2. CASH AND CASH EQUIVALENTS

Custodial Credit Risk Related to Deposits: Custodial credit risk is the risk that, in the event of a bank failure, the Authority's deposits might not be recovered. The Authority does not have a deposit policy for custodial credit risk. As of December 31, 2012 and December 31, 2011, the Authority's bank balances of $5,573 and $5,450 respectively, were exposed to custodial credit risk as follows:

	Dec. 31, 2012	Dec. 31, 2011
Uninsured and uncollateralized	$ 5,073	$ 4,950

NOTE 3. INVESTMENT IN SECURITIES

The Authority's investments in various securities are maintained for specified funds in accordance with the provisions of the Indenture of Trust adopted as of July 1, 1998.

Custodial Credit Risk Related to Investments: For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the Authority will not be able to recover the value of its investments or collateral securities that are in possession of an outside party. Of the Authority's investments at December 31, 2011, $528,073 of investments in asset backed securities, commercial paper, corporate bonds and notes, mortgage pass-through securities, municipal bonds, repurchase agreements, U.S. federal agency notes and bonds, and U.S. government treasuries, are uninsured, not registered in the name of the Authority, and held by the counterparty's trust department or agent but not in the Authority's name.

Interest Rate Risk: The Authority's General Fund investment policy limits investment maturities as a means of managing its exposure to fair value losses arising from increasing interest rates and is as follows: the average effective duration of the portfolio is not to exceed twenty-four months, and the maximum effective duration of any individual security is not to exceed five years, unless otherwise specified.

Credit Risk: Investments are purchased in accordance with the 1998 Indenture of Trust and its Supplemental Indenture and General Fund investment parameters and generally include U.S. government obligations, money market funds, obligations of U.S. agencies or instrumentalities, and obligations of public agencies or municipalities rated in either of the two highest rating categories by Standard & Poor's Ratings or Moody's Investors Services. In accordance with the 1998 Indenture of Trust and its Supplemental Indentures, the Authority invests in corporate bonds and commercial paper rated A-1 by Standard and Poor's Corporation. Guaranteed Income Contracts are collateralized by U.S. government and agency securities, and debt obligations having a rating in the highest rating category from Moody's Investors Service or Standard and Poor's Rating Services.

Concentration of Credit Risk: The Authority's policy on the concentration of credit risk (for its General Fund investments) states that no limitations exist on the purchase of investments in obligations of the U.S. government and U.S. federal agencies since they are fully guaranteed by the U.S. government. For the purchase of investments in obligations of all other issuers, total investments held from any one issuer shall not exceed ten percent (10%) of the aggregate market value of the entire portfolio, except for repurchase agreements, which, from any one issuer, shall not exceed twenty-five percent (25%) of the aggregate market value of the portfolio. As of December 30, 2012, the Authority has $40,830 of investments in Fortis Funding commercial paper. These investments are held under the Indentures of Trust and represent 9% of the Authority's total investments.

NOTE 4. DERIVATIVE INSTRUMENTS

In accordance with the requirements of GASB 53 related to derivative instruments, the Authority engaged a financial advisory firm to analyze the effectiveness of the two "cash-flow hedges" (specifically the 1995 and 1999 Revenue Bond swaptions). Both swaptions were found to be substantially effective. At December 31, 2011, the value of the Pay-fixed interest rate swap (1995 Revenue Bond Swaption) was $79,479. At December 31, 2011, the value of the Pay-fixed interest rate swap (1999 Revenue Bond Swaption) was $94,310. These Pay-fixed interest rate swaps are classified as deferred outflows on the Combined Statement of Net Assets and total $173,789. At December 31, 2011, the value of the Pay-fixed interest rate swap (1995 Revenue Bond Swaption) was $79,479. At December 31, 2012, the value of the Pay-fixed interest rate swap (1999 Revenue Bond Swaption) was $885,354. These Pay-fixed interest rate swaps are classified as deferred outflows on the Combined Statement of Net Assets and total $166,703.

Objective and Terms of Hedging Derivative Instruments: The following table summarizes the objective and terms of the Authority's hedging instruments:

Type	Objective		Notional Amount	Effective Date	Maturity Date	Terms
Pay-fixed interest rate swap (1995 Revenue Bonds Swaption)	Hedge of changes in cash flows of the 2008 Revenue Refunding Bonds	$	335,380	01/01/06	01/01/26	Pay 5.447%; receive 66% of one-month LIBOR
Pay-fixed interest rate swap (1999 Revenue Bonds Swaption)	Hedge of changes in cash flows of the 2010 Revenue Refunding Bonds		386,775	01/01/10	01/01/26	Pay 5.738%; receive 66% of one-month LIBOR

1995 Revenue Bonds Swaption: On May 2, 2001, the Authority entered into the 1995 Revenue Bonds Swaption with UBS AG in the initial notional amount of $358,215. Under the 1995 Revenue Bonds Swaption, UBS AG had the option, exercisable 120 days preceding January 1, 2006, January 1, 2007, and January 1, 2008, to elect to have the 1995 Revenue Bonds Swaption commence on the January 1 next succeeding the exercise of the option. Under the 1995 Revenue Bonds Swaption, (i) UBS AG was obligated to pay to the Authority $7,144 on January 1, 2006, as an exercise premium amount; (ii) UBS AG is obligated to pay periodic payments (payable monthly) to the Authority based upon a variable rate of 66% of the USD-LIBOR-BBA index; and (iii), the Authority is obligated to pay periodic payments (payable monthly) to UBS AG based upon a fixed rate of 5.447% per annum. The periodic interest rates are applied to the notional amount of the 1995 Revenue Bonds Swaption, which amortizes annually, commencing January 1, 2007, from its initial notional amount. Only the net difference in the periodic payments is to be exchanged between the Authority and UBS AG.

The periodic payment obligations of the Authority under the 1995 Revenue Bonds Swaption are secured and payable equally and ratably with Bonds issued under the 1998 Revenue Bond Indenture. Regularly scheduled periodic payments to be made by the Authority under the 1995 Revenue Bonds Swaption are insured by Ambac Assurance. In addition to other Events of Default and Termination Events (as defined in the 1995 Revenue Bond Swaption), there exists an Additional Termination Event with respect to the Authority if the credit rating of Bonds issued under the 1998 Revenue Bond Indenture (without reference to municipal bond insurance or credit enhancement) falls below "Baa3" with respect to Moody's Investors Service ("Moody's") or "BBB-" with respect to Standard & Poor's Ratings Group ("S&P") or Fitch Ratings ("Fitch"), or the Bonds cease to be rated by one of Moody's, S&P or Fitch (and such rating agencies are still in the business of rating obligations such as the Bonds). However, as provided in the 1995 Revenue Bond Swaption, so long as no Insurer Credit Event (as defined therein) has occurred, no Early Termination Date can be designated unless Ambac Assurance has consented in writing thereto.

In consideration for entering into the 1995 Revenue Bonds Swaption, the Authority received a net up-front, non-refundable option payment in the amount of $22,446 from UBS AG, which has been recorded on the combined financial statements as a noncurrent liability (premium payment payable – derivative companion instrument). In accordance with the provisions of Governmental Accounting Standards Board Statement No. 53, Accounting and Financial Reporting for Derivative Instruments, this derivative companion instrument is considered a "borrowing" resulting from the intrinsic value of the swaption at inception. During the option period, interest accretes at the effective rate implied by the cash flows on the borrowing at inception. Once the swaption is exercised, and becomes an active swap, a portion of the swap interest payments are attributed to principal and interest payments on the borrowing.

On September 3, 2005, UBS AG advised the Authority that it was exercising its option on this swaption as of January 1, 2006. As a result, UBS AG paid the Authority $7,144 on January 3, 2006 as an exercise premium, which has been recorded as a deferred revenue and is being amortized as interest revenue over the life of the interest rate swap agreement. The Authority made its initial net monthly swap payment in February 2006. The Authority is current on its monthly net swap interest payments to UBS AG, which have totaled $ 15.1 million in 2012.

On June 16, 2012 Moody's downgraded UBS' long-term ratings from Aa3 to A2)The ratings of the counterparty (UBS AG) to the 1995 Revenue Bonds Swap of Moody's, S&P, and Fitch are A2, A, and A, respectively, as of December 31, 2012. As of December 31, 2012 the 1995 Revenue Bond Swaption had a mark- to- mark value of ($99,317).

The following schedule represents the accretion of interest and amortization of the premium payment payable – derivative companion instrument through the term of the interest rate swap agreement, at an effective interest rate of 4.62324%:

Year Ending December 31,	Beginning Balance	Interest Accrual	Inputed Debt Payment	Ending Balance
2012	$ 17,305	$ 800	$ (2,639)	$ 15,466
2013	15,466	715	(2,508)	13,673
2014	13,673	632	(2,371)	11,934
2015	11,934	552	(2,226)	10,260
2016	10,260	474	(2,073)	8,661
2017-2021	8,661	1,354	(7,759)	2,256
2022-2025	2,256	214	(2,470)	-

1999 Revenue Bonds Swaption: On May 2, 2001, the Authority entered into the 1999 Revenue Bonds Swaption with UBS AG in the initial notional amount of $403,035. Under the 1999 Revenue Bonds Swaption, UBS AG had the option, exercisable 120 days preceding January 1, 2010, January 1, 2011, and January 1, 2012, to elect to have the 1999 Revenue Bonds Swaption commence on the January 1 next succeeding the exercise of the option. Under the 1999 Revenue Bonds Swaption, if exercised, (i) UBS AG is obligated to pay periodic payments (payable monthly) to the Authority based upon a variable rate of 66% of the USD-LIBOR-BBA index, and (ii), the Authority is obliged to pay periodic payments (payable monthly) to UBS AG based upon a fixed rate of 5.738% per annum. The periodic interest rates are applied to the notional amount of the 1999 Revenue Bonds Swaption, which amortizes annually, commencing January 1, 2011, from its initial notional amount. Only the net difference in the periodic payments is to be exchanged between the Authority and UBS AG.

Once exercised, the 1999 Revenue Bonds Swaption would continue (unless earlier terminated) through January 1, 2026. The periodic payment obligations of the Authority under the 1999 Revenue Bonds Swaption (if exercised) are secured and payable equally and ratably with Bonds issued under the 1998 Revenue Bond indenture. Regularly scheduled periodic payments to be made by the Authority under the 1999 Revenue Bonds Swaption are insured by Ambac Assurance. In addition to other Events of Default and Termination Events (as defined in the 1999 Revenue Bonds Swaption), there exists an Additional Termination Event with respect to the Authority if the credit rating of Bonds issued under the 1998 Revenue Bond Indenture (without reference to municipal bond insurance or credit enhancement), falls below "Baa3" with respect to Moody's or "BBB-" with respect to S&P or Fitch, or the Bonds cease to be rated by one of Moody's, S&P or Fitch (and such rating agencies are still in the business of rating obligations such as the Bonds). However, as provided in the 1999 Revenue Bond Swap, so long as no Insurer Credit Event (as defined therein) has occurred, no Early Termination Date can be designated unless Ambac Assurance has consented in writing thereto.

In consideration for entering into the 1999 Revenue Bonds Swaption, the Authority received a net up-front, non-refundable option payment in the amount of $20,142 from UBS AG, which has been recorded on the combined financial statements as a noncurrent liability (premium payment payable – derivative companion instrument). In accordance with the provisions of Governmental Accounting Standards Board Statement No. 53, Accounting and Financial Reporting for Derivative Instruments, this derivative companion instrument is considered a "borrowing" resulting from the intrinsic value of the swaption at inception. During the option period, interest accretes at the effective rate implied by the cash flows on the borrowing at inception. Once the swaption is exercised, and becomes an active swap, a portion of the swap interest payments are attributed to principal and interest payments on the borrowing.

On September 3, 2009, UBS AG advised the Authority that it was exercising its option on this swaption as of January 1, 2010. The Authority began making net interest payments to USB AG, the counterparty, commencing in February 2010, representing January's net interest payment. The Authority is current on its monthly net interest swap payments, having paid $18.2 million to UBS AG in 2012.

On June 16, 2012, Moody's downgraded UBS' long-term ratings from Aa3 to A2.The ratings of the counterparty (UBS AG) to the 1999 Revenue Bonds Swap of Moody's, S&P, and Fitch are A2, A, and A, respectively, as of December 31, 2012. As of December 31, 2012, the 1999 Revenue Bond Swaption had a mark- to- mark value of ($124,404).

The following schedule represents the accretion of interest and amortization of the premium payment payable – derivative companion instrument through the term of the interest rate swap agreement, at an effective interest rate of 4.71425%:

Year Ending December 31,	Beginning Balance	Interest Accrual	Inputed Debt Payment	Ending Balance
2012	$ 25,152	$ 1,186	$ (3,835)	$ 22,503
2013	22,503	1,061	(3,649)	19,915
2014	19,915	939	(3,453)	17,401
2015	17,401	820	(3,245)	14,976
2016	14,976	706	(3,025)	12,657
2017-2021	12,657	2,020	(11,362)	3,315
2022-2025	3,315	321	(3,636)	-

Objective and Terms of Investment Derivative Instruments: On August 21, 2000, the Authority entered into two (2) interest rate agreements with Bank of America N.A. in the notional amounts of $39,657 (the "2000 Swaption #1") and $10,436 (the "2000 Swaption #2", and together with the 2000 Swaption #1, the "2000 Swaptions"). Under the 2000 Swaptions, Bank of America, N.A. has the option on certain future dates (two business days preceding July 1, 2005 and each January 1 and July 1 thereafter through and including July 1, 2025 with respect to the 2000 Swaption #1 and two business days preceding January 2, 2006 and each July 1 and January 1 thereafter through and including July 1, 2025 with respect to the 2000 Swaption #2) to cause the 2000 Swaption #1 or the 2000 Swaption #2, as applicable, to commence on the next succeeding January 1 or July 1. If an option is exercised, the 2000 Swaption #1, or the 2000 Swaption #2, as applicable, would continue (unless earlier terminated) through January 1, 2026. The Authority's obligations under the 2000 Swaptions are general unsecured corporate obligations.

If the options relating to the 2000 Swaption #1 or the 2000 Swaption #2 are exercised, Bank of America N.A. is obligated to pay periodic interest payments (payable monthly) to the Authority based upon a fixed rate of 5.9229% per annum and the Authority is obligated to pay periodic interest payments (payable monthly) to Bank of America N.A. at a variable rate based upon the Securities Industry and Financing Markets Association (SIFMA) (formerly the BMA Municipal Swap Index) (a tax-exempt variable rate index). Only the net difference in the periodic payments owed would be exchanged between Bank of America N.A. and the Authority. As of December 31, 2012, Bank of America N.A. has not exercised its options on the aforementioned swaptions with a value totaling ($885).

In consideration for entering into the 2000 Swaptions, the Authority received net up-front, non-refundable option payments in the aggregate amount of $1,400 from Bank of America N.A., which represented the time value for holding the written option. Such payments have been recorded as deferred revenue and amortized as interest revenue in prior years

Risks Related to Derivative Instruments

Credit Risk: For the year ended December 31, 2012, the Authority is not exposed to credit risk on its hedging derivative instruments or investment derivatives as all such derivative instruments are in a liability position based on their fair values. The credit ratings of the counterparties, however, are Aa3, A+, and A+ as rated by Moody's, S&P, and Fitch, respectively.

Interest Rate Risk: The Authority is exposed to interest rate risk on its derivative instruments. On its pay-variable, received-fixed interest rate swaptions, as the Securities Industry and Financing Markets Association (SIFMA) rate increases, the Authority's net payments on the swaptions, if exercised, increases. On its pay-fixed, receive-variable interest rate swaps, as the LIBOR rate decreases, the Authority's net payments on the swaps increases. While the Authority's net payments may increase, these increases are partially offset by the variable rate bonds rate.

Basis Risk: The Authority is exposed to basis risk on its pay-fixed interest rate swap hedging derivative instruments because the variable-rate payments received by the Authority on these hedging derivative instruments are based on a rate or index other than interest rates the Authority pays on its hedged variable-rate debt, which is remarketed every five (5) days.

Termination Risk: The Authority or its counterparties may terminate a derivative instrument if the other party fails to perform under the terms of the contract.

Rollover Risk: The Authority is not exposed to rollover risk on its hedging derivative instruments. The Authority's hedging derivative instruments terminate on the same day as the hedged debt matures, unless the Authority opts for earlier termination.

Market-Access Risk: If a particular option is exercised and refunding bonds are not issued, the affected series of bonds would not be refunded, and the Authority would make net swap payments as required by the terms of the applicable aforementioned contracts. If the option is exercised and the variable-rate bonds issued, the actual difference ultimately recognized by the transaction will be affected by the relationship between the interest rate terms of the to-be-issued variable-rate bonds versus the payment as stipulated in the swaption agreement.

Swap Management Policy

On December 28, 2009, the Authority's Board approved a resolution (DRPA#09-099, entitled "Use Debt-Related Swap Agreements") which, among other things, declared: (i) "that it is the direction and intention of the Board that the DRPA not enter into any new debt-related swap agreements...", and (ii) that the staff of the Authority" takes all steps necessary to immediately begin the process of recommending to the Board whether, when, and how to terminate the Authority's current swaps, with all such terminations, if determined to be advisable, to occur in a methodical and careful manner which avoids to the fullest extent possible additional costs or risks may be associated with termination; and that staff report to the Finance Committee of the Board on a monthly basis the status of all current swap agreements..."

NOTE 5. ACCOUNTS RECEIVABLE

Accounts receivable for December 31, 2012 and December 31, 2011 are as follows:

	2012	2011
Reimbursements from governmental agencies - capital improvements to the PATCO system due from the Federal Transit Administration and New Jersey Transit	$ 3,581	$ 3,297
Reimbursements from governmental agencies - FEMA, PEMA, and NJ Homeland Security	3,721	3,721
Development projects	3,715	3,715
Other	3,388	6,794
Gross receivables	14,405	17,527
Less: allowance for uncollectibles	(3,500)	(3,500)
Net total receivables	$ 10,905	$ 14,027

NOTE 6. CHANGES IN LONG-TERM LIABILITIES

Long-term liability activity for the period ended December 31, 2012 is as follows:

	Beginning Balance	Increases	Decreases	Ending Balance	Due within 1 year
Bonds and loans payable:					
1999 Revenue Bonds	41,335	-	(41,335)	-	-
1998 Port District Project Bonds	58,195	-	(58,195)	-	-
1999 Port District Project Bonds	145,080	-	(110,830)	34,250	-
2001 Port District Project Bonds	112,270	-	(112,270)	-	-
2008 Revenue Refunding Bonds	335,380	-	(15,025)	320,355	15,845
2010 Revenue Refunding Bonds	350,000	-	-	350,000	-
2010 Revenue Bonds	308,375	-	-	308,375	-
2012 Refunding Port District Bonds	-	153,030	-	153,030	-
Less: issuance discounts/premiums	(17,769)	-	22,488	4,719	-
Total bonds payable	1,332,866	153,030	(315,167)	1,170,729	15,845
Other liabilities:					
Claims and judgments	3,996	-	-	3,996	-
Self-insurance	3,141	-	-	3,141	-
Sick and vacation leave	4,691	-	(297)	4,394	1,172
Deferred revenue	6,691	66	-	6,757	665
Other (includes net OPEB obligation)	39,934	1,813	-	41,747	-
Premium payment payable - derivative companion instrument	42,458	-	-	42,458	6,474
Derivative instrument - interest rate swap	176,999	-	(13,408)	163,591	-
Total long-liabilities	$ 1,610,776	$ 154,909	$ (328,872)	$ 1,436,813	$ 24,156

NOTE 7. INVESTMENT IN FACILITIES

Capital assets for the year ended December 31, 2012 were as follows:

	Beginning Balance	Increases	Decreases	Ending Balance
Capital assets not being depreciated				
Land	$ 74,225	$ -	$ -	$ 74,225
Construction in progress	241,748	139,851	(22,313)	359,286
Total capital assets not being depreciated	315,973	139,851	(22,313)	433,511
Capital assets being depreciated				
Bridges and related building and equipment	1,040,637	-	-	1,040,637
Transit property and equipment	461,995	-	-	461,995
Port enhancements	6,257	-	-	6,257
Total capital assets being depreciated	1,508,889	-	-	1,508,889
Less: accumulated depreciation for:				
Bridges and related building and equipment	(439,106)	(32,548)	-	(471,654)
Transit property and equipment	(203,024)	(22,116)	-	(225,140)
Port enhancements	(3,815)	(354)	-	(4,169)
Total accumulated depreciation	(645,945)	(55,018)	-	(700,963)
Total capital assets being depreciated, net	862,944	(55,018)	-	807,926
Total capital assets, net	$ 1,178,917	$ 84,833	$ (22,313)	$ 1,241,437

Total depreciation expense for the period ended December 31, 2012 was $55,018.

Loss on Abandonment of Aerial Tram Project: In its Board Resolution DRPA# DRPA-11-105, dated December 14, 2011, the Authority's Board approved the 2012 Capital Budget. In doing so, the Board approved the termination of the Aerial Tram project. As a result, the construction in progress for the Aerial Tram project was written off in 2011 and the loss on abandonment of the project was $18,318.

Loss on Disposal of Capital Assets: In its Board Resolution DRPA #11-003, dated January 5, 2011, the Authority's Board approved the closure of the Cruise Terminal. The Board authorized staff to negotiate a termination agreement for the Cruise Terminal and parking lot, with the right to remain in the terminal rent free (except operating expenses) to accommodate booked events through June 30, 2011. Upon acceptance of the lease termination agreement offered by Philadelphia Authority Industrial Development ("PAID"), PAID agreed to pay the Authority $250. In addition, the Authority received approximately $92 in cash receipts related to the disposal. The loss on the disposal of the capital assets relating to the Cruise Terminal for the year-ending 2011 was $7,929.

NOTE 8. DEFERRED COMPENSATION PLAN

The Authority offers its employees a deferred compensation plan in accordance with Internal Revenue Code Section 457. The plan, available to all full-time employees, permits them to defer a portion of their salary until future years. The deferred compensation is not available to employees until termination, retirement, death, or unforeseeable emergency. The Authority does not make any contributions to the plan. To comply with changes in federal regulations and GASB 32, Accounting and Financial Reporting for Internal Revenue Code 457 Deferred Compensation Plans, the Authority amended the Plan in 1998 so that all amounts of compensation deferred under the plan, all property and rights purchased with those amounts, and all income attributable to those amounts, property, or rights are solely the property of the employees.

NOTE 9. PENSION PLANS

Employees of the Authority participate in the Pennsylvania State Employees' Retirement System, the Public Employees' Retirement System of New Jersey, or the Teamsters Pension Plan of Philadelphia and Vicinity.

Pennsylvania State Employees' Retirement System

Plan Description: Permanent full-time and part-time employees are eligible and required to participate in this cost-sharing multiple-employer defined benefit plan that provides pension, death and disability benefits. A member may retire after completing three years of service and after reaching normal retirement age (the age of 60, except police officers at age 50, or the age at which 35 years of service has been completed, whichever occurs first). Benefits vest after five years of service. If an employee terminates his or her employment after at least five years of service but before the normal retirement age, he or she may receive pension benefits immediately or defer pension benefits until reaching retirement age. Employees who retire after reaching the normal retirement age with at least three years of credited service are entitled to receive pension benefits equal to 2.50% of their final average compensation (average of the three highest years in earnings) times the number of years for which they were a participant in the plan. The pension benefits received by an employee who retires after five years of credited service but before normal retirement age are reduced for the number of years that person is under normal retirement age.

Pension provisions include death benefits, under which the surviving beneficiary may be entitled to receive the employee's accumulated contributions less the amount of pension payments that the employee received, the present value of the employees' account at retirement less the amount of pension benefits received by the employee, the same pension benefits formerly received by the employee, or one-half of the monthly pension payment formerly received by the employee. The maximum pension benefit to the employee previously described may be reduced depending on the benefits elected for the surviving beneficiary.

The Pennsylvania State Employees' Retirement System issues a publicly available annual financial report, including financial statements, which may be obtained by writing to Pennsylvania State Employees' Retirement System, 30 North Third Street, Harrisburg, Pennsylvania 17108-1147.

Funding Policy: The contribution requirements of plan members and the Authority are established and amended by the Pennsylvania State Employees' Retirement System Board. As of January 1, 2002, employees are required to contribute 6.25% of their gross earnings to the plan. The Authority was required to, and did, contribute an actuarially determined amount to the plan, which equaled 9.42%, 6.03%, 4.18% and 3.68%, of covered payroll in 2012, 2011, 2010 and 2009, respectively. In 2012, 2011, 2010 and 2009, the Authority's required contributions to the plan were $4,058, $2,604, $1,817 and $1,647, respectively, which represented 100% of the required contribution for the aforementioned years.

New Jersey Public Employees Retirement System (NJ PERS)

Plan Description: Permanent full-time employees, hired after January 1, 2002, who were members of NJPERS when they were hired, are eligible to participate in the cost-sharing multiple-employer defined benefit plan (administered by the New Jersey Division of Pensions and Benefits). The PERS was established in 1955. The PERS provides retirement, death and disability, and medical benefits to qualified members. Vesting and benefit provisions are established by N.J.S.A. 43:15A and 43:3B.

***Funding Policy*:** The contribution requirements of plan members are determined by State statute. In accordance with Chapter 92, P.L. 2007 and Chapter 103, P.L. 2007, plan members enrolled in the Public Employees' Retirement System were required to contribute 5.5% of their annual covered salary, effective July 1, 2007. However, under the new provisions of Chapter 78, P.L. 2011, employee pension contribution rates will be increased by the following amounts: the employee pension contribution rate will increase from 5.5% to 6.5% of salary, effective October 1, 2011. An additional increase to be phased over the next 7 years will bring the total pension contribution rate to 7.5% of salary. The phased increase from 6.5% to 7.5% will be applied equally over a 7-year period beginning July 1, 2012. The contribution rate will increase by 0.14% each year with the first payroll of July 2012 until the 7.5% contribution rate is reached in July 2018. The State Treasurer has the right under the current law to make temporary reductions in member rates based on the existence of surplus pension assets in the retirement system; however, the statute also requires the return to the normal rate when such surplus pension assets no longer exist. The Authority is billed annually for its normal contribution, plus any accrued liability. The Authority began sending employee contributions to NJ PERS beginning in January 2006. The fiscal year 2008 was the first year that the Authority was required to, and did, contribute an actuarially determined amount to the plan. For the years ended December 31, 2012, 2011, 2010 and 2009, the Authority's total contribution to the plan was $110, $135, $197 and $63, respectively, which represented 100% of the required contribution for the aforementioned years.

Teamsters Pension Plan of Philadelphia and Vicinity

***Plan Description*:** Certain represented employees are eligible and required to participate in the Teamsters Pension Plan of Philadelphia and Vicinity, which is a cost-sharing, multiple-employer benefit plan which provides pension, death and disability benefits. A member may retire at the later of (a) the date the employee reaches 65 or (b) the tenth anniversary of the employee's commencement of participation in the plan. Additionally, employees are eligible for early retirement after 10 years of participation in the plan and (a) completion of 30 years of vested service or (b) attainment of age 50 and completion of 10 years of vested service. Benefits vest after 10 years of service. An employee who retires on or after his or her normal retirement age is entitled to receive benefits based on his or her credited years of service multiplied by a monthly benefit rate, which is determined based on the employer's daily contributions. The benefits are subject to maximum rates that vary according to employer daily contribution rates. Members may also receive benefits after early retirement at reduced rates depending on age at retirement.

An employee who qualifies for disability retirement benefits (total and permanent disability with 10 years of vested service and 5 years of continuous service with at least 300 covered days of contributions) is entitled to receive two hundred dollars per month until retirement age, when retirement benefits would commence.

Provisions include surviving spouse death benefits, under which the surviving spouse is entitled to a 50% survivor annuity in certain cases.

The Teamsters Pension Plan of Philadelphia and Vicinity issues a publicly available annual financial report, including financial statements, which may be obtained by writing to Teamsters Pension Plan of Philadelphia and Vicinity, Fourth and Cherry Streets, Philadelphia, Pennsylvania 19106.

***Funding Policy*:** The Teamsters Pension Plan is controlled by the Teamsters Pension Plan of Philadelphia and Vicinity Board. The employer's contribution requirements are determined under the terms of one Collective Bargaining Agreement in force between the employer and the Teamsters. During 2012, the Authority was required to and did contribute twenty-one dollars and eighty cents ($21.80) per day for each PATCO participating employee. The employees of the Authority make no contributions to the plan. The Authority contributed $1,076, $1,077, $1,090 and $1,068 in 2012, 2011, 2010 and 2009, respectively, which represented 100% of the required contribution for the aforementioned years.

NOTE 10. POST-EMPLOYMENT HEALTHCARE PLAN

Plan Description: The Authority provides certain health care and life insurance benefits for retired employees, where such benefits are established and amended by the Authority's Board of Commissioners. The Authority's plan provides two agent multiple-employer post-employment healthcare plans which cover two retiree populations: eligible retirees under the age of sixty-five (65) receive benefits through Amerihealth and eligible retirees sixty-five (65) and over receive benefits through the United Health Group (in partnership with AARP) and Aetna. Life insurance benefits to qualifying retirees are provided through Prudential. The plans are administered by the Authority; therefore, premium payments are made directly by the Authority to the insurance carriers.

Funding Policy: Employees become eligible for retirement benefits based on hire date and years of service. For employees hired after January 1, 2007, no subsidized retiree benefits are offered. The contribution requirements of plan members and the Authority are established and may be amended by the Authority's Board of Commissioners. Plan members receiving benefits contribute the following amounts: $65 per month for retiree-only coverage for the base plan, $130 per month for retiree/spouse (or retiree/child) coverage, and $195 per month for retiree/family (or children) coverage to age sixty-five (65) for the base plan, and $55 per month per retiree, per dependent for both the United Health Group (in partnership with AARP) and Aetna coverages. An additional amount is required for those retirees, under age sixty-five (65), who opt to participate in the "buy-up plan" for retirees and their dependents.

Retirees: The Authority presently funds its current retiree post employment benefit costs on a "pay-as-you-go" basis and, as shown above, receives annual contributions from retirees to offset a portion of this annual cost. The Authority's contributions to the plan for the years ended 2012, 2011, 2010 and 2009 were $5,273, $4,242, $4,256 and $4,251, respectively.

Future Retirees: In accordance with Statement No.45 of the Government Accounting Standards Board, the Authority is required to expense the annual required contribution of the employer (ARC), an amount actuarially determined in accordance with the parameters of Statement No. 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty (30) years. The ARC includes the costs of both current and future retirees. The current ARC was determined to be $5,230 at an unfunded discount rate of 5%. As stated above, the Authority has funded the cost of existing retirees in the amount of $4,242, and in 2011, the Authority has accrued the benefit costs for future eligible employees, but has not yet begun funding this outstanding liability. The Authority plans to begin funding a portion of this outstanding liability during the fiscal year 2013.

Funded Status and Funding Progress: As of January 1, 2011, the most recent actuarial valuation date, the Authority's Plan was 0% funded. The actuarial accrued liability for benefits was $113,422, and the actuarial value of plan assets was $0, resulting in an unfunded actuarial accrued liability (UAAL) of $113,422. The covered payroll (annual payroll of active employees covered by the plan) was $56,820 and the ratio of the UAAL to the covered payroll was 199.6%. (For additional information, please refer to the "Required Supplementary Information Schedule of Funding Progress for Health Benefits Plan" shown at the end of the footnote section.) Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future.

Examples include assumptions about future employment, mortality and the healthcare cost trend. Amounts determined regarding the funded status of the plan and the annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, presented as required supplementary information following the notes to the financial statements, presents multiyear trend information that shows whether the actuarial value of the plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

Actuarial Methods and Assumptions: Projections of benefits for financial reporting purposes are based on the substantive plan (the plan as understood by the employer and plan members) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

In the January 1, 2011 actuarial valuation, the projected unit credit actuarial cost method was used. Under this method an actuarial accrued liability is determined as the actuarial present value of the portion of projected benefits which is allocated to service before the current plan year. In addition, a normal cost is determined as the actuarial present value of the portion of projected benefits which is allocated to service in the current plan year for each active participant under the assumed retirement age. The UAAL is being amortized (straight-line) for thirty (30) year on an open basis. The actuarial assumptions included the following:

- *Mortality.* The mortality table employed in the valuation was the RP2000 Table Male and Female.
- *Discount Rate.* Future costs have been discounted at the rate of 5.00% compounded annually for GASB 45 purposes.
- *Turnover.* Assumptions for terminations of employment other than for death or retirement will vary by age and years of service with rates of turnover based on State Employees Retirement System of Pennsylvania.
- *Disability.* No terminations of employment due to disability were assumed. Retirees resulting from a disability were factored into the determination of age at retirement.
- *Age of Retirement.* The assumption that the active participants, on average, will receive their benefits when eligible, but no earlier than age 55.
- *Spousal Coverage.* Married employees will remain married.
- *Prior Service.* No prior service for active employees was assumed.
- *Health Care Inflation*:

	Year	Pre-65	Post 65
Initial Trend	01/01/13 to 01/01/17	10.0%	10.0%
Ultimate Trend	01/01/18 to later	5.0%	5.0%
Grading Per Year		1.0%	1.0%

- *Administration Expenses.* The annual cost to administer the retiree claims was assumed at 2.5% which was included in the annual health care costs.
- *Employee Contributions.* It was assumed that employees will contribute two thousand three hundred forty dollars ($2,345) per year for family medical coverage and seven hundred eighty dollars ($792) for single medical coverage.
- *Change in Assumptions.* Effective January 1, 2011, assumptions were changed for mortality, medical trend costs and turnover.

NOTE 11. INDENTURES OF TRUST

The Authority is subject to the provisions of the following indentures of Trust: Revenue Refunding Bonds of 1998 with TD Bank N.A. (as successor trustee to Commerce Bank NA), dated July 1, 1998; and the Revenue Bonds of 1999 with TD Bank N.A., dated December 1, 1999; the Revenue Refunding Bonds of 2008, with TD Bank, National Association as Trustee, dated July 25, 2008 and the Revenue Refunding Bonds of 2010 and the 2010 Revenue Bonds (Series D), with TD Bank N.A. as Trustee dated May 15, 2010 and July 15, 2010, respectively (collectively the "Bond Resolution"); Port District Project Bonds of 1998 with The Bank of New York Mellon (as successor trustee to U.S. Trust Company of new Jersey), dated August 15, 1998; Port District Bonds of 1999 with The Bank of New York Mellon (as successor trustee to Summit Bank), dated December 1, 1999; Port District Project Bonds of 2001 with TD Bank NA., dated December 1, 2001. The Bond Resolution requires the maintenance of the following accounts:

Project Fund: This restricted account was established in accordance with Section 6.02 of the Bond Resolution. The Project Fund is held by the Trustee and is applied to pay the cost of the Projects and is pledged, pending application to such payment of costs for the security of the payment of principal and interest on the Revenue, Revenue Refunding, and Project Bonds (the "Bonds").

Debt Service Fund: This restricted account was established in accordance with Section 6.04 of the Bond Resolution for the payment of maturing interest and principal on the Bonds. The balance on deposit must be sufficient to enable the Trustee to withdraw amounts equal to interest due on the Bonds, principal amounts maturing on Bonds, accrued interest included in the purchase price of the bonds purchased for retirement, and sinking fund installments when payments are required.

Debt Service Reserve Fund: This restricted account was established in accordance with Section 6.05 of the Bond Resolution. The amount of funds on deposit must be maintained at a level equal to the Maximum Debt Service to insure funds are available for payment of Debt Service.

Bond Redemption Fund: This restricted account was established in accordance with section 6.06 of the Bond Resolution to account for amounts received from any source for the redemption of Bonds, other than mandatory sinking fund payments.

Rebate Fund: This restricted account was established in accordance with Section 6.07 of the bond Resolution account for amounts deposited from time to time in order to comply with the arbitrage rebate requirements of Section 148 of the Code as applicable to any Series of Tax-Exempt Bonds issued.

Revenue Fund: This unrestricted account was established in accordance with Section 6.03 of the Bond Resolution for the Authority to deposit all Revenues. On or before the 20th day of each calendar month, the Trustee shall, to the extent money is available, transfer to or credit funds needed in the following order: (1) the Debt Service Fund, (2) the Debt Service Reserve Fund, (3) any Reserve Fund Credit Facility Issuer, (4) the Trustee's Rebate Fund, (5) the Maintenance Reserve Fund, (6) the General Fund.

Maintenance Reserve Fund: This restricted account was established in accordance with Section 6.08 of the Bond Resolution. These funds are maintained for reasonable and necessary expenses with respect to the system for major repairs, renewals, replacements, additions, betterments, enlargements, improvements and extraordinary expenses, all to the extent not provided for in the then current Annual Budget. Money in this account is pledged for the security of payment principal and interest on the bonds. Whenever the amount in this account exceeds the "Maintenance Reserve Fund Requirement", the excess shall be deposited in the General Fund. The "Maintenance Reserve Fund Requirement" on any date is at least $3,000.

General Fund: This unrestricted account was established in accordance with Section 6.09 of the Bond Resolution. All excess funds of the Authority are recorded in the General Account. If the Authority is not in default in the payment of bond principal or interest and all fund requirements are satisfied, the excess funds may be used by the Authority for any lawful purpose.

NOTE 12. FUNDED AND LONG-TERM DEBT

At December 31, 2012, the Authority had $1,170,729 in Revenue, Revenue Refunding, and Port District Project Bonds outstanding, consisting of bonds issued in 1999, 2008, 2010 and 2012. The 1998 Port District Project Bonds were issued pursuant to an Indenture of Trust dated August 15, 1998. The 1999 Revenue Bonds were issued pursuant to the Indenture of Trust dated July 1, 1998, a Second Supplemental Indenture dated August 15, 1998, and a Third Supplemental Indenture dated December 1, 1999. The 1999 Port District Project Bonds were issued to an Indenture of Trust dated December 1, 1999. Under the terms of the 1998 Revenue Refunding Bonds Indenture of Trust, the Authority covenanted not to issue any additional bonds under the 1995 Indenture of Trust. The 2001 Port District Project Bonds were issued pursuant to an Indenture of Trust dated December 1, 2001. The 2008 Revenue Refunding Bonds were issued pursuant to the Indenture of Trust dated July 1, 1998, as supplemented by a Fourth Supplemental Indenture dated October 1, 2007 and a Fifth Supplemental Indenture dated July 15, 2008. The 2010 Revenue Refunding Bonds were issued pursuant to an Indenture of Trust dated as of July 1, 1998 as previously supplemented by five supplemental indentures thereto and as further supplemented by a Sixth Supplemental Indenture dated as of March 15, 2010. The 2010 Revenue Bonds were issued pursuant to the Compact, the New Jersey Act, the Pennsylvania Act (as such terms are defined herein) and an Indenture of Trust, dated as of July 1, 1998, by and between the Authority and TD Bank, National Association, Cherry Hill, as successor to Commerce Bank, National Association (the "Trustee"), as supplemented by a First Supplemental Indenture, dated as of July 1, 1998, a Second Supplemental Indenture, dated as of August 15, 1998, a Third Supplemental Indenture, dated as of December 1, 1999, a Fourth Supplemental Indenture, dated as of October 1, 2007, a Fifth Supplemental Indenture, dated as of July 15, 2008, a Sixth Supplemental Indenture, dated as of March 15, 2010, and a Seventh Supplemental Indenture, dated as of July 1, 2010 (collectively, the "1998 Revenue Bond Indenture"). The 2012 Project District Project Refunding Bonds were issued pursuant to an Indenture of Trust dated December 1, 2012.

1998 Port District Project Bonds (fully redeemed): On September 2, 1998, the Authority issued $84,705 of Port District Project Bonds, Series of 1998, to provide funds to finance (a) all or a portion of the cost of certain economic development and capital projects, including reimbursing the Authority for the cost of economic development projects financed with Authority funds, (b) a deposit to the Port District Debt Service Reserve Fund established under the 1998 Port District Indenture, and (c) all or a portion of the costs and expenses of the Authority relating to the issuance and sale of the 1998 Port District Bonds.

The 1998 Port District Project Bonds are general corporate obligations of the Authority. Except as expressly provided in the 1998 Port District Indenture, the 1998 Port District Project Bonds are not secured by a lien or charge on, or pledge of, any revenue or other assets of the Authority. No tolls, rents, rates or other such charges are pledged for the benefit of the 1998 Port District Project Bonds. The 1998 Port District Project Bonds are payable from such funds and from other monies of the Authority legally available.

Optional Redemption: The 1998 Port District Project Bonds were subject to redemption prior to maturity on or after January 1, 2008, in whole at any time, or in part at any time from time to time in any order of maturity as specified by the Authority, in any principal amount within a maturity as specified by the Authority, and within a maturity as selected by the Trustee by lot at the respective redemption prices expressed as percentages of the principal amount of such Port District Project Bonds or portions thereof to be redeemed as set forth below, together with accrued interest to the redemption date:

Optional Redemption Dates (Inclusive)	Redemption Price Port District Project Bonds
January 1, 2009 and thereafter	100.00%

The remaining 1998 Port District Project Bonds were fully refunded on December 20, 2012 at a redemption price of 100% using the proceeds from the issuance of the 2012 Port District Project Refunding Bonds.

1999 Revenue Bonds (*fully redeemed*): On December 22, 1999, the Authority issued $422,310 of Revenue Bonds of 1999 to provide funds, together with other funds available, (i) to finance, refinance or reimburse a portion of the costs of certain capital projects undertaken or to be undertaken by the Authority, (ii) to fund a portion of the interest on the 1999 Revenue Bonds during the period of construction and acquisition of the aforesaid projects, (iii) to fund the Debt Service Reserve Requirement for the 1999 Revenue Bonds, and (iv) to pay the costs of issuance of the 1999 Revenue Bonds.

The 1999 Revenue Bonds are equally and ratably payable solely from and secured by a lien on and security interest in (i) the amounts on deposit in the 1995 General Fund established under the Indenture of Trust dated as of November 15, 1995, as supplemented as of November 15, 1995 (collectively, the "1995 Revenue Bond Indenture"), (ii) the amounts on deposit in the Funds established under the 1998 Revenue Bond Indenture, except for the 1998 General Fund and the 1998 Rebate Fund. With the defeasance of the Authority's Revenue Bonds, Series of 1995 (the "1995 Revenue Bonds"), and the 1998 Revenue Refunding Bonds, the 1999 Revenue Bonds are now secured by a lien on or security interest in the Net Revenue of the Authority.

Optional Redemption: The 1999 Revenue Bonds were subject to redemption prior to maturity at the option of the Authority on or after January 1, 2010, in whole at any time or in part at any time and from time to time in any order of maturity as specified by the Authority, in any principal amount which is an integral multiple of $5 as specified by the Authority, and within a maturity as allocated by the Trustee or by lot (and, if 1999 Revenue Bonds of a maturity bear interest at different rates, as allocated by the Trustee or by lot among 1999 Revenue Bonds of the interest rate or rates specified by the Authority) at a redemption price equal to 100% of the principal amounts of such 1999 Revenue Bonds or portions thereof to be redeemed, together with accrued interest to the redemption date.

On June 30, 2010, the Authority partially redeemed $349,360 in bonds with the issuance of $350,000 in 2010 Revenue Refunding Bonds. On April 26, 2012, the Authority fully redeemed, prior to maturity, the remaining $24,225 of its 1999 Revenue Bonds.

1999 Port District Project Bonds: On December 22, 1999, the Authority issued $272,095 to provide funds to finance (a) all or a portion of the cost of certain port improvement and economic development projects within the Port District, (b) a deposit of cash or a Reserve Fund Credit Facility to the credit of the Debt Service Reserve Fund established under the 1999 Port District Project Bond Indenture and (c) all or a portion of the costs and expenses of the Authority relating to the issuance and sale of the 1999 Port District Project Bonds.

The 1999 Port District Project Bonds are general corporate obligations of the Authority. The 1999 Port District Project Bonds are not secured by a lien or charge on, or pledge of, any revenues or other assets of the Authority other than the monies, if any, on deposit from time to time in the Funds established under the 1999 Port District Project Bond Indenture. No tolls, rents, rates or other such charges are pledged for the benefit of the 1999 Port District Project Bonds. The 1999 Port District Project Bonds are equally and ratably secured by the funds on deposit in the Funds established under the 1999 Port District Project Bond Indenture, except for the Rebate Fund. The 1999 Port District Project Bonds are payable from such Funds and from other monies of the Authority legally available.

The 1999 Port District Project Bonds are subject to optional redemption and mandatory sinking fund redemption prior to maturity as more fully described herein.

The scheduled payment of principal and interest on the 1999 Port District Project Bonds when due are guaranteed under an insurance policy issued concurrently with the delivery of the 1999 Port District Project Bonds by Financial Security Assurance Inc.

The 1999 Port District Project Bonds outstanding at December 31, 2012 are as follows:

(January 1)	Rate/Yield	Amount	(January 1)	Rate/Yield	Amount
		Series A Bonds			
			2013	7.54%	$ 3,170
					3,170
		Term Bonds			
2014	7.63%	$ 3,405	2018	7.63%	4,570
2015	7.63%	3,665	2019	7.63%	4,920
2016	7.63%	3,945	2020	7.63%	5,295
2017	7.63%	4,245	2021	7.63%	1,035
					31,080
Total par value of 1999 Port District Project Bonds					34,250
Less redemption premium					(3,484)
Total 1999 Port District Project Bonds, net					$ 30,766

Optional Redemption: The Series A Port District Project Bonds are redeemable by the Authority on any interest payment date in whole or in part, and if in part, in any order of maturity specified by the Authority and in any principal amount within a maturity as specified by the Authority. Any such redemption shall be made at a redemption price equal to accrued interest to the redemption date plus the greater of (i) the principal amount of the Series A Port District Project Bonds to be redeemed, and (ii) an amount equal to the discounted remaining fixed amount payments applicable to the Series A Port District Project Bonds to be redeemed. Allocation of the amounts of Series A Port District Project Bonds to be redeemed shall be proportionate nearly as reasonably possible having due regard for minimum authorized denominations of the 1999 Port District Project Bonds among the respective interest of the holders of the Series A Port District Project Bonds to be redeemed at the time of selection of such Series A Port District Project Bonds for redemption.

The Series B Port District Project Bonds shall be subject to redemption prior to maturity on or after January 1, 2010, in whole at any time, or in part at any time and from time to time in any order of maturity as specified by the Authority, in any principal amount within a maturity as specified by the Authority, and within a maturity as selected by the Trustee by lot at a redemption price equal to 100% of the principal amount of such Series B Port District Project Bonds or portions thereof to be redeemed, together with accrued interest to the redemption date.

The remaining 1999 Port District Project Bonds, Series B were fully refunded on December 20, 2012 using proceeds from the issuance of the 2012 Port District Project Refunding Bonds.

2001 Port District Project Bonds: On December 27, 2001, the Authority issued $128,395 of Port District Project Refunding Bonds, Series A of 2001, and $31,180 Port District Project Bonds, Series B of 2001 (now fully redeemed). The 2001 Port District Project Bonds were issued to provide funds to finance (a) the current refunding of $100,500 of the Authority's Port District Project Bonds, Series A of 1999 (Federally Taxable), (b) all or a portion of the cost of certain port improvement and economic development projects within the Port District, (c) a deposit of cash to the credit of the Debt Service Reserve Fund established under the 2001 Port District Project Bond Indenture, and (d) all or a portion of the costs and expenses of the Authority relating to the issuance and sale of the 2001 Port District Project Bonds.

The 2001 Port District Bonds are general corporate obligations of the Authority. The 2001 Port District Project Bonds are not secured by a lien or charge on, or pledge of, any revenues or other assets of the Authority other than the monies, if any, on deposit from time to time in the Funds established under the 2001 Port District Project Bond Indenture. No tolls, rents, rates or other such charges are pledged for the benefit of the 2001 Port District Project Bonds.

Optional Redemption: The Series A Port District Project Refunding Bonds, and the Series B Port District Project Bonds, maturing on or after January 1, 2013 are subject to redemption prior to maturity at the option of the Authority on or after January 1, 2012, in whole at any time, or in part at any time and from time to time, in any order of maturity as specified by the Authority and within a maturity as selected by the Trustee by lot, at a redemption price equal to 100% of the principal amount of such Series A Port District Project Refunding or Series B Port District Project Bonds or portions thereof to be redeemed, together with accrued interest to the redemption date. On April 26, 2012, the Authority redeemed, prior to maturity, $71,445 of its 2001 Series A & B Port District Project Bonds. As a result, the 2001 PDP Series B bonds were redeemed in full. The redeemed bonds had interest rates varying from 4.625% to 5.750% with maturities through 2025.

The remaining 2001 Port District Project Bonds were fully refunded on December 20, 2012 using proceeds from the issuance of the 2012 Port District Project Refunding Bonds.

2008 Revenue Refunding Bonds: On July 25, 2008, the Authority issued $358,175 in Revenue Refunding Bonds as variable rate demand obligations (VRDO's). The 2008 Revenue Refunding Bonds were issued to provide funds, together with other funds available: (a) to finance the current refunding of $358,175 aggregate principal amount of the Authority's Revenue Refunding Bonds, Series of 2007, consisting of all of the outstanding bonds of such series; and (b) to pay the costs of issuance of the 2008 Revenue Refunding Bonds.

The 2008 Revenue Refunding Bonds were issued pursuant to the Compact, the New Jersey Act, the Pennsylvania Act (as such terms are defined herein) and an Indenture of Trust dated as of July 1, 1998, by and between the Authority and TD Bank, N.A., Cherry Hill, New Jersey, as successor to Commerce Bank, National Association (the "Trustee"), as supplemented by a First Supplemental Indenture dated as of July 1, 1998, a Second Supplemental Indenture dated as of August 15, 1998, a Third Supplemental Indenture dated as of December 1, 1999, a Fourth Supplemental Indenture dated as of October 1, 1997 and a Fifth Supplemental Indenture dated as of July 15, 2008 (the "Fifth Supplemental Indenture") (collectively, the "1998 Revenue Bond Indenture").

The 2008 Revenue Refunding Bonds, together with all other indebtedness outstanding under the 1998 Revenue Bond Indenture and any parity obligations hereafter issued under the 1998 Revenue Bond Indenture, are equally and ratably payable solely from and secured by a lien on and security interest in (i) the Net Revenues described herein, (ii) all moneys, instruments and securities at any time and from held by the Authority or the Trustee in any Fund created or established under the 1998 Revenue Bond Indenture and (iii) the proceeds of all the foregoing, except for the moneys, instruments and securities held in the 1998 General Fund and the 1998 Rebate Fund. The 2008A Letter of Credit (as defined herein) secures only the 2008A Revenue Refunding Bonds and the 2008B Letter of Credit (as defined herein) secures only the 2008B Revenue Refunding Bonds.

The 2008 Revenue Refunding Bonds are subject to purchase on the demand of the holder at a price equal to principal plus accrued interest on seven days' notice and delivery to the Authority's tender agent, TD Bank, N.A. The tender agent shall provide a copy of said notice to the applicable remarketing agent, who is authorized to use its best efforts to sell the repurchased bonds at a price equal to 100 percent of the principal plus accrued interest to the purchase date.

Under irrevocable letters of credit issued by Bank of America, N.A. and TD Bank, N.A., the trustee or the remarketing agent is entitled to draw an amount sufficient to pay the purchase price of the bonds delivered to it. The letters of credit are valid through July 23, 2013 and require the Authority to make immediate payment of any draws under the line. (See Note 16).

The Authority is required to pay annual facility fees to Bank of America, N.A. and TD Bank, N.A. for the letters of credit. The fee is calculated based on 1.35% of the gross amount available under the line based on the Authority's bond ratings, as determined by Moody's and S&P. In addition, the Authority is required to pay an annual remarketing fee, payable quarterly in arrears, equal to 0.07% of the aggregate principal amount of the bonds outstanding at the beginning of the period.

The 2008 Revenue Refunding Bonds outstanding at December 31, 2012 are as follows:

Series A			Series B		
Maturity Date (January 1)	Interest Rate/Yield	Principal Amount	Maturity Date (January 1)	Interest Rate/Yield	Principal Amount
2026	Variable	$ 151,750	2026	Variable	$ 168,605
Total par value of 2008 Revenue Refunding Bonds					320,355
Less unamortized loss on refunding					(5,761)
Total 2008 Revenue Refunding Bonds, net					$ 314,594

Interest Rate Mode: Weekly
Rate Determination Date: Generally each Wednesday
Interest Payment Dates: First Business Day of each month
Rate in Effect at December 31, 2011: Series A - 0.060%; Series B - 0.080%

Optional Redemption: While in the Weekly Mode, the 2008A Revenue Refunding Bonds are subject to optional redemption by the Authority, in whole or in part, in Authorized Denominations on any Business Day, at redemption price equal to the principal amount thereof, plus accrued interest, if any, to the Redemption Date. While in the Weekly Mode, the 2008B Revenue Refunding Bonds are subject to optional redemption by the Authority, in whole or in part, in Authorized Denominations on any Business Day, at a redemption price equal to the principal amount thereof, plus accrued interest, if any, to the Redemption Date.

Sinking Fund Redemption: The 2008 Revenue Refunding Bonds are subject to mandatory redemption in part on January 1 of each year and in the respective principal amounts set forth below at one hundred percent (100%) of the principal amount of 2008 Revenue Refunding Bonds to be redeemed, plus interest accrued to the Redemption Date, from funds which the Authority covenants to deposit in the 2008A Bonds Sinking Fund Account created in the 1998 Debt Service Fund established pursuant to 1998 Revenue Bond Indenture, in amounts sufficient to redeem on January 1 of each year the principal amount of such 2008 Revenue Refunding Bonds for each of the years set forth below:

	Sinking Fund Installments		
January 1	Series A	Series B	Total
2013	$ 7,505	$ 8,340	$ 15,845
2014	7,915	8,795	16,710
2015	8,345	9,275	17,620
2016	8,800	9,775	18,575
2017	9,280	10,310	19,590
2018	9,785	10,870	20,655
2019	10,315	11,465	21,780
2020	10,880	12,090	22,970
2021	11,475	12,745	24,220
2022	12,100	13,440	25,540
2023	12,755	14,175	26,930
2024	13,455	14,945	28,400
2025	14,185	15,760	29,945
2026	14,955	16,620	31,575
	$ 151,750	$ 168,605	$ 320,355

2010 Revenue Refunding Bonds: On June 30, 2010, the Authority issued $350,000 in Revenue Refunding Bonds, Series A of 2010, Revenue Refunding Bonds, Series B of 2010 and Revenue Refunding Bonds, Series C of 2010 as variable rate demand obligations ("VRDOs"). The 2010 Revenue Refunding Bonds were issued pursuant to the Indenture of Trust dated as of July 1, 1998 by and between the Authority and TD Bank, National Association, Cherry Hill, New Jersey, as successor to Commerce Bank, National Association ("Trustee"), as previously supplemented by five supplemental indentures thereto and as further supplemented by a Sixth Supplemental Indenture ("Sixth Supplemental Indenture") dated as of March 15, 2010 (collectively, "1998 Revenue Bond Indenture"). The 2010 Revenue Refunding Bonds were issued to provide funds, together with other available funds, to (i) currently refund $349,360 aggregate principal amount of the Authority's outstanding Revenue Bonds, Series of 1999, (ii) fund any required deposit to the 1998 Debt Service Reserve Fund (defined herein), and (iii) pay the costs of issuance of the 2010 Revenue Refunding Bonds.

The 2010 Revenue Refunding Bonds are subject to purchase on the demand of the holder at a price equal to principal plus accrued interest on seven days' notice and delivery to the Authority's tender agent, TD Bank, N.A. The tender agent shall provide a copy of said notice to the applicable remarketing agent, who is authorized to use its best efforts to sell the repurchased bonds at a price equal to 100 percent of the principal plus accrued interest to the purchase date.

Under irrevocable letters of credit issued by J.P. Morgan Chase, N.A., Bank of America, N.A. and PNC Bank, N.A., the trustee or the remarketing agent is entitled to draw an amount sufficient to pay the purchase price of the bonds delivered to it. The letters of credit are valid through March 29, 2013 and require the Authority to make immediate payment of any draws under the line. (See Note 16.)

The Authority is required to pay annual facility fees to J.P. Morgan Chase, N.A., Bank of America, N.A. and PNC Bank, N.A. for the letters of credit in percentages varying from 1.35% to 1.675% of the gross amount available under the line, based on the Authority's bond ratings as determined by Moody's and S&P. In addition, the Authority is required to pay an annual remarketing fee, payable quarterly in arrears, equal to 0.10% of the aggregate principal amount of the bonds outstanding at the beginning of the period.

The 2010 Revenue Refunding Bonds outstanding at December 31, 2012 were as follows:

	Maturity Date (January 1)	Interest Rate/Yield	Principal Amount
Series A	2026	Variable	$ 150,000
Series B	2026	Variable	150,000
Series C	2026	Variable	50,000
Total par value of 2010 Revenue Refunding Bonds			350,000
Less unamortized loss on refunding			(4,441)
Total 2010 Revenue Refunding Bonds, net			$ 345,559

Interest rate Mode: Weekly
Rate Determination Date: Generally each Wednesday
Rate in Effect at December 31, 2011: Series A - 0.080%; Series B - 0.060%; Series C - 0.070%

The issuance of the 2010 Revenue Refunding Bonds resulted in a loss of $5,624 which represents the costs associated with the refunding of the 1999 Revenue Bonds.

Optional Redemption: While in the Weekly Mode, each Series of the 2010 Revenue Refunding Bonds is subject to optional redemption by the Authority, in whole or in part, in Authorized Denominations on any Business Day, at a redemption price equal to the principal amount thereof, plus accrued interest, if any, to the applicable Redemption Date.

Mandatory Sinking Fund Redemption: The 2010 Revenue Refunding Bonds are subject to mandatory redemption in part on January 1 of each year and in the respective principal amounts set forth below at 100% of the principal amount of 2010 Revenue Refunding Bonds to be redeemed, plus interest accrued to the Redemption Date, from funds which the Authority covenants to deposit in the 2010A Bonds Sinking Fund Account, 2010B Bonds Sinking Fund Account, and 2010C Bonds Sinking Fund Account created in the 1998 Debt Service Fund established pursuant to 1998 Revenue Bond Indenture, in amounts sufficient to redeem on January 1 of each year the principal amount of such 2010 Revenue Refunding Bonds for each of the years set forth below:

	Sinking Fund Installments			
January 1	Series A	Series B	Series C	Total
2014	$ 5,460	$ 5,460	$ 1,825	$ 12,745
2015	8,700	8,700	2,900	20,300
2016	9,195	9,195	3,070	21,460
2017	9,730	9,730	3,240	22,700
2018	10,280	10,280	3,430	23,990
2019	10,875	10,875	3,625	25,375
2020	11,500	11,500	3,830	26,830
2021	12,160	12,160	4,055	28,375
2022	12,855	12,860	4,285	30,000
2023	13,595	13,595	4,530	31,720
2024	14,375	14,375	4,790	33,540
2025	15,200	15,200	5,065	35,465
2026	16,075	16,070	5,355	37,500
	$ 150,000	$ 150,000	$ 50,000	$ 350,000

2010 Revenue Bonds: On July 15, 2010, the Authority issued its Revenue Bonds, Series D of 2010 (the "2010 Revenue Bonds"). The 2010 Revenue Bonds were issued by means of a book-entry-only system evidencing ownership and transfer of 2010 Revenue Bonds on the records of The Depository Trust Company, New York, New York ("DTC"), and its participants. Interest on the 2010 Revenue Bonds will be payable semi-annually on January 1 and July 1 of each year commencing January 1, 2011 (each an "Interest Payment Date").

The 2010 Revenue Bonds were issued pursuant to the Compact, the New Jersey Act, the Pennsylvania Act (as such terms are defined herein) and an Indenture of Trust, dated as of July 1, 1998, by and between the Authority and TD Bank, National Association, Cherry Hill, New Jersey, as successor to Commerce Bank, National Association (the "Trustee"), as supplemented by a First Supplemental Indenture, dated as of July 1, 1998, a Second Supplemental Indenture, dated as of August 15, 1998, a Third Supplemental Indenture, dated as of December 1, 1999, a Fourth Supplemental Indenture, dated as of October 1, 2007, a Fifth Supplemental Indenture, dated as of July 15, 2008, a Sixth Supplemental Indenture, dated as of March 15, 2010, and a Seventh Supplemental Indenture, dated as of July 1, 2010 (collectively, the "1998 Revenue Bond Indenture"). The 2010 Revenue Bonds were issued for the purpose of: (i) financing a portion of the costs of the Authority's approved Capital improvement Program; (ii) funding the Debt Service Reserve Requirement for the 2010 Revenue Bonds; and (iii) paying the costs of issuance of the 2010 Revenue Bonds (Series D). (Note: As per its 2008 Reimbursement Resolution, upon issuance of the 2010 Revenue Bonds, the Authority reimbursed its General Fund, for approximately $100 million, for prior capital expenditures made during the period October 2008 through July 2010).

The 2010 Revenue Bonds are limited obligations of the Authority and are payable solely from the sources referred to in the 2010 Revenue Bonds and the 1998 Revenue Bond Indenture. Neither the credit nor the taxing power of the Commonwealth of Pennsylvania (the "Commonwealth") or the State of New Jersey (the "State") or of any county, city, borough, village, township or other municipality of the Commonwealth or the State is or shall be pledged for the payment of the principal, redemption premium, if any, or interest on the 2010 Revenue Bonds. The 2010 Revenue Bonds are not and shall not be deemed to be a debt or liability of the Commonwealth or the State or of any such county, city, borough, village, township or other municipality, and neither the Commonwealth nor the State nor any such county, city, borough, village, township or other municipality is or shall be liable for the payment of such principal or, redemption premium, or interest. The Authority has no taxing power.

Mandatory Sinking Fund Redemption: The 2010 Revenue Bonds maturing January 1, 2035 and January 1, 2040 are subject to mandatory redemption prior to maturity by the Authority, in part, on January 1 of each year in the respective principal amounts set forth below at 100% of the principal amount thereof, plus accrued interest to the Redemption Date from sinking fund installments which are required to be paid in amounts sufficient to redeem on January 1 of each year the principal amount of such 2010 Revenue Bonds specified for each of the years set forth below. Payment of principal and interest on the 2010 Revenue Bonds (the "2010 Insured Bonds"), in the principal amount of $60,000 maturing January 1, 2040 is guaranteed under an insurance policy issued by Assured Guaranty Municipal Corp. (formerly known as Financial Security Assured, Inc.).

The 2010 Revenue Bonds outstanding at December 31, 2012 are as follows:

Maturity Date (January 1)	Interest Rate/Yield	Principal Amount	Maturity Date (January 1)	Interest Rate/Yield	Principal Amount
		Serial Bonds			
			2027	5.00%	$ 3,465
			2028	5.00%	17,210
			2029	5.00%	18,070
			2030	5.00%	18,975
					57,720
		Term Bonds			
2031	5.00%	$ 16,245	2036	5.00%	14,575
2031	5.05%	3,675	2036	5.00%	10,860
2032	5.00%	17,055	2037	5.00%	15,310
2032	5.05%	3,865	2037	5.00%	11,400
2033	5.00%	17,905	2038	5.00%	16,075
2033	5.05%	4,060	2038	5.00%	11,970
2034	5.00%	18,810	2039	5.00%	16,875
2034	5.05%	4,260	2039	5.00%	12,570
2035	5.00%	19,750	2040	5.00%	17,720
2035	5.05%	4,475	2040	5.00%	13,200
					250,655
Total par value of 2010 Revenue Bonds					308,375
Less unamortized bond discount					(544)
Total 2010 Revenue Bonds, net					$ 307,831

Optional Redemption: The 2010 Revenue Bonds are subject to redemption at the option of the Authority, prior to maturity, in whole or in part (and if in part, in such order of maturity or within a maturity as the Authority shall specify, or if the Authority shall fail to specify, by lot or by such other method as the Paying Agent determines to be fair and reasonable and in any principal amount in Authorized Denominations) at any time on or after January 1, 2020. Any such redemption shall be made at a redemption price equal to 100% of the principal amount of the 2010 Bonds to be redeemed, plus accrued interest to the Redemption Date.

2012 Port District Project Refunding Bonds - On December 20, 2012, the Authority issued its Port District Project Refunding Bonds, Series 2012. The Port District Project Refunding Bonds, Series 2012 (the "2012 Bonds") were issued pursuant to the Compact, the New Jersey Act, the Pennsylvania Act (as such terms are defined herein) and an Indenture of Trust (the "Indenture") dated as of December 1, 2012, between the Authority and TD Bank, National Association, Cherry Hill, New Jersey, as trustee (the "Trustee").The 2012 Bonds were issued to (i) refund and redeem all of the outstanding principal balance of and interest accrued on the Authority's outstanding Port District Project Bonds, Series B of 1998, (the "1998 Refunded Bonds"), Port District Project Bonds, Series B of 1999 (the "1999 Refunded Bonds"), and Port District Project Bonds, Series A of 2001 (the "2001 Refunded Bonds").

The 2012 Bonds are general corporate obligations of the Authority. The 2012 Bonds are not secured by a lien or charge on, or pledge of, any revenues or other assets of the Authority other than the moneys, if any, on deposit from time to time in the Funds established under the Indenture, except for the Rebate Fund. No tolls, rents, rates or other charges are pledged for the benefit of the 2012 Bonds. The 2012 Bonds are equally and ratably secured by the monies, if any, on deposit in the Funds established under Indenture, except for the Rebate Fund. The 2012 Bonds are payable from such Funds and from other monies of the Authority legally available therefor.

Redemption Provisions

Optional Redemption. The 2012 Bonds maturing on or after January 1, 2024 are subject to redemption prior to maturity at the option of the Authority on or after January 1, 2023, in whole at any time, or in part at any time and from time to time, in any order of maturity specified by the Authority and within a maturity as selected by the Trustee as provided in the Indenture and as summarized below under the subheading "Redemption Provisions – Selection of 2012 Bonds to be Redeemed." Any such redemption shall be made at a redemption price equal to the principal amount of the Bonds to be redeemed plus interest accrued to the date fixed for redemption.

Payment of Redemption Price. Notice of redemption having been given in the manner provided in the Indenture, or written waivers of notice having been filed with the Trustee prior to the date set for redemption, the 2012 Bonds (or portions thereof) so called for redemption shall become due and payable on the redemption date so designated and interest on such 2012 Bonds (or portions thereof) shall cease to accrue from the redemption date whether or not such Bonds shall be presented for payment. The principal amount of all 2012 Bonds so called for redemption, together with the redemption premium, if any, payable with respect thereto and accrued and unpaid interest thereon to the date of redemption, shall be paid (upon presentation and surrender of such 2012 Bonds) by the Paying Agent out of the appropriate Fund or other funds deposited for the purpose.

Selection of 2012 Bonds to be Redeemed. If less than all of the 2012 Bonds are to be redeemed and paid prior to maturity, 2012 Bonds registered in the name of the Authority shall be redeemed before other 2012 Bonds are redeemed. Thereafter, the portion of 2012 Bonds to be redeemed shall be selected by the Authority, or if no such selection is made, by lot by the Trustee from among all Outstanding 2012 Bonds eligible for redemption. In the case of a partial redemption of 2012 Bonds when 2012 Bonds of denominations greater than the minimum Authorized Denomination are Outstanding, then for all purposes in connection with such redemption, each principal amount equal to the minimum Authorized Denomination shall be treated as though it were a separate 2012 Bond for purposes of selecting the 2012 Bonds to be redeemed, provided that no 2012 Bonds shall be redeemed in part if the principal amount to be Outstanding following such partial redemption is not an Authorized Denomination.

Notice of Redemption. The Trustee shall cause a notice of redemption to be mailed to the applicable 2012 Bondholders. Such notice shall specify (a) the complete official name of the 2012 Bonds, with series designation; (b) if less than all of the then Outstanding Bonds are to be redeemed, the numbers, including CUSIP numbers if applicable, of the 2012 Bonds to be redeemed which may, if appropriate, be expressed in designated blocks of numbers; (c) the date of issue of each 2012 Bond being redeemed as originally issued; (d) the maturity date of each 2012 Bond being redeemed; and (e) any other descriptive information considered appropriate by the Authority or the Trustee to accurately identify the 2012 Bonds to be redeemed. Such notice shall also state the redemption price and the date fixed for redemption, that on such date the 2012 Bonds called for redemption will be due and become payable at the designated office of the Paying Agent, and that from and after such date interest thereon shall cease to accrue; provided, however, that the Owners of 2012 Bonds to be redeemed may file written waivers of notice with the Trustee, and if so waived, such 2012 Bonds may be redeemed and all rights and liabilities of said Owners shall mature and accrue on the date set for such redemption, without the requirement of written notice. If a notice is given with respect to an optional redemption prior to moneys for such redemption being deposited with the Trustee, such notice shall be conditioned upon the deposit of the redemption moneys with the Trustee before the date fixed for redemption and such notice shall be of no effect (and shall so state) unless such moneys are so deposited.

Each redemption notice to 2012 Bondholders shall be deposited by the Trustee in the United States mail, first-class postage prepaid, at least thirty (30) days, but not more than sixty (60) days, prior to the redemption date, addressed to the Owners of 2012 Bonds called for redemption at their respective addresses appearing upon the Bond Register.

Not more than sixty (60) days following the applicable redemption date, a further notice shall be mailed as provided above to the 2012 Bondholders of any 2012 Bonds called for redemption and not then presented for payment containing substantially the same information set forth above.

The 2012 Port District Project Refunding Bonds outstanding at December 31, 2012 are as follows:

	Port District Project Refunding Bonds, Series 2012						
2014	3.00%	$	5,790	2021	5.00%	$	12,350
2015	4.00%		5,800	2022	5.00%		14,085
2016	5.00%		6,030	2023	5.00%		240
2017	5.00%		6,335	2023	5.00%		14,545
2018	2.00%		225	2024	5.00%		15,520
2018	5.00%		6,425	2025	5.00%		16,300
2019	5.00%		6,975	2026	5.00%		17,115
2020	5.00%		7,320	2027	5.00%		17,975
Total par value of 2012 Port District Project Bonds							153,030
Plus unamortized bond premium							22,323
Less unamortized loss from 2012 PDP Refunding Bonds							(3,374)
Total 2012 Port District Project Bonds, net						$	171,979

The interest rates on the Authority's variable rate debt are set by the remarketing agent and are reset weekly. The letter of credit agreements that support the 2008 and 2010 variable rate bonds expire July 2013 and March 2013, respectively. As of December 31, 2012, the outstanding balance on the 2008 and 2010 Revenue Refunding Bonds was $670,355, which is reported in the table above as maturing in 2012 through 2026.

Interest on all of the Authority's fixed rate debt (revenue bonds and port district project bonds issued in 1998, 1999, 2001, 2010 and 2012) is payable semi-annually on January 1 and July 1 in each year. Interest on the 2008 and 2010 Revenue Refunding Bonds is payable monthly on the first business day of each month. The Authority is current on all of its monthly debt service payments on all obligations.

Debt Authorized But Not Issued: In September 2009, as a result of UBS' exercise of its option on the underlying swaption, the Authority's Board approved Resolution DRPA-09-065 authorizing either the: refunding of the 1999 B Port District Project Bonds, cash settlement (termination), or issuance of any necessary interest rate agreements. The swap was terminated in January 2010, but no action with regards to refunding has occurred.

At its November 2009 Board meeting, the Authority's Board approved the following resolutions related to its outstanding bonds and its proposed "new money issuance" to fund its 2010 Capital Program:

1. DRPA-09-064 authorized the Authority to issue new revenue bonds, up to a maximum of $510 million to fund a portion of the 2010 Capital Plan. (This resolution rescinded the earlier "new money" authorization passed in October 2008). The new bonds can be issued as fixed or variable rate bonds, along with any interest rate hedge agreements, if necessary. The DRPA issued $308 million in fixed rate bonds in July 2010, pursuant to this resolution.
2. DRPA-09-066 authorized the Authority to refund the 1999 Revenue Bonds (as either fixed or variable rate bonds), issue any necessary interest rate hedge agreements, if necessary, or to terminate the swap. These bonds were partially redeemed with the issuance of $350 million in 2010 Revenue Refunding Bonds on June 30, 2010. (As mentioned previously, the remaining 1999 Revenue Bonds were redeemed in April of 2012.)

Bond Ratings

Moody's Investors Service Bond Ratings: In December 31 2007, concurrent with the issuance of the 2007 Revenue Refunding Bonds, Moody's affirmed the Authority's existing underlying ratings on all revenue and port district project bonds (which are A3 and Baa3, respectively) and assigned a rating of A3 to the 2007 Revenue Refunding Bonds. In addition, Moody's revised its outlook on the Authority's bonds to "stable".

Concurrent with the issuance of $358 million in Revenue Refunding Bonds on July 9, 2008, Moody's assigned an A3 rating to the new issue, with a "stable outlook." Moody's also affirmed the A3 ratings on all outstanding revenue bond debt issued under the 1998 Indenture, and its Baa3 ratings on all existing port district project bonds.

Concurrent with the issuance of $350 million in Revenue Refunding Bonds on June 30, 2010, in its report dated March 2010, Moody's assigned its A3 underlying ratings to the Authority's 2010 Revenue Refunding Bonds Series (A thru C). Moody's affirmed its 'A3 underlying ratings, on the Authority's existing revenue bond debt, and the 'Baa3' long term ratings on its PDP Bonds. The outlook was changed from "stable" to a "negative outlook" on all of the Authority's bonds.

Concurrent with the issuance of $308.4 million in Revenue Bonds on July 15, 2010, in its report dated May 4, 2010, Moody's assigned its A3 underlying ratings to the Authority's 2010 Revenue Bonds (Series D). Moody's affirmed its 'A3 underlying ratings, on the Authority's existing revenue bond debt, and the 'Baa3' long term ratings on its PDP Bonds. (Note: Moody's also assigned a rating of Aa3 "negative outlook" to the 2010 Insured Revenue Bonds).

Concurrent with the issuance of $153.03 million in Port District Project Refunding Bonds, on November 30, 2012, Moody's affirmed the ratings on all Authority Revenue and Port District Project Bonds, however the outlook improved from "negative" to stable on all bonds. As of December 31, 2012, all Authority bonds remain with a "stable" outlook.

Standard & Poor's Ratings Services Bond Ratings: On October 2, 2007, concurrent with the issuance of the 2007 Revenue Refunding Bonds, S&P affirmed the Authority's existing underlying BBB+ ratings on all revenue bonds and assigned a rating of BBB+ to the 2007 Revenue Refunding Bonds. S&P also affirmed its BBB- underlying ratings on all port district project bonds and revised its outlook on the Authority's bonds to "stable from negative."

On July 8, 2008, concurrent with the issuance of the 2008 Revenue Refunding Bonds described herein, S&P assigned its BBB+ rating to the new bonds. S&P also affirmed its BBB+ underlying ratings on all outstanding revenue bonds and revised its outlook on these bonds from "stable" to "positive". S&P also affirmed its BBB- ratings on all Port District Project Bonds, which carry a "stable" outlook.

On July 13, 2009, S&P raised the underlying rate (SPUR) on all of the Authority's revenue/revenue refunding bonds from BBB+ to A- with a stable outlook. S&P reaffirmed the existing BBB- ratings on the port district project bonds with a "positive outlook."

Concurrent with the issuance of $350 million in revenue refunding bonds on June 30, 2010, in its report dated February 24, 2010, S&P assigned its "A-"underlying rating (SPUR) to the Authority's 2010 Revenue Refunding Bond Series A thru C. S&P affirmed its "A-" underlying ratings, on the Authority's existing revenue bond debt, and the "BBB-" long term ratings on its PDP Bonds. The outlook remained as "stable."

Concurrent with the issuance of $308.4 million in revenue bonds on July 15, 2010, in its report dated May 4, 2010, S&P assigned its "A-" underlying rating (SPUR) to the Authority's 2010 Revenue Bonds (Series D). S&P affirmed its "A-" underlying ratings, on the Authority's existing revenue bond debt, and the "BBB-" long term ratings on its PDP Bonds. (Note: S&P also assigned a rating of AAA "negative outlook" to the 2010 Insured Revenue Bonds.

Concurrent with the issuance of $153.03 million in Port District Project Refunding Bonds, on November 30, 2012, Moody's affirmed the ratings on all Authority Revenue and Port District Project Bonds , however the outlook improved from "negative" to stable on all bonds. As of December 31, 2012, the outlook remains as "positive" on all of the Authority's bonds. (See Note 20, for additional information with regards to S&P ratings.)

On August 31, 2012, S&P affirmed its 'A-'long-term rating on the Authority's revenue bonds and its 'AAA/A-1' and 'AAA/A-1+' ratings on the two variable rate revenue refunding issues (2008 Series A and B and 2010 Series A, B, and C.) In addition, S&P affirmed its 'BBB-'long-term rating on the Authority's PDP bonds outstanding. The outlook for all of the Authority's bond issues remains as 'stable'.

Ratings on Jointly Supported Transactions: Moody's Investors Service ("Moody's") and Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc. ("S&P"), initially assigned their municipal bond ratings to the 2008 Revenue Refunding Bonds as set forth in the following chart based upon the understanding that upon delivery of the 2008A Revenue Refunding Bonds or 2008B Revenue Refunding Bonds, the respective Letter of Credit securing the payment when due of the principal of, or purchase price of 2008A Revenue Refunding Bonds or 2008B Revenue Refunding Bonds tendered for purchase and not otherwise remarketed and interest on the 2008A Revenue Refunding Bonds or 2008B Revenue Refunding Bonds will be delivered by Bank of America, N.A. and TD Bank, N.A., respectively.

		Long-term	Short-term
2008A Revenue Refunding Bonds	Moody's:	Aaa	VMIG 1
	S&P:	AA+	A-1+
2008 B Revenue Refunding Bonds	Moody's:	Aaa	VMIG 1
	S&P:	AA-	A-1+

The long-term ratings assigned by Moody's and S&P reflect each organization's approach to rating jointly supported transactions and are based upon the Direct Pay Letters of Credit provided by Bank of America, N.A. for the 2008A Revenue Refunding Bonds and TD Bank, N.A. for the 2008B Revenue Refunding Bonds. Since a loss to a bondholder of a 2008A Revenue Refunding Bond or a 2008B Revenue Refunding Bond would occur only if both the bank providing the applicable Letter of Credit and the Authority default in payment, Moody's and S&P have assigned a long-term rating to the 2008 Revenue Refunding Bonds based upon the joint probability of default by both applicable parties. In determining the joint probability of default, Moody's considers the level of correlation between the bank providing the applicable Letter of Credit and the Authority. Moody's has determined that there is a low level of correlation between the bank providing the applicable Letter of Credit and the Authority. Given this correlation, Moody's believes the joint probability of default results in credit risk consistent with a Aaa rating for the 2008 Revenue Refunding Bonds.

No provider of a Letter of Credit is obligated to maintain its present or any other credit rating and shall have no liability if any such credit rating is lowered, withdrawn, or suspended

In May 2009, the Authority was advised that Standard & Poor's Ratings Services had updated its methodology and assumptions for rating "jointly supported obligations" when each obligor is fully responsible for the entire obligation. In this situation, a default on the obligation would occur only if both obligors default. As a result, in its report dated April 22, 2009 ("List of U.S. Public Finance Ratings Placed on CreditWatch Positive As A Result of Joint-Supported Criteria Update"), S&P changed its ratings on the 2008 Revenue Refunding Bonds (Series A), supported by a Letter of Credit by Bank of America, N.A., from AA+/A-1 + to A-/A-1.

NOTE 13. CONDUIT DEBT OBLIGATIONS

The Authority is authorized to plan, finance, develop, acquire, construct, purchase, lease, maintain, market, improve and operate any project within the Port District including, but not limited to, any terminal, terminal facility, transportation facility, or any other facility of commerce or economic development activity, from funds available after appropriate allocation for maintenance of bridge and other capital facilities. Utilizing this authorization, the Authority has issued certain debt bearing its name to lower the cost of borrowing for specific governmental entities. This debt is commonly referred to as conduit (or non-commitment) debt. Typically, the debt proceeds are used to finance facilities within the Authority's jurisdiction that are transferred to the third party either by lease or by sale. The underlying lease or mortgage loan agreement, which serves as collateral for the promise of payments by the third party, calls for payments that are essentially the same as collateral for the promise of payments by the third party, calls for payments that are essentially the same as those required by the debt. These payments are made by the third-party directly to an independent trustee, who is appointed to service and administer the arrangement. The Authority assumes no responsibility for repayment of this debt beyond the resources provided by the underlying leases or mortgage loans.

As of December 31, 2012, there was one series of Charter School Project Bonds outstanding, issued for the LEAP Academy Charter School, Inc. The corresponding aggregate principal totaling $8,500 is treated strictly as conduit debt obligations under Interpretation No. 2 of the Governmental Accounting Standards Board (GASB) and accordingly is not included in the financial statements. The following schedule details the series together with the amount outstanding:

Issue	Issue Date	Issued Amount	1/1/2010 Beginning Balance	Paid	12/31/2010 Ending Balance	Paid	12/31/2011 Ending Balance
Charter School Project Bonds, Series 2003	09/01/03	$ 8,500	$ 7,570	$ 260	$ 7,310	$ 270	$ 7,040

Please see Note 20, Subsequent Events for additional information related to the LEAP bonds.

NOTE 14. GOVERNMENT CONTRIBUTIONS FOR CAPITAL IMPROVEMENTS, ADDITIONS AND OTHER PROJECTS

The Authority receives contributions in aid for financing capital improvements to the rapid transit system from the Federal Transit Administration and New Jersey Transit. Capital improvement grant funds of $27,375 and $33,021 were received at December 31, 2012 and December 31, 2011, respectively. The Authority receives federal and state grants for specific construction purposes that are subject to review and audit by the grantor agencies. Although such audits could result in disallowances under terms of the grants, it is the opinion of management that any required reimbursements will not be material to the Authority's net assets.

NOTE 15. CONTINGENCIES

Public Liability claim exposures are self-insured by the Authority within its self-insured retention limit of $5 million for each occurrence, after which, exists a $25 million limit of Claims made Excess Liability Insurance per occurrence, and in the aggregate, to respond to any large losses exceeding the retention. The Authority, excluding PATCO, self-insures the initial $1 million limit, per accident, for Workers' Compensation claims, after which a $5 million limit of Excess Workers' Compensation insurance is retained to respond to significant claims. PATCO is completely self-insured for Workers' Compensation claims.

The Authority purchases commercial insurance for all other risks of loss. The Authority reviews annually and where appropriate adjusts policy loss limits and deductibles as recommended by its insurance consultants in response to prevailing market conditions, loss experience, and revenues. Policy loss limits are established when the professional assistance of independent insurance and engineering consultants to ensure that sufficient coverage exists to accommodate the maximum probable loss that may result in the ordinary course of business. In addition, the amounts of settlements for the last three years have not exceeded the insurance coverage provided in those years.

The Authority is involved in various actions arising in the ordinary course of business and from workers' compensation claims. In the opinion of management, the ultimate outcome of these actions will not have a material adverse effect on the Authority's combined financial position and combined results of operations.

NOTE 16. COMMITMENTS

A. Development Projects: In support of previously authorized economic development projects, the DRPA's Board of Commissioners authorized loan guarantees to various banks, in an amount not-to-exceed $27,000, to complete the financing of particular projects, as shown below.

As of December 31, 2012, the Authority had executed loan guarantees with various banks, totaling $19,400. The loan guarantees include: L3 Communications ($10.0 million), World Trade Center ($8.0 million), and the Home Port Alliance ($0.9 million), and Ship Recycling Research ($0.5 million). These guarantees all remain in force; however, the Authority has made no cash outlays relating to these guarantees.

L3 Communications Loan Guarantee: At its March 2010 meeting, the Authority's Board approved a modification of the $10 million guarantee relating to a letter of credit (LOC) supporting the L3 Communications project in order to accommodate a change in the bank providing the letter of credit, following the expiration of the original LOC. The guarantee survives the expiration of the original LOC. Following the modification, in April 2010, NJ EDA provided a $20 million guarantee to the LOC provider, while the Authority provided a $10 million guarantee in favor of NJ EDA, (and not the bank). The changes in the guarantee do not increase exposure or risk. As was the case with the original guarantee, the Authority's guarantee will be accessed only if NJ EDA must pay more than $10 million on its guarantee.

FastShip Loan Guarantee (terminated 2010): Since 1994, the Authority had guaranteed a $3.5 million loan from Mellon Bank to FastShip, which guarantee was then held by Citizens Bank. No revenues or assets of the Authority were pledged to secure the guarantee. The guarantee had been extended on several occasions. In May of 2010, Citizens Bank demanded payment under the guarantee. On June 30th, 2010, as a result of discussions between the Authority and Citizens Bank, the Authority made a payment of $3.54 million from its 1998 General Fund in full satisfaction of the Authority's obligation under the guarantee. As a result of such payment, the guarantee has been terminated and the Authority has no further obligations to Citizens Bank with regard to FastShip. The Authority has acquired Citizens Bank's security priority.

Home Port Alliance Guarantee (extended 2012): On June 6, 2012, the Authority negotiated a three-year extension of the existing $0.9 million loan guarantee that supports a loan from TD Bank, N.A. to the Home Port Alliance for the Battleship New Jersey.

B. Community Impact: The Authority has an agreement with the City of Philadelphia (City) for Community Impact regarding the PATCO high-speed transit system. The agreement expires on December 31, 2050. In 2013, the base amount payable to the City totaled $3,188 as adjusted for the cumulative increases in the Consumer Price Index (CPI) between 1999 and 2012. Base payments for 2014 through 2017 shall equal the previous year's base payment adjusted by any increase in the CPI for that year. For the years 2018 through 2050, the annual base payment shall equal one dollar.

In addition, for the duration of the lease the Authority is required to annually create a PATCO Community Impact Fund in the amount of $500, with payment of such fund to be divided annually between communities within the Commonwealth and the State, based on PATCO track miles in the respective states.

The minimum commitment, adjusted for the effect of the increase in the CPI at December 31, 2012, is as follows:

Year	Amount
2013	3,731
2014	3,830
2015	3,912
2016	4,006
Thereafter	20,603
	$ 36,082

***C. OCIP Letters of Credit*:** In May 2008, the Authority entered into two new separate irrevocable standby Letters of Credit with TD Bank, N.A. (formerly Commerce Bank) and Wachovia Bank in support of the Authority's "Owner Controlled Insurance Program (OCIP)". Under this program, the Authority purchased coverage for all contractors working on major construction projects.

The Letter of Credit with Wells Fargo Bank (formerly Wachovia Bank) was for a four-year term in the amount of $5,000 with an expiration date of May 7, 2012. The Letter of Credit with TD Bank, N.A. (formerly Commerce Bank) was in an initial amount of $3,015 and automatically increased annually each May, in the amount of $816, until it expired on May 7, 2012.

During 2012, the Authority extended its OCIP for a six-month period. As a consequence, in consultation with the insurance carrier, the Authority's LOC requirement supporting the program was reduced by $5.0 million. The Letter of Credit with TD Bank, N.A. was renewed on May 7, 2012 in the amount of $5,462. The OCIP Letter of Credit with Wells Fargo Bank, in the amount of $5,000, was not renewed. There are no additional increases on this letter of credit through its expiration on December 31, 2013.

As of December 31, 2012, the unused amount of the Letter of Credits totaled $5,462. No drawdowns have been made against any Letter of Credit.

Direct Pay Letters of Credit (2008 Revenue Refunding Bonds):

The Authority's 2008 Revenue Refunding Bonds (Series A and B), are secured by irrevocable transferable Direct Pay Letters of Credit (DPLOC) issued by two credit providers, the Bank of America, N.A. and TD Bank, N.A., in the initial amounts of $172.6 million and $191.8 million, respectively. The Authority entered into separate Reimbursement Agreements with each credit provider to facilitate the issuance of said DPLOCs.

Each Letter of Credit is in an original stated amount which is sufficient to pay the unpaid principal amount of and up to fifty-three (53) days of accrued interest (at a maximum interest rate of 12%) on the related 2008A Revenue Refunding Bonds or 2008B Revenue Refunding Bonds, when due, and the Purchase Price of the 2008A Revenue Refunding Bonds or the 2008B Revenue Refunding Bonds tendered or deemed tendered for purchase and not remarketed. The Credit Provider for the 2008A Revenue Refunding Bonds is only responsible for payments with respect to the 2008A Revenue Refunding Bonds for which the 2008A Letter of Credit was issued and the Credit Provider for the 2008B Revenue Refunding Bonds is only responsible for payments with respect to the 2008B Revenue Refunding Bonds for which the 2008B Letter of Credit was issued. The 2008A Letter of Credit and the 2008B Letter of Credit were renewed in July of 2010 to expire in July of 2013.

As described in the Official Statement for the 2008 Revenue Refunding Bonds, "any draw under Letter of Credit for principal, interest or Purchase Price creates a reimbursement obligation on the part of the Authority that is secured by the 1998 Revenue Bond Indenture on a parity basis with the 2008 Revenue Refunding Bonds." (Additional information related to this transaction and the accompanying Letters of Credit can be found under Note 12).

The 2008 Direct Pay Letters of Credit were renewed with the Bank of America, N.A. and TD Bank, N.A., in July 2010 for a three-year period ending in July 2013. Pursuant to the Amendatory Agreements to the respective Reimbursement Agreement with each bank, the Authority cannot request a replacement DPLOC prior to July 2012, unless a termination fee is paid to the banks.

Letter of Credit Provider Ratings: Ratings for these banks, as of December 31, 2012 are shown below:

	Long-Term		Short-Term	
	Moody's	S&P	Moody's	S&P
Bank of America, N.A. (Series A)	A3 Stable	A Negative	P-2	A-1
TD Bank, N.A. (Series B)	Aa2 Negative	AA- Stable	P-1	A-1+

In April 2012, Fitch Ratings assigned a rating of "A/F1" (stable outlook) to the Authority's 2008 Series A Revenue Refunding Bonds, based on the DPLOC support provided by the Bank of America ("A/F1", stable outlook) on the bonds.

On June 21, 2012, Moody's Investor's Service ("Moody's") lowered certain bank ratings. Moody's: (i) lowered the long-term financial strength rating of Bank of America, N.A. from "A2" to "A3" with a "stable" outlook; and (ii) lowered the short-term financial strength rating of Bank of America, N.A. from "P-1" to "P-2". As a result of such ratings downgrades, Moody's: (i) lowered the respective long-term ratings assigned to the 2008A Revenue Refunding Bonds and 2010B Revenue Refunding Bonds to "A2" from "A1", based upon a joint rating criteria methodology consisting of, among other things, the financial strength of each of Bank of America, N.A. and the Authority, and placed the long-term review status of each of the 2008A Revenue Refunding Bonds on "Review for Downgrade"; and (ii) lowered the respective short-term ratings assigned to the 2008A Revenue Refunding Bonds to "VMIG2" from "VMIG1", based solely on the financial strength of Bank of America, N.A. and placed the short-term review status of the 2008A Revenue Refunding Bonds and on "Review for Downgrade".

None of the ratings heretofore assigned to the Bonds by Standard and Poor's Rating Services, a division of The McGraw Hill Companies ("S&P"), have been revised as of the date of the filing of the Material Event Notice. In addition, none of the ratings heretofore assigned to the 2008A Revenue Refunding Bonds or the 2010B Revenue Refunding Bonds by Fitch Ratings ("Fitch") have been revised as of the date of the filing of the Material Event Notice. The 2010A Revenue Refunding Bonds are not rated by Fitch.

Direct Pay Letters of Credit (2010 Revenue Refunding Bonds):

The Authority's 2010 Revenue Refunding Bonds (Series A, B and C), are secured by irrevocable transferable Direct Pay Letters of Credit (DPLOC) issued by three credit providers, the Bank of America, N.A., JP Morgan Chase Bank, National Association and PNC Bank, National Association in the initial amounts of $152.6 million, $152.6 million and $50.9 million, respectively. The Authority entered into separate Reimbursement Agreements with each credit provider to facilitate the issuance of said DPLOCs.

Each Letter of Credit is an irrevocable transferable direct-pay obligation of the respective issuing Credit Provider to pay to the Trustee, upon request and in accordance with the terms thereof, amounts sufficient to pay the unpaid principal amount and up to fifty-three (53) days (or such greater number of days as required by the rating agencies) days' accrued interest (at the maximum interest rate of 12%) on the related 2010 Revenue Refunding bonds, 2010 Revenue Refunding Bonds or 2010 Revenue Refunding Bonds when due, whether at the stated maturity thereof or upon acceleration or call for redemption, and amounts sufficient to pay the Purchase Price of the 2010 Revenue Refunding Bonds, the 2010 Revenue Refunding bonds or the 2010 Revenue Refunding bonds, as applicable, tendered for purchase and not remarketed. A draw under a Letter of Credit for principal and interest or Purchase Price creates a Reimbursement Obligation (as defined in the 1998 Revenue Bond Indenture) on the part of the Authority.

Each Letter of Credit will expire on the earliest to occur of any of the following under the applicable Letter of Credit (the "Termination Date"): (i) the close of business on March 29, 2013 or if such date is extended pursuant to the terms of the corresponding Reimbursement Agreement, the date as so extended; (ii) earlier of (A) the date which his five (5) days following the date on which all of the applicable Series of 2010 Revenue Refunding Bonds are converted to a mode other than the Weekly Mode or (B) the date on which the Credit Provider honors a drawing under the Letter of Credit on or after the Conversion Date (as defined in each Letter of Credit); (iii) the date which is five (5) days following receipt by the Credit Provider of written notice from the Authority that no 2010 Revenue Refunding bonds of the applicable Series remain outstanding, within the meaning of the 1998 Revenue Bond Indenture, all drawings required to be made under the 1998 Revenue Bond Indenture and available under the Letter of Credit have been made and honored or an Alternate Credit Enhancement has been issued to replace the Letter of Credit pursuant to the 1998 Revenue Bond Indenture and the Reimbursement Agreement; and (iv) the date which is fifteen (15) days following the date the Trustee receives a written notice from the Credit Provider specifying the occurrence of an "Event of Default" under the Reimbursement Agreement and directing the Trustee to cause a mandatory tender of the applicable Series of 2010 Revenue Refunding Bonds.

Letter of Credit Provider Ratings: Ratings for these banks, as of December 31, 2012 are shown below:

	Long-Term		Short-Term	
	Moody's	S&P	Moody's	S&P
JP Morgan Chase Bank N.A. (Series A)	Aa3 Stable	A+ Negative	P-1	A-1
Bank of America, N.A. (Series B)	A3 Stable	A Negative	P-2	A-1
PNC Bank, N.A. (Series C)	A3 Stable	A- Stable	P-1	A-1

In April 2012, Fitch Ratings assigned a rating of "A/F1" (stable outlook) to the Authority's 2010 Series B Revenue Refunding Bonds, based on the DPLOC support provided by the Bank of America ("A/F1", stable outlook) on the bonds.

On June 21, 2012, Moody's Investor's Service ("Moody's") lowered certain bank ratings. Moody's: (i) lowered the long-term financial strength rating of Bank of America, N.A. from "A2" to "A3" with a "stable" outlook; and (ii) lowered the short-term financial strength rating of Bank of America, N.A. from "P-1" to "P-2". As a result of such ratings downgrades, Moody's: (i) lowered the respective long-term ratings assigned to the 2010B Revenue Refunding Bonds to "A2" from "A1", based upon a joint rating criteria methodology consisting of, among other things, the financial strength of each of Bank of America, N.A. and the Authority, and placed the long-term review status of the 2010B Revenue Refunding Bonds on "Review for Downgrade"; and (ii) lowered the respective short-term ratings assigned to the 2010B Revenue Refunding Bonds to "VMIG2" from "VMIG1", based solely on the financial strength of Bank of America, N.A. and placed the short-term review status of the 2010B Revenue Refunding Bonds on "Review for Downgrade".

Moody's also lowered the long-term financial strength rating of JPMorgan Chase from "Aa1" to "Aa3" with a "stable" outlook. As a result of such rating downgrade, Moody's lowered the long-term rating assigned to the 2010A Revenue Refunding Bonds to "Aa2" from "Aa1", based upon a joint rating criteria methodology consisting of, among other things, the financial strength of each of JPMorgan Chase and the Authority, and placed the long-term review status of the 2010A Revenue Refunding Bonds on "Review for Downgrade". The respective underlying unenhanced ratings assigned by Moody's to the Bonds remain "A3".

As a result of these bank downgrades, the Authority issued a Material Event Notice on June 26, 2012. None of the ratings heretofore assigned to the Bonds by Standard and Poor's Rating Services, a division of The McGraw Hill Companies ("S&P"), have been revised as of the date of the filing of the Material Event Notice. In addition, none of the ratings heretofore assigned to the 2008A Revenue Refunding Bonds or the 2010B Revenue Refunding Bonds by Fitch Ratings ("Fitch") have been revised as of the date of the filing of the Material Event Notice. The 2010A Revenue Refunding Bonds are not rated by Fitch.

D. Contractual Commitments: As of December 31, 2012, the Authority had board-approved capital projects with remaining balances as follows:

		Total
Benjamin Franklin Bridge and Administrative:		
Temporary toll collectors	$	1,099
Pavement repairs		3,635
Engineering services - program management		10,715
Engineering services - task orders		1,112
Other		4,807
Walt Whitman Bridge:		
Camera installation		1,291
Deck condition assessment and design		34,682
Suspension rope investigation		447
Other		40
Commodore Barry Bridge:		
Structural repairs		327
Emergency generator replacement		343
Fire alarm replacement		303
Other		78
Betsy Ross Bridge:		
Structural repairs		64
Resurfacing design services		82
Other		109
PATCO System:		
Lindenwold yard diamond crossover		1,060
Car overhaul program		175,512
Power cable and pole line replacement		3,442
Annex building design and construction		4,739
Radio system upgrades		
Track rehabilation		8,147
Escalator replacement		7,259
Other		2,545
Other:		
Ferry system		104
	$	261,942

NOTE 17. BRIDGE AND PATCO FARE SCHEDULES

As its monthly August 2008 commission meeting, the Authority's Board approved changes to the Authority's bridge toll schedule and PATCO's passenger fare schedule. The increases were enacted to fund the Authority's on-going 5-year $1.1 billion capital plan. (The Board Resolution includes language stating that no proceeds from toll schedule changes can be used for regional economic development purposes.)

Effective September 14, 2008, tolls for passenger cars increased from $3 to $4, with commercial truck pricing increasing by $1.50/axle, across all commercial vehicle classes. The commuter discount was adjusted to provide commuters with a $12 discount for 18 trips during the month and the E-ZPass discount for commercial vehicles was eliminated. (The commuter discount was ultimately phased out in 2011). The senior citizen discount program was restructured to include an increase of the toll from $1 to $2 for manual tolls. Senior citizens utilizing E-ZPass are subject to a $1.75 toll, a discount of $0.25 per trip. As of December 31, 2008, sale of the senior discount coupons were discounted, although coupons can still be used.

Effective December 31 1, 2009, the commuter discount was adjusted to prorate commuters with a six dollar for eighteen trip discount during the month. The commuter discount program was originally scheduled to end as of December 31 2010. The program was later extended until July 1, 2011, at which point it expired.

At its December 2009 meeting, the Authority's Board approved a 10-month delay in the implementation of the previously scheduled September 1, 2010 toll increase until July 1, 2011.

On August 25, 2010, the Authority's Board approved a resolution to postpone, until July 1, 2011, the: 1) elimination of the E-ZPass commuter discount ($6/$18 trips), 2) elimination of the green discount and the, 3) $0.25 increase in senior citizens discount.

On July 1, 2011, the approved new bridge toll schedule was implemented as shown:

	Old Schedule	New Schedule	Increase
Class 1 - Motorcycle	$ 4.00	$ 5.00	$ 1.00
Class 2 - Automobile	4.00	5.00	1.00
Class 3 - Two Axle Trucks	12.00	15.00	3.00
Class 4 - Three Axle Trucks	18.00	22.50	4.50
Class 5 - Four Axle Trucks	24.00	30.00	6.00
Class 6 - Five Axle Trucks	30.00	37.50	7.50
Class 7 - Six Axle Trucks	36.00	45.00	9.00
Class 8 - Bus	6.00	7.50	1.50
Class 9 - Bus	9.00	11.25	2.25
Class 10 - Senior Citizen (With 2 Tickets Only)	2.00	2.50	0.50
Class 13 - Auto w/trailer (1 axle)	6.00	8.75	2.75

PATCO Passenger Fares: Effective September 14, 2008, PATCO's passenger fares increased by 10% across all zones. At its December 2009 meeting, the Authority's Board approved a 10-month delay in the implementation of the previously scheduled 10% fare increase from September 1, 2010 to January 1, 2011. At a December 2010 Board meeting, the Authority's Board approved another delay in the fare increase from the revised date of January 1, 2011 to July 1, 2011. On July 1, 2011, the new fare schedule was implemented as shown:

	Old Schedule	New Schedule	Increase
Lindenwold/Ashland Woodcrest	$ 2.70	$ 3.00	$ 0.30
Haddonfield/West Haddonfield/Collingswood	2.35	2.60	0.25
Ferry Avenue	2.05	2.25	0.20
New Jersey	1.45	1.60	0.15
City Hall/Broadway/Philadelphia	1.25	1.40	0.15
Off-peak Reduced Fare Program	0.62	0.70	0.08

As noted above, PATCO has a federally mandated reduced off-peak fare program for "elderly persons and persons with disabilities". These off-peak rates increased from $0.62/trip to $0.70/trip.

NOTE 18. RESTATEMENT OF NET ASSETS

The Authority utilized an accrual accounting method to record the projected cost of bridge repainting (a non-cash charge that involves debiting an expense and crediting an associated liability). The restatement is to correct the recording of the projected cost of bridge repainting under the accrual method. As a result of the restatement, net assets as of January 1, 2010 and the change in net assets for the year ended December 31, 2010 were restated as follows:

Net Assets, January 1, 2010, as previously reported	$	270,331
Removal of the projected cost of repainting accrual		60,034
Net Assets, January 1, 2010, restated	$	330,365
Change in Net Assets, year ended December 31, 2010, as previously reported	$	(47,787)
Removal of repainting expense		4,351
Change in Net Assets, year ended December 31, 2010, restated	$	(43,436)

The correction on the previously reported change in net assets for the year ending December 31, 2009 was to increase the change in net assets by $4,152.

NOTE 19. NEW GOVERNMENTAL ACCOUNTING PRONOUNCEMENTS

The Governmental Accounting Standards Board (GASB) has issued several statements that have effective dates that may impact future financial presentations. Management has not currently determined what, if any, impact implementation of the following statements may have on the financial statements:

GASB Statement 57, *OPEB Measurements by Agent Employers and Agent Multiple-Employer Plans*, was issued in December 2009. The objective of this Statement is to address issues related to the use of the alternative measurement method and the frequency and timing of measurements by employers that participate in agent multiple-employer other Post-Employment benefit (OPEB) plans (that is, agent employers). This Statement amends Statement No. 45, Accounting and Financial Reporting by Employers for Post-Employment Benefits Other Than Pensions, to permit certain OPEB plans to use an alternative measurement method. Consistent with this change to the employer-reporting requirements, this Statement also amends a Statement No. 43, Financial Reporting for Post-Employment Benefit Plans Other Than Pension Plans, requirement that a defined benefit OPEB plan obtain an actuarial valuation. In addition, this Statement clarifies that when actuarially determined OPEB measures are reported by an agent multiple-employer OPEB plan and its participating employers, those measures should be determined as of a common date and at a minimum frequency to satisfy the agent multiple-employer OPEB plan's financial reporting requirements. The provisions of this Statement will be effective for the Authority beginning with its year ending December 31, 2012.

GASB Statement No. 61, *The Financial Reporting Entity: Omnibus an amendment of GASB Statements No. 14 and No. 34*, issued November 2010, will be effective for the Authority beginning with its year ending December 31, 2013. This Statement is intended to improve financial reporting for a governmental financial reporting entity by improving guidance for including, presenting, and disclosing information about component units and equity interest transactions of a financial reporting entity. The amendments to the criteria for including component units allow users of financial statements to better assess the accountability of elected officials by ensuring that the financial reporting entity includes only organizations for which the elected officials are financially accountable or that are determined by the government to be misleading to exclude. The amendments to the criteria for blending also improve the focus of a financial reporting entity on the primary government by ensuring that the primary government includes only those component units that are so intertwined with the primary government that they are essentially the same as the primary government, and by clarifying which component units have that characteristic.

GASB Statement No. 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*, issued January 2011, will be effective for the Authority beginning with its year ending December 31, 2012. This Statement is intended to enhance the usefulness of the Codification of Governmental Accounting and Financial Reporting Standards by incorporating guidance that previously could only be found in certain FASB and AICPA pronouncements. This Statement incorporates into the GASB's authoritative literature the applicable guidance previously presented in the following pronouncements issued before November 30, 1989: FASB

Statements and Interpretations, Accounting Principles Board Opinions, and Accounting Research Bulletins of the AICPA's Committee on Accounting Procedure. By incorporating and maintaining this guidance in a single source, the GASB believes that GASB 62 reduces the complexity of locating and using authoritative literature needed to prepare state and local government financial reports.

GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*, issued July 2011, will be effective for the Authority beginning with its year ending December 31, 2012. This Statement is intended to improve financial reporting by providing citizens and other users of state and local government financial reports with information about how past transactions will continue to impact a government's financial statements in the future. This Statement provides a new statement of net position format to report all assets, deferred outflows of resources, liabilities deferred inflows of resources, and net position (which is the net residual amount of the other elements). The Statement requires that deferred outflows of resources and deferred inflows of resources be reported separately from assets and liabilities. This Statement also amends certain provisions of Statement No. 34, Basic Financial Statements-and Management's Discussion and Analysis-for State and Local Governments, and related pronouncements to reflect the residual measure in the statement of financial position as net position, rather than net assets.

GASB Statement No. 64, *Derivative Instruments: Application of Hedge Accounting Termination Provisions (an amendment of GASB Statement No. 53)*, issued July 2011, will be effective for the Authority beginning with its year ending December 31, 2012. This Statement clarifies that when certain conditions are met, the use of hedge accounting should not be terminated. Those conditions are: (a) the collectability of swap payments is considered to be probable, (b) the replacement of the counterparty or credit support provider meets the criteria of an assignment or in-substance assignment as described in the Statement, and (c) the counterparty or counterparty credit support provider (and not the government) has committed the act of default or termination event. When all of these conditions exist, the GASB believes that the hedging relationship continues and hedge accounting should continue to be applied.

GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities*, issued March 2012, will be effective for the Authority beginning with the year ending December 31, 2012. The objective of this Statement is to either (a) properly classify certain items that were previously reported as assets and liabilities as deferred outflows of resources or deferred inflows of resources or (b) recognized certain items that were previously reported as assets and liabilities as outflows of resources (expenses or expenditures) or inflows of resources (revenues). These determinations are based on the definitions of that element in Concepts Statements No. 4, *Elements of Financial Statements*.

NOTE 20. SUBSEQUENT EVENTS

Letter of Credit Remarketing – In March 2013, the Authority terminated the Direct Pay Letter of Credits (DPLOC) supporting the 2010 Revenue Refunding Bonds Series A, Series B and Series C, with JPMorgan Chase, Bank of America, N.A. and PNC Bank, respectively, and then replaced these DPLOCs by securing new letters of credit from the following banks: Royal Bank of Canada (Series A), Barclays Bank (Series B) and Bank of New York Mellon (Series C). The outstanding principal amount of the remarketed variable rate bonds (remarketed in weekly mode), remains at $350.0 million. The Authority issued a "Remarketing Memorandum Dated March 12, 2013" describing this letter of credit substitution transaction.

Material Event Notices – TD Bank, N.A. and Assured Guaranty - During January, the Authority filed two (2) material event notices related to Moody's downgrade of TD Bank ratings and its downgrade of Assured Guaranty's ratings (from Aa3 to A2.) TD Bank, N.A.'s DPLOC supports the Authority's 2008 Revenue Refunding Bonds and Assured Guaranty guarantees the principal and interest payments on certain Authority bond issues. The long-term debt ratings of the Authority remain unchanged as shown in the ratings section in Note 12.

LEAP Academy –The Authority was advised by the bond trustee, and counsel for LEAP Academy, that LEAP had lost its tax exemption for failure to file Form 990 for the past three years. LEAP bonds were issued thru the DRPA, however, DRPA has no responsibility for repayment of this debt, as the debt is guaranteed by Rutgers University. In addition, as cited in Section 5.9 of the Loan Agreement between LEAP and the Authority, LEAP indemnifies the Authority and other parties "against, any loss, liability or expense... arising out of or in connection with the acceptance or administration of the Indenture or the trusts, or the performance of its duties thereunder....or under this agreement......" . LEAP filed a material event notice in January 2013. This issue has been partially resolved by an IRS ruling reinstating its tax exemption status for a partial period, however, LEAP is still in the process of resolving this matter. The 501(c)3 status was not retroactively reinstated for the bond period 2010-2012 but that an appeal is being filed.*Debt Authorized, Not Issued* – At its regularly scheduled February meeting, the Authority's Board approved Resolution#13-030, which authorized the Authority to issue up to $500 million in new fixed-rate revenue bonds to fund a large portion of its $746.0 million five year 2013 Capital Plan. The Authority expects to issue new bonds in the $400-$500 million principal amount sometime in the early third quarter, after completion of a new traffic study, which is in progress. (Approved resolutions can be found on the Authority website, www.drpa.org under *"Board Information, Approved Resolutions").*

Investment Policy – At its February 20, 2013 meeting, the Authority's Board approved Resolution #13-034, adopting a new comprehensive General Fund investment policy which revised and refined its existing conservative investment policy. The policy clearly defines the approved, and non-approved, investment vehicles, in which its existing investment management firms may invest the Authority's funds. This policy becomes effective July 1, 2013.

DELAWARE RIVER PORT AUTHORITY
CASH
DECEMBER 31, 2012

Schedule 1

REVENUE FUND:			
Cash on hand:			
Change funds for bridges	$26,000.00		
Undeposited tolls and ticket sales	2,240,848.17	2,266,848.17	
Sovereign Bancorp		335,174.78	
TD Bank N.A.		1,270,491.54	
Bank of America		248,453.37	
Bank Of New York Mellon		(101,449.69)	
Wells Fargo Bank		256,866.90	$4,276,385.07
1998 PORT DISTRICT PROJECT FUND:			
Sovereign Bancorp			4,107.65
1999 PORT DISTRICT PROJECT FUND:			
Wells Fargo Bank			473,157.54
1999 PROJECT FUND:			
Sovereign Bancorp			59,565.78
GENERAL FUND:			
Cash on hand - change and working funds for PATCO Transit System Stations		268,403.80	
Wells Fargo Bank		226,356.90	
Sovereign Bancorp		103,503.38	
TD Bank N.A.		161,579.62	759,843.70
Total			**$5,573,059.74**

DELAWARE RIVER PORT AUTHORITY
INVESTMENTS
DECEMBER 31, 2012

Schedule 2

		Par Value	Fair Value
REVENUE FUND:			
AIM Money Market	$	11,595,131	11,595,131.25
Mellon Bank Money Market		881,000	881,000.00
	$	**12,476,131**	**12,476,131.25**
MAINTENANCE RESERVE FUND (Restricted):			
Goldman Sachs Money Market	$	4,393,154	4,393,154.48
	$	**4,393,154**	**4,393,154.48**
1999 PDP DEBT SERVICE FUND (Restricted):			
Federated Treasury Cash Series II	$	4,475,211	4,475,211.00
	$	**4,475,211**	**4,475,211.00**
2010 DEBT SERVICE FUND (Restricted):			
Goldman Sachs Money Market	$	**7,716,901**	**7,716,901.46**
2008 DEBT SERVICE FUND (Restricted):			
Goldman Sachs Money Market	$	**16,266,309**	**16,266,309.42**
1998B BOND RESERVE FUND (Restricted):			
Goldman Sachs Money Market	$	37,536,149	37,536,717.83
Fortis Funding Commercial Paper due 1/2/13		40,830,000	40,830,000.00
	$	**78,366,149**	**78,366,717.83**
2010 REVENUE REFUNDING DEBT SERVICE FUND (Restricted):			
Goldman Sachs Money Market	$	**1,715,572**	**1,715,572.39**
2012 PORT DISTRICT DEBT SERVICE RESERVE FUND (Restricted):			
Federated Treasury Obligations Fund	$	17,558,064	17,558,063.71
	$	**17,558,064**	**17,558,063.71**

DELAWARE RIVER PORT AUTHORITY
INVESTMENTS
DECEMBER 31, 2012

Schedule 2

		Par Value	Fair Value
GENERAL FUND:			
AIM Money Market	$	118,364,818	118,364,818.39
Commonwealth Cash Reserve Money Market		8,114,527	8,114,527.49
UBS Investments		30,041,022	30,517,328.48
Morgan Stanley / Dean Witter Investments		24,649,190	24,528,847.32
Swarthmore Group Investments		51,975,592	52,461,032.77
Haverford Trust Investments		5,170,130	5,248,728.87
Haverford Trust C/D		6,365,665	6,365,665.46
TD Bank Investment Account		38,567,939	38,567,938.77
US Treasury Bills due 5/30/13		2,655,000	2,654,918.70
Unrealized loss on investments		(522,754)	(522,754.03)
	$	**285,381,129**	**286,301,052.22**
1998 PORT DISTRICT PROJECT FUND:			
Commonwealth Cash Reserve Money Market	$	311	311.49
	$	**311**	**311.49**
1999 PORT DISTRICT PROJECT FUND			
Goldman Sachs Money Market	$	19,639,992	19,639,992.23
	$	**19,639,992**	**19,639,992.23**
2001 PORT DISTRICT PROJECT FUND:			
Goldman Sachs Money Market	$	1,501,464	1,501,464.30
	$	**1,501,464**	**1,501,464.30**
Total investments	$	**449,490,387**	**450,410,881.78**

DELAWARE RIVER PORT AUTHORITY

Schedule 3

INTEREST INCOME BY FUND

	Period Ended	
	12/31/12	12/31/11
Revenue Fund	$363,212.27	$365,293.24
Maintenance Reserve Fund	147,866.10	147,867.03
1998 Port Project Fund	5,913.57	5,375.05
1999 Port Project Fund	26,116.17	47,300.92
2001 Port Project Fund	240.56	5,455.52
2010 Project Fund	5,882.12	33,545.54
1998 Port District Debt Service Fund	89,505.80	71,863.86
1999 Debt Service Fund	42.02	590.97
1999 Port District Debt Service Fund	6.45	13.75
2001 Port District Debt Service Fund	82.62	329.35
2010 Debt Service Fund A, B, C	111.59	78.34
2010 Debt Service Fund D	222.86	496.51
1998 Bond Reserve Fund	2,294,368.40	2,351,443.50
1998 Port Debt Service Reserve Fund	277,796.74	283,748.32
1999 Port Debt Service Reserve Fund	615,704.41	618,120.79
2001 Port Debt Service Reserve Fund	(5,864.39)	5,102.49
2012 Port Debt Service Reserve Fund	2,412.25	0.00
2008 Debt Service Fund	505.70	502.97
General Fund	2,400,570.92	1,031,440.31
	$6,224,696.16	**$4,968,568.46**

DELAWARE RIVER PORT AUTHORITY
BRIDGE REVENUES AND OPERATING EXPENSES
FOR THE PERIODS INDICATED

Schedule 4

	Period Ended		*4th Quarter*	
	12/31/12	12/31/11	2012	2011
BENJAMIN FRANKLIN BRIDGE				
Operating revenues:				
Bridge tolls	$100,443,181.22	$89,823,861.08	$23,921,329.52	$24,283,148.44
Other	5,129,690.75	5,848,678.82	1,405,370.03	1,641,010.31
Total operating revenues	105,572,871.97	95,672,539.90	25,326,699.55	25,924,158.75
Operating expenses	16,721,697.65	15,818,899.94	4,671,820.82	3,148,431.51
Net operating revenues	**$88,851,174.32**	**$79,853,639.96**	**$20,654,878.73**	**$22,775,727.24**
WALT WHITMAN BRIDGE				
Operating revenues:				
Bridge tolls	$111,899,499.65	$103,190,735.21	$26,231,181.24	$27,234,617.85
Other	353,061.55	38,464.45	148,958.23	4,599.99
Total operating revenues	112,252,561.20	103,229,199.66	26,380,139.47	27,239,217.84
Operating expenses	16,037,806.43	14,888,642.57	4,428,638.07	2,663,055.85
Net operating revenues	**$96,214,754.77**	**$88,340,557.09**	**$21,951,501.40**	**$24,576,161.99**
COMMODORE BARRY BRIDGE				
Operating revenues:				
Bridge tolls	$46,383,215.66	$42,374,950.78	$11,333,994.26	$11,449,654.94
Other	0.00	0.00	0.00	0.00
Total operating revenues	46,383,215.66	42,374,950.78	11,333,994.26	11,449,654.94
Operating expenses	7,776,343.25	6,978,693.53	2,158,396.40	1,111,358.04
Net operating revenues	**$38,606,872.41**	**$35,396,257.25**	**$9,175,597.86**	**$10,338,296.90**
BETSY ROSS BRIDGE				
Operating revenues:				
Bridge tolls	$34,083,644.86	$32,295,238.14	$8,553,581.37	$8,690,616.62
Other	0.00	0.00	0.00	0.00
Total operating revenues	34,083,644.86	32,295,238.14	8,553,581.37	8,690,616.62
Operating expenses	7,893,645.93	7,298,207.72	2,154,702.28	1,117,069.01
Net operating revenues	**$26,189,998.93**	**$24,997,030.42**	**$6,398,879.09**	**$7,573,547.61**
COMBINED TOTALS				
Operating revenues:				
Bridge tolls	$292,809,541.39	$267,684,785.21	$70,040,086.39	$71,658,037.85
Other	5,482,752.30	5,887,143.27	1,554,328.26	1,645,610.30
Total operating revenues	298,292,293.69	273,571,928.48	71,594,414.65	73,303,648.15
Operating expenses	48,429,493.26	44,984,443.76	13,413,557.57	8,039,914.41
Net operating revenues	**$249,862,800.43**	**$228,587,484.72**	**$58,180,857.08**	**$65,263,733.74**

DELAWARE RIVER PORT AUTHORITY
ECONOMIC DEVELOPMENT ACTIVITY
FOR THE PERIOD ENDED DECEMBER 31, 2012

Schedule 5

	Period Ended		2012 YTD Activity (New Loans and Principal Payments)
	12/31/2012	12/31/11	
ECONOMIC DEVELOPMENT LOANS:			
Cooper River Boathouse	$ 797,285.73	$ 841,573.20	($44,287.47)
Vintek Inc.	-	144,242.80	(144,242.80)
Camden Yards Steel Co.	0.01	10,968.96	(10,968.95)
LEAP Academy	1,663,167.37	1,881,246.45	(218,079.08)
Victor Lofts	2,976,761.78	2,976,761.78	-
Camden Aquarium	14,859,316.00	14,881,762.00	(22,446.00)
Home Line Furniture	269,891.78	286,415.97	(16,524.19)
Total Loans	**20,566,422.67**	**21,022,971.16**	**($456,548.49)**
Provision for loan losses	(3,344,550.66)	(3,344,550.66)	-
Total Loans per Balance Sheet - Net	**$17,221,872.01**	**$17,678,420.50**	**($456,548.49)**

DELAWARE RIVER PORT AUTHORITY
MONTHLY LIST OF PAYMENTS 4/1/13 THRU 4/30/13
MEETING DATE 5/15/13

VENDOR NAME	ITEM DESCRIPTION	RESOLUTION #/ AUTHORIZATION	AMOUNT
STANDARD INSURANCE COMPANY	A/P Group Life & Accident	10-085	$48,847.06
	A/P Group Life & Accident Total		$48,847.06
CYGNUS BUSINESS MEDIA	Advertising and Promotion	25KTHRES	$195.00
EHSCAREERS	Advertising and Promotion	25KTHRES	$250.00
ETI, LLC	Advertising and Promotion	25KTHRES	$38.00
JOBSINLOGISTICS	Advertising and Promotion	25KTHRES	$335.00
TRANSIT TALENT.COM	Advertising and Promotion	25KTHRES	$95.00
	Advertising and Promotion Total		$913.00
COUNTRY GAS SERVICES INC	Alternate Fuel	25KTHRES	$31.50
	Alternate Fuel Total		$31.50
LINDSAY TRANSPORTATION SOLUTIONS	Attenuator Repairs/Replacement	25KTHRES	$16,160.00
	Attenuator Repairs/Replacement Total		$16,160.00
ARCHER & GREINER	Audit, Legal, Consultant & Other	12-020	$6,142.50
BALLARD SPAHR ANDREWS & INGERSOLL	Audit, Legal, Consultant & Other	12-020	$2,756.22
BROWN & CONNERY	Audit, Legal, Consultant & Other	12-020	$14,823.04
DUANE MORRIS, LLP	Audit, Legal, Consultant & Other	12-020	$23,823.40
PARKER MCCAY P.A.	Audit, Legal, Consultant & Other	12-020	$29,835.00
RIKER DANZIG SCHERER HYLAND	Audit, Legal, Consultant & Other	12-020	$202.50
STEVENS & LEE	Audit, Legal, Consultant & Other	12-020	$62,524.57
E. MICHAEL OKIN, MD	Audit, Legal, Consultant & Other	25KTHRES	$1,600.00
MOODY'S INVESTORS SERVICES	Audit, Legal, Consultant & Other	25KTHRES	$25,000.00
VERITEXT MID-ATLANTIC	Audit, Legal, Consultant & Other	25KTHRES	$497.35
	Audit, Legal, Consultant & Other Total		$167,204.58
NAPA AUTO PARTS	Barrier Machine - Repair & Maint	12-038	$569.91
	Barrier Machine - Repair & Maint Total		$569.91
NAPA AUTO PARTS	Batteries	12-038	$1,925.21
	Batteries Total		$1,925.21
WSP-SELLS DBA CHAS H SELLS INC	BFB Biennial Inspection	12-014	$23,052.00
	BFB Biennial Inspection Total		$23,052.00
AMMANN & WHITNEY	BFB South Walkway	12-082	$18,669.55
	BFB South Walkway Total		$18,669.55
HOWARD NEEDLES TAMMEN & BERGENDOFF	BFB Structural Improvements	11-061	$2,872.43
	BFB Structural Improvements Total		$2,872.43
KASER MECHANICAL, LLC	BFB Water System	12-060	$5,975.00
	BFB Water System Total		$5,975.00
BANK OF NEW YORK	Bond Service	Bond Resolutions	$481,367.00
	Bond Service Total		$481,367.00
TD WEALTH	Bond Trustee Fees	08-021	$19,500.00
	Bond Trustee Fees Total		$19,500.00
CARR & DUFF INC	BRB & WWB Cameras	12-081	$575,605.80
	BRB & WWB Cameras Total		$575,605.80
AECOM TECHNICAL SERVICES, INC	Business Meetings	25KTHRES	$90.00
KRISTEN KIRK MAYOCK	Business Meetings	25KTHRES	$295.00
NESTLE WATERS NORTH AMERICA	Business Meetings	25KTHRES	$52.78
VITARELLI'S RESTAURANT & CATERING	Business Meetings	25KTHRES	$190.00
	Business Meetings Total		$627.78
PENNONI ASSOCIATES INC	CBB Asbestos Abatement	11-094	$2,452.22
	CBB Asbestos Abatement Total		$2,452.22
AMMANN & WHITNEY	CBB Biennial Inspection	12-016	$5,932.20
	CBB Biennial Inspection Total		$5,932.20
REMINGTON & VERNICK ENGINEERS	CBB Emergency Generator	09-001	$1,022.21
	CBB Emergency Generator Total		$1,022.21
RAY ANGELINI, INC.	CBB Fire Alarm	12-070	$30,690.00
	CBB Fire Alarm Total		$30,690.00
THE PRIME GROUP ASSOCIATES, INC.	CBB Generator Repairs	25KTHRES	$20,975.00
	CBB Generator Repairs Total		$20,975.00
PAUL GUGLIETTI	CDL License	25KTHRES	$44.00
	CDL License Total		$44.00
ROBERT MELIKIAN	Citizen Advisory Committee Expenses	25KTHRES	$25.90
TYRONE T WESLEY	Citizen Advisory Committee Expenses	25KTHRES	$26.77
	Citizen Advisory Committee Expenses Total		$52.67
VISION BENEFITS OF AMERICA	Cobra Reimbursements	10-084	$109.60
DELTA DENTAL PLAN	Cobra Reimbursements	12-088	$911.72

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	Cobra Reimbursements Total		$1,021.32
AUDIO VISUAL RENTAL SERVICES LLC	Commissioner Meeting Expense	11-067	$1,435.00
VITARELLI'S RESTAURANT & CATERING	Commissioner Meeting Expense	25KTHRES	$500.00
	Commissioner Meeting Expense Total		$1,935.00
PLANET TECHNOLOGIES, INC.	Computer Equipment	12-078	$11,153.00
SCHNEIDER ELECTRIC	Computer Equipment	12-101	$832,529.58
EPLUS TECHNOLOGY INC	Computer Equipment	13-027	$96,905.50
SOFTWARE HOUSE INTERNATIONAL	Computer Equipment	25KTHRES	$20,378.34
	Computer Equipment Total		$960,966.42
TACTICAL PUBLIC SAFETY	Contractual Services	11-112	$4,840.20
IRON MOUNTAIN INCORPORATED	Contractual Services	12-044	$7,463.63
COURT LIAISON SERVICES, LLC	Contractual Services	25KTHRES	$2,500.00
HOMELAND DEFENSE SOLUTIONS INC	Contractual Services	25KTHRES	$3,150.00
MISTRAS GROUP INC.	Contractual Services	25KTHRES	$1,187.50
	Contractual Services Total		$19,141.33
CANON FINANCIAL SERVICES INC	Copier Lease	11-027	$7,598.82
	Copier Lease Total		$7,598.82
TUCS CLEANING SERVICE, INC.	Custodial Services	10-104	$26,848.98
	Custodial Services Total		$26,848.98
ACS GOVERNMENT SYSTEMS INC	Data Processing	10-111	$3,487.50
LEXISNEXIS	Data Processing	25KTHRES	$1,602.00
ORPAK USA, INC.	Data Processing	25KTHRES	$19,000.00
SOFTWARE HOUSE INTERNATIONAL	Data Processing	25KTHRES	$1,315.57
	Data Processing Total		$25,405.07
WASTE MANAGEMENT OF PA INC	Disposal Fees	11-060	$1,793.40
SAFETY-KLEEN	Disposal Fees	25KTHRES	$420.98
TREASURER, STATE OF NEW JERSEY	Disposal Fees	25KTHRES	$150.00
	Disposal Fees Total		$2,364.38
ATLANTIC CITY ELECTRIC	Electricity	UTILITY	$12,860.13
HESS CORPORATION	Electricity	UTILITY	$40,224.68
P S E & G	Electricity	UTILITY	$16,438.16
PECO ENERGY	Electricity	UTILITY	$28,836.33
	Electricity Total		$98,359.30
VITARELLI'S RESTAURANT & CATERING	Employee Awards	25KTHRES	$94.00
	Employee Awards Total		$94.00
DELTA DENTAL PLAN	Employee Dental Insurance	12-088	$26,039.30
	Employee Dental Insurance Total		$26,039.30
UNITED HEALTHCARE	Employee Medical Insurance	12-089	$625,722.80
	Employee Medical Insurance Total		$625,722.80
ANGELA CARAMBOT	Employee Mileage	25KTHRES	$10.16
BARBARA HOLCOMB	Employee Mileage	25KTHRES	$18.00
BARBARA MANUELLA	Employee Mileage	25KTHRES	$11.30
BARBARA MULLINS	Employee Mileage	25KTHRES	$10.16
BETTY GREGORY	Employee Mileage	25KTHRES	$6.22
CHARLES MAZZONE	Employee Mileage	25KTHRES	$5.08
DANIELLE L. MCNICHOL	Employee Mileage	25KTHRES	$153.97
DAWN ROBINSON	Employee Mileage	25KTHRES	$11.30
DAWN WALLACE	Employee Mileage	25KTHRES	$11.30
FRANCES M DICICCO	Employee Mileage	25KTHRES	$2.09
GAIL POLK	Employee Mileage	25KTHRES	$38.42
GINA M POZZI-BOUJELAJEL	Employee Mileage	25KTHRES	$85.00
GLENN CARNEY	Employee Mileage	25KTHRES	$15.25
JAMES BEACH	Employee Mileage	25KTHRES	$49.15
JAMES M WHITE JR	Employee Mileage	25KTHRES	$32.88
JAMES MURRAY	Employee Mileage	25KTHRES	$52.53
JOHN BUCK	Employee Mileage	25KTHRES	$11.30
JOHN FRANKLIN	Employee Mileage	25KTHRES	$10.16
JOHN J. MATHEUSSEN	Employee Mileage	25KTHRES	$117.84
JOHN TURZANSKI	Employee Mileage	25KTHRES	$5.08
JOHN WOOSLEY	Employee Mileage	25KTHRES	$10.17
JOSEPH COLLINS	Employee Mileage	25KTHRES	$11.30
JOSEPH STOLTZ	Employee Mileage	25KTHRES	$3.39
KAREN MCCARTHY JACOBSON	Employee Mileage	25KTHRES	$61.20

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KRISTEN KIRK MAYOCK	Employee Mileage	25KTHRES	$95.00
MICHAEL HOWARD	Employee Mileage	25KTHRES	$71.94
PERSEL GILLIAM, JR	Employee Mileage	25KTHRES	$10.17
PETER FISCHER	Employee Mileage	25KTHRES	$12.43
RAYMOND BYARD, IV	Employee Mileage	25KTHRES	$5.08
ROBERT SHEERAN	Employee Mileage	25KTHRES	$6.22
ROBIN VALENTINE	Employee Mileage	25KTHRES	$17.52
ROXANNE LEANDER LA ROC	Employee Mileage	25KTHRES	$53.56
SHEILA MILNER	Employee Mileage	25KTHRES	$9.18
SYVILLA WILLIAMS	Employee Mileage	25KTHRES	$23.74
THOMAS CAREY	Employee Mileage	25KTHRES	$6.22
THOMAS W RAFTERY III	Employee Mileage	25KTHRES	$60.00
TIMOTHY AHERN	Employee Mileage	25KTHRES	$12.43
TOM KNETZ	Employee Mileage	25KTHRES	$55.09
TONI CORSEY	Employee Mileage	25KTHRES	$43.50
	Employee Mileage Total		$1,225.33
VISION BENEFITS OF AMERICA	Employee Vision Insurance	10-084	$2,794.32
	Employee Vision Insurance Total		$2,794.32
HEWLETT PACKARD COMPANY	Equipment	13-012	$26,258.40
NEW JERSEY LAW JOURNAL	Equipment	25KTHRES	$475.00
SERVER SUPPLY	Equipment	25KTHRES	$4,335.00
THOMSON WEST	Equipment	25KTHRES	$999.54
	Equipment Total		$32,067.94
BURNS ENGINEERING INC	Escalator Replacement	12-011	$68,578.70
	Escalator Replacement Total		$68,578.70
NJ E-ZPASS	E-ZPass Bank Charges	04-031	$237.13
	E-ZPass Bank Charges Total		$237.13
AMERICAN EXPRESS	E-ZPass Credit Card Fees	04-031	$4.32
	E-ZPass Credit Card Fees Total		$4.32
NEW JERSEY TURNPIKE AUTHORITY	E-ZPass Toll System	04-031	$9,727.91
	E-ZPass Toll System Total		$9,727.91
JACOBS ENGINEERING GROUP INC	FCC Narrowbanding License	09-081	$8,406.89
	FCC Narrowbanding License Total		$8,406.89
INTERNAL REVENUE SERVICE-CHICAGO	Federal/FICA Payroll Taxes		$788,396.34
	Federal/FICA Payroll Taxes Total		$788,396.34
COMMERCE CONSTRUCTION CORPORATION	Ferry Terminal Pile Cluster Repair	12-092	$11,549.00
	Ferry Terminal Pile Cluster Repair Total		$11,549.00
ACACIA FINANCIAL GROUP INC	Financial Advisory Services	11-080	$798.25
	Financial Advisory Services Total		$798.25
WELLS FARGO BANK, NA	Flex/Benefit Funding-DRPA		$30,000.00
	Flex/Benefit Funding-DRPA Total		$30,000.00
POLICE & FIRE CREDIT UNION	FOP Health & Welfare		$10,660.87
	FOP Health & Welfare Total		$10,660.87
GLOBAL C/O: KERSHNER OFFICE	Furniture & Fixtures	25KTHRES	$2,213.00
	Furniture & Fixtures Total		$2,213.00
PAPCO INC.	Gasoline - Unleaded	12-097	$43,036.34
	Gasoline - Unleaded Total		$43,036.34
NAPA AUTO PARTS	Grease and Oil	12-038	$268.95
	Grease and Oil Total		$268.95
P S E & G	Heat	UTILITY	$19,195.67
PHILADELPHIA GAS WORKS	Heat	UTILITY	$16,066.55
SOUTH JERSEY GAS COMPANY	Heat	UTILITY	$9,251.19
	Heat Total		$44,513.41
NATIONAL UNION AIGRM	Insurance	08-022	$108,060.63
AON RISK SERVICES CENTRAL, INC.	Insurance	12-107	$23,109.60
	Insurance Total		$131,170.23
PORT AUTHORITY TRANSIT	Intercompany Transfers		$800,000.00
	Intercompany Transfers Total		$800,000.00
HAVERFORD TRUST COMPANY	Investment Management Fees	25KTHRES	$2,243.33
SWARTHMORE GROUP, INC	Investment Management Fees	25KTHRES	$23,019.09
	Investment Management Fees Total		$25,262.42
O'NEILL CONSULTING CORP	IUOE Health & Welfare	09-097	$4,448.31
	IUOE Health & Welfare Total		$4,448.31

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IUOE 542 BENEFIT FUNDS	IUOE Medical Insurance	09-097	$258,849.25
	IUOE Medical Insurance Total		$258,849.25
COURIER POST	Job Advertisement	25KTHRES	$419.00
	Job Advertisement Total		$419.00
ANDERSON'S LANSCAPING & IRRIGATION	Landscaping - Seed and Shrubs	25KTHRES	$1,925.10
	Landscaping - Seed and Shrubs Total		$1,925.10
ROYAL BANK OF CANADA	Letter of Credit Fees-2010 Rev Ref Bonds	09-075	$32,610.73
	Letter of Credit Fees-2010 Rev Ref Bonds Total		$32,610.73
BANK OF AMERICA	Letter of Credit Payment	09-075	$250.00
	Letter of Credit Payment Total		$250.00
CONAM INSPECTION & ENGINEERING	License Fees	25KTHRES	$1,849.00
	License Fees Total		$1,849.00
BMC SOFTWARE INC.	Licensing Fees - Software	25KTHRES	$12,046.33
SCHNEIDER ELECTRIC	Licensing Fees - Software	25KTHRES	$1,991.33
SOFTWARE HOUSE INTERNATIONAL	Licensing Fees - Software	25KTHRES	$18,262.27
	Licensing Fees - Software Total		$32,299.93
BILLOWS ELECTRIC SUPPLY	Lighting, Elect. & Lane Markers	25KTHRES	$15,473.50
	Lighting, Elect. & Lane Markers Total		$15,473.50
CAMDEN PARKING AUTHORITY	Limited Mobility Parking	25KTHRES	$510.00
	Limited Mobility Parking Total		$510.00
JPC GROUP, INC.	Lindenwold Shop Annex	12-012	$682,133.54
	Lindenwold Shop Annex Total		$682,133.54
BANK OF AMERICA	LOC Fees - 2008 Rev Ref Bonds	08-021	$489,806.23
MERRILL LYNCH, PIERCE, FENNER & SMITH	LOC Fees - 2008 Rev Ref Bonds	08-021	$24,897.08
	LOC Fees - 2008 Rev Ref Bonds Total		$514,703.31
TRANSCORE	Maint. Fee - Toll Collection Equip	13-010	$54,270.00
	Maint. Fee - Toll Collection Equip Total		$54,270.00
INTERSTATE MOBILE CARE, INC.	Medical Testing	11-096	$4,644.00
	Medical Testing Total		$4,644.00
ASSN OF CERTIFIED FRAUD EXAMINERS	Membership Dues	25KTHRES	$175.00
DIRECTV	Membership Dues	25KTHRES	$49.20
SOCIETY FOR HUMAN RESOURCE MGMT.	Membership Dues	25KTHRES	$180.00
TRI-STATE HRMA	Membership Dues	25KTHRES	$225.00
	Membership Dues Total		$629.20
ACCUSCREEN	Motor Vehicle Records Screening	25KTHRES	$37.28
	Motor Vehicle Records Screening Total		$37.28
TD BANK NORTH	Net Payroll		$95,860.11
WELLS FARGO BANK, NA	Net Payroll		$1,769,227.81
	Net Payroll Total		$1,865,087.92
N.J. STATE - GIT	NJ Payroll Taxes		$81,775.29
	NJ Payroll Taxes Total		$81,775.29
DAIDONE ELECTRIC INC	OCIP Payment	09-050	$20,227.13
	OCIP Payment Total		$20,227.13
EPLUS TECHNOLOGY INC	Office Equipment	25KTHRES	$886.82
	Office Equipment Total		$886.82
CANON BUSINESS SOLUTIONS, INC.	Office Supplies	11-027	$2,429.31
W.B. MASON CO. INC.	Office Supplies	11-115	$2,152.75
BROWN'S GRAPHIC SOLUTIONS, INC	Office Supplies	25KTHRES	$23.85
GRAYBAR ELECTRIC COMPANY INC	Office Supplies	25KTHRES	$90.84
PITNEY BOWES	Office Supplies	25KTHRES	$126.99
STAPLES BUSINESS ADVANTAGE	Office Supplies	25KTHRES	$1,216.00
	Office Supplies Total		$6,039.74
REMINGTON & VERNICK ENGINEERS	OPC 6th Floor Computer Room Pwr. Syst.	11-094	$1,389.40
	OPC 6th Floor Computer Room Pwr. Syst. Total		$1,389.40
PA DEPT OF REVENUE	PA Payroll Taxes		$22,800.58
	PA Payroll Taxes Total		$22,800.58
PENNSYLVANIA UNEMPLOYMENT FUND	PA Unemployment Comp Taxes		$1,362.62
	PA Unemployment Comp Taxes Total		$1,362.62
PRWT SERVICES INC	Part-time Toll Collectors	10-105	$68,465.84
	Part-time Toll Collectors Total		$68,465.84
BURNS ENGINEERING INC	PATCO Accessibility Improvements	11-087	$19,095.98
	PATCO Accessibility Improvements Total		$19,095.98
TRANSYSTEMS CORPORATION	PATCO Biennial Inspection	12-018	$6,994.71

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	PATCO Biennial Inspection Total		$6,994.71
NEW JERSEY TRANSIT	PATCO Construction Support	12-048	$16,343.50
	PATCO Construction Support Total		$16,343.50
CANON BUSINESS SOLUTIONS, INC.	PATCO Copier Expense	11-027	$400.14
	PATCO Copier Expense Total		$400.14
GANNETT FLEMING, INC.	PATCO Escalator Replacement	09-061	$7,878.41
	PATCO Escalator Replacement Total		$7,878.41
AON RISK SERVICES CENTRAL, INC.	PATCO Insurance	12-107	$25,035.40
	PATCO Insurance Total		$25,035.40
AE STONE INC	PATCO Parking Lots	12-068	$269,241.69
	PATCO Parking Lots Total		$269,241.69
UNITED PARCEL SERVICE (UPS)	PATCO Postage	25KTHRES	$29.35
	PATCO Postage Total		$29.35
DAIDONE ELECTRIC INC	PATCO Power Pole Replacement	09-050	$696,695.55
BURNS ENGINEERING INC	PATCO Power Pole Replacement	09-098	$69,402.23
	PATCO Power Pole Replacement Total		$766,097.78
SYSTRA CONSULTING INC	PATCO Shop Annex Building	10-028	$156,006.96
	PATCO Shop Annex Building Total		$156,006.96
A.P. CONSTRUCTION INC	PATCO Station Improvements	11-086	$483,567.31
	PATCO Station Improvements Total		$483,567.31
SPRINT	PATCO Telephone	UTILITY	$1,574.99
VERIZON	PATCO Telephone	UTILITY	$8,546.53
	PATCO Telephone Total		$10,121.52
JACOBS ENGINEERING GROUP INC	PATCO Transformer Replacement	11-094	$74,033.15
	PATCO Transformer Replacement Total		$74,033.15
PNC	P-Card	09-075	$118,315.86
	P-Card Total		$118,315.86
N.J. PUBLIC EMPLOYEES RETIREMENT	Pension & Benefits		$20,000.00
	Pension & Benefits Total		$20,000.00
CITY OF PHILADELPHIA	Phila Employee W/H Taxes		$28,347.93
	Phila Employee W/H Taxes Total		$28,347.93
UNITED PARCEL SERVICE (UPS)	Postage	25KTHRES	$489.45
	Postage Total		$489.45
ALLEN REPRODUCTION CO	Printing	25KTHRES	$153.80
ARIVA DISTRIBUTION INC.	Printing	25KTHRES	$748.44
	Printing Total		$902.24
MARCO POLO DESIGN	Professional Services	11-081	$2,400.00
DANIELLE L. MCNICHOL	Professional Services	25KTHRES	$57.50
HAY GROUP, INC	Professional Services	25KTHRES	$3,094.00
HEALTHMARK INC	Professional Services	25KTHRES	$50.00
	Professional Services Total		$5,601.50
CAMDEN COUNTY ENERGY RECOVERY	Public Safety Document Burn	25KTHRES	$153.32
	Public Safety Document Burn Total		$153.32
JACOBS ENGINEERING GROUP INC	Radio Systems Assessment	09-081	$10,414.08
	Radio Systems Assessment Total		$10,414.08
COURIER POST	Rehabilitation Drainage	25KTHRES	$509.85
PHILADELPHIA MEDIA NETWORK, INC.	Rehabilitation Drainage	25KTHRES	$14,563.20
PHILADELPHIA TRIBUNE	Rehabilitation Drainage	25KTHRES	$5,153.72
	Rehabilitation Drainage Total		$20,226.77
TD BANK NORTH	Remarketing Fees-VRDO Bonds	08-021	$4,611,449.25
	Remarketing Fees-VRDO Bonds Total		$4,611,449.25
CHERRY VALLEY TRACTOR SALES	Repair Facilities - Equip Rental	25KTHRES	$2,600.00
	Repair Facilities - Equip Rental Total		$2,600.00
AVANTI DATA PRODUCTS	Repair/Replacement Toll Equip	25KTHRES	$312.00
EAGLE VISION DISPLAYS	Repair/Replacement Toll Equip	25KTHRES	$813.50
GRAYBAR ELECTRIC COMPANY INC	Repair/Replacement Toll Equip	25KTHRES	$1,685.92
KAPSCH TRAFFICCOM IVHS INC.	Repair/Replacement Toll Equip	25KTHRES	$721.80
	Repair/Replacement Toll Equip Total		$3,533.22
TRI-M GROUP LLC	Repairs - Bridges	12-114	$5,850.00
IRD	Repairs - Bridges	25KTHRES	$11,415.00
	Repairs - Bridges Total		$17,265.00
TRI-M GROUP LLC	Repairs - Heating/AC System	12-114	$9,822.00
HYDRO-LOGIC, INC	Repairs - Heating/AC System	25KTHRES	$370.00

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	Repairs - Heating/AC System Total		$10,192.00
DELAWARE VALLEY OFFICE EQUIP	Repairs - Office Equipment	25KTHRES	$225.00
	Repairs - Office Equipment Total		$225.00
GENSERVE INCORPORATED	Repairs - Other Equipment	12-063	$950.00
TRI-M GROUP LLC	Repairs - Other Equipment	12-114	$9,128.75
DRAEGER SAFETY DIAGNOSTICS	Repairs - Other Equipment	25KTHRES	$620.00
	Repairs - Other Equipment Total		$10,698.75
ONE CALL CONCEPTS	Repairs - Signs	25KTHRES	$52.44
	Repairs - Signs Total		$52.44
URBAN ENGINEERS INC	Repairs Bridge	11-094	$6,725.20
SCHNEIDER ELECTRIC	Repairs Bridge	25KTHRES	$1,693.75
	Repairs Bridge Total		$8,418.95
UNITED REFRIGERATION INC	Repairs to Buildings	25KTHRES	$3,571.21
	Repairs to Buildings Total		$3,571.21
STANDARD INSURANCE COMPANY	Retiree Life Insurance	10-085	$19,133.01
	Retiree Life Insurance Total		$19,133.01
UNITED HEALTHCARE	Retiree Medical Insurance	12-089	$203,687.47
UNITED HEALTHCARE/AARP	Retiree Medical Insurance	12-096	$117,784.22
ESTATE OF CHARLES STOLFO	Retiree Medical Insurance	25KTHRES	$254.80
ESTATE OF OTIS PEURIFOY	Retiree Medical Insurance	25KTHRES	$20.00
	Retiree Medical Insurance Total		$321,746.49
INTERNATIONAL SALT CO	Snow Removal - Salt	13-021	$15,801.19
	Snow Removal - Salt Total		$15,801.19
ELLIOTT-LEWIS	Soft/Hardware Service Contracts	25KTHRES	$773.00
SCHNEIDER ELECTRIC	Soft/Hardware Service Contracts	25KTHRES	$1,987.75
	Soft/Hardware Service Contracts Total		$2,760.75
A&A GLOVE & SAFETY CO.	Stores Inventory	25KTHRES	$4,171.50
A&M INDUSTRIAL SUPPLY	Stores Inventory	25KTHRES	$674.76
AIRGAS SAFETY	Stores Inventory	25KTHRES	$2,156.89
BESTWORK INDUSTRIES FOR THE BLIND	Stores Inventory	25KTHRES	$1,886.00
BILLOWS ELECTRIC SUPPLY	Stores Inventory	25KTHRES	$2,116.06
ENGINEERED FASTENER	Stores Inventory	25KTHRES	$194.25
FAIRLITE ELECTRIC SUPPLY CO INC	Stores Inventory	25KTHRES	$2,200.60
GOODYEAR TIRE & RUBBER	Stores Inventory	25KTHRES	$1,375.87
HENKE MANUFACTURING	Stores Inventory	25KTHRES	$4,200.00
LAWSON PRODUCTS INC	Stores Inventory	25KTHRES	$1,013.95
MULTIFACET, INC.	Stores Inventory	25KTHRES	$3,441.91
OLD DOMINION BRUSH	Stores Inventory	25KTHRES	$299.59
PABCO INDUSTRIES,INC	Stores Inventory	25KTHRES	$4,356.00
PAPER MART	Stores Inventory	25KTHRES	$291.60
PENDERGAST SAFETY EQUIP	Stores Inventory	25KTHRES	$708.84
RIBBONS EXPRESS INC	Stores Inventory	25KTHRES	$380.00
SALERNO TIRE CORPORATION	Stores Inventory	25KTHRES	$2,016.00
SHERWIN WILLIAMS	Stores Inventory	25KTHRES	$2,254.84
Y-PERS	Stores Inventory	25KTHRES	$2,903.25
	Stores Inventory Total		$36,641.91
AMERICAN CONCRETE INSTITUTE	Subscriptions	25KTHRES	$87.00
BUSINESS & LEGAL RESOURCES INC	Subscriptions	25KTHRES	$950.00
BUSINESS RESEARCH SERVICES INC	Subscriptions	25KTHRES	$497.00
GOVERNMENT NEWS NETWORK	Subscriptions	25KTHRES	$82.50
MINORITY BUSINESS ENTREPRENEUR	Subscriptions	25KTHRES	$18.00
	Subscriptions Total		$1,634.50
NAPA AUTO PARTS	Supplies	12-038	$83.97
LAWMEN SUPPLY CO OF NJ	Supplies	25KTHRES	$1,743.29
POTTY QUEEN	Supplies	25KTHRES	$180.00
SOUTH JERSEY WELDING	Supplies	25KTHRES	$392.82
TRI-COUNTY TERMITE & PEST CONTROL	Supplies	25KTHRES	$140.00
W.B. MASON CO. INC.	Supplies	25KTHRES	$102.25
	Supplies Total		$2,642.33
UBS GLOBAL ASSET MANAGEMENT	Swap Interest Payments	01-019	$3,111,557.26
	Swap Interest Payments Total		$3,111,557.26
AT&T TELECONFERENCE SERVICES	Telephone	UTILITY	$25.94
PECO ENERGY	Telephone	UTILITY	$4,179.63

DELAWARE RIVER PORT AUTHORITY
MONTHLY LIST OF PAYMENTS 4/1/13 THRU 4/30/13
MEETING DATE 5/15/13

VENDOR NAME	ITEM DESCRIPTION	RESOLUTION #/ AUTHORIZATION	AMOUNT
SPRINT	Telephone	UTILITY	$5,232.59
VERIZON	Telephone	UTILITY	$33,803.75
	Telephone Total		$43,241.91
PA DEPT OF LABOR & INDUSTRY	Testing and Inspection Fees	25KTHRES	$408.00
	Testing and Inspection Fees Total		$408.00
DUNBAR ARMORED	Toll Deposit Processing Fee	09-055	$11,822.72
	Toll Deposit Processing Fee Total		$11,822.72
ELIZABETH BARTOLF	Toll Refunds	25KTHRES	$10.00
MARK LEIGTON	Toll Refunds	25KTHRES	$5.00
	Toll Refunds Total		$15.00
RAILROAD CONSTRUCTION CO	Track Upgrading	10-011	$70,462.31
	Track Upgrading Total		$70,462.31
BENELLI USA CORP	Training - Registration	25KTHRES	$250.00
HEALTH & SAFETY INSTITUTE	Training - Registration	25KTHRES	$500.00
HELM, INC.	Training - Registration	25KTHRES	$2,750.00
NJ LAWYERS' FUND	Training - Registration	25KTHRES	$597.00
PENNSYLVANIA BAR INSTITUTE (PBI)	Training - Registration	25KTHRES	$1,398.00
TRI-STATE HRMA	Training - Registration	25KTHRES	$525.00
	Training - Registration Total		$6,020.00
AMERICAN AIRLINES INC	Training, Travel and Subsistence	25KTHRES	$352.80
CROWNE PLAZA HOTEL	Training, Travel and Subsistence	25KTHRES	$103.50
	Training, Travel and Subsistence Total		$456.30
LTK ENGINEERING SERVICES	Transit Car Overhaul	07-019	$158,224.97
	Transit Car Overhaul Total		$158,224.97
HATCH MOTT MACDONALD, LLC	Transit Enhancements	11-094	$887.50
	Transit Enhancements Total		$887.50
WASTE MANAGEMENT OF NEW JERSEY, INC	Trash Removal	11-060	$5,029.85
	Trash Removal Total		$5,029.85
JAMES BEACH	Tuition Reimbursement	25KTHRES	$1,755.00
RICHARD LISTER	Tuition Reimbursement	25KTHRES	$2,415.00
SHAWN DOUGHERTY	Tuition Reimbursement	25KTHRES	$504.00
	Tuition Reimbursement Total		$4,674.00
COMMONWEALTH OF PENNSYLVANIA	Unclaimed Property	25KTHRES	$175.00
	Unclaimed Property Total		$175.00
A&A GLOVE & SAFETY CO.	Uniforms	25KTHRES	$2,534.72
ACME UNIFORM RENTAL SER INC	Uniforms	25KTHRES	$821.76
AMERICAN UNIFORM SALES INC	Uniforms	25KTHRES	$1,485.03
BEST UNIFORM RENTAL, INC	Uniforms	25KTHRES	$814.90
KEYSTONE UNIFORM CAP	Uniforms	25KTHRES	$249.10
LANDSMAN UNIFORM	Uniforms	25KTHRES	$1,162.00
LAWMEN SUPPLY CO OF NJ	Uniforms	25KTHRES	$2,964.15
RICKY'S A&N/P.L.J. SAFETY	Uniforms	25KTHRES	$395.20
	Uniforms Total		$10,426.86
EMPLOYEE PASS THROUGH PAYMENTS	Union Dues, Employee Contributions, Etc.		$421,020.00
	Union Dues, Employee Contributions, Etc. Total		$421,020.00
NAPA AUTO PARTS	Vehicle Repairs - Inside	12-038	$3,461.52
	Vehicle Repairs - Inside Total		$3,461.52
CERTIFIED SPEEDOMETER SERVICE	Vehicle Repairs - Outside	25KTHRES	$768.00
	Vehicle Repairs - Outside Total		$768.00
NAPA AUTO PARTS	Vehicle Supplies	12-038	$3,715.04
	Vehicle Supplies Total		$3,715.04
PROVIDENT LIFE & ACCIDENT	Voluntary Disability Program	PRE 8-18	$400.95
	Voluntary Disability Program Total		$400.95
CAMDEN COUNTY MUA	Water and Sewer	25KTHRES	$3,253.93
NESTLE WATERS NORTH AMERICA	Water and Sewer	25KTHRES	$1,357.52
CITY OF CAMDEN	Water and Sewer	UTILITY	$813.19
MERCHANTVILLE-PENNSAUKEN	Water and Sewer	UTILITY	$1,573.85
NEW JERSEY AMERICAN WATER	Water and Sewer	UTILITY	$362.13
PENNSAUKEN SEWERAGE AUTH	Water and Sewer	UTILITY	$43.50
WATER REVENUE BUREAU	Water and Sewer	UTILITY	$5,288.71
	Water and Sewer Total		$12,692.83
CITY OF WILMINGTON	Wilmington Employee W/H Taxes		$186.72
	Wilmington Employee W/H Taxes Total		$186.72

DELAWARE RIVER PORT AUTHORITY
MONTHLY LIST OF PAYMENTS 4/1/13 THRU 4/30/13
MEETING DATE 5/15/13

VENDOR NAME	ITEM DESCRIPTION	RESOLUTION #/ AUTHORIZATION	AMOUNT
QUAL-LYNX	Workmen's Compensation	12-105	$50,873.22
	Workmen's Compensation Total		$50,873.22
HOWARD NEEDLES TAMMEN & BERGENDOFF	WWB Approach Rehabilitation	11-094	$89,922.88
	WWB Approach Rehabilitation Total		$89,922.88
HOWARD NEEDLES TAMMEN & BERGENDOFF	WWB Biennial Inspection	12-017	$58,047.12
	WWB Biennial Inspection Total		$58,047.12
AMERICAN BRIDGE CO	WWB Deck Span Replacement	10-020	$479,095.92
URBAN ENGINEERS, INC.	WWB Deck Span Replacement	10-021	$390,996.01
	WWB Deck Span Replacement Total		$870,091.93
HOWARD NEEDLES TAMMEN & BERGENDOFF	WWB Signage	09-001	$14,963.26
	WWB Signage Total		$14,963.26
			$20,961,192.88

DRPA MONTHLY LIST OF PURCHASE ORDERS AND CONTRACTS - APRIL 2013

VENDOR NAME	ITEM DESCRIPTION	PO NUMBER	AMOUNT	RESOLUTION
A&A GLOVE & SAFETY CO.	Stores Inventory Account	P13P0114	$302.22	25KTHRES
ACCUSCREEN	Professional Services	P13P0136	$4,840.26	25KTHRES
AIRCON-MACHINE REPAIR DIVISION	Repairs - Other Equipment	P13E0008	$2,170.00	25KTHRES
ANDERSON'S LANSCAPING & IRRIGATION	Landscaping - Seed and Shrubs	P13P0112	$1,925.10	25KTHRES
ARIVA DISTRIBUTION INC.	Printing	P13P0110	$750.00	25KTHRES
ATLANTIC TACTICAL OF NEW JERSEY	Uniforms	P13S0041	$15,045.00	25KTHRES
BDF INDUSTRIAL FASTENERS	Stores Inventory Account	P13P0143	$427.40	25KTHRES
BENTLEY SYSTEMS INC	Data Processing	P13M0009	$750.00	25KTHRES
BEST UNIFORM RENTAL, INC	Uniforms	P13E0007	$373.46	25KTHRES
BEST UNIFORM RENTAL, INC	Uniforms	P13E0010	$747.36	25KTHRES
BILLOWS ELECTRIC SUPPLY	Repairs to Buildings	P13P0127	$2,625.00	25KTHRES
CJ'S AUTOBODY	Vehicle Repairs - Outside	P13P0139	$2,885.32	25KTHRES
CLEAN VENTURE INC	Disposal Fees Hazardous Materials	P13C0011	$3,780.00	11-050
COLONIAL ELECTRIC SUPPLY	Stores Inventory Account	P13P0152	$2,119.02	25KTHRES
CONSOLIDATED CONTROLS, INC.	Repairs - Other Equipment	P13L0018	$2,605.00	25KTHRES
CONTROL PAPERS COMPANY, INCORPORATED	Stores Inventory Account	P13P0141	$878.20	25KTHRES
COOPER ELECTRIC	Lighting, Elect. & Lane Markers	P13P0140	$5,966.80	25KTHRES
COURIER POST	Rehabilitation Drainage	P13P0072	$509.85	25KTHRES
DELAWARE VALLEY OFFICE EQUIP	Repairs - Office Equipment	P13M0008	$225.00	25KTHRES
EHS ENVIRONMENTAL, INC	Testing Fees Hazardous Materials	P13E0015	$350.00	25KTHRES
ENGINEERED FASTENER	Stores Inventory Account	P13P0123	$165.00	25KTHRES
EPLUS TECHNOLOGY INC	Computer Equipment	P13S0050	$4,349.00	25KTHRES
FAIRLITE ELECTRIC SUPPLY CO INC	Stores Inventory Account	P13P0134	$360.40	25KTHRES
FAIRLITE ELECTRIC SUPPLY CO INC	Stores Inventory Account	P13P0142	$1,726.88	25KTHRES
GALE'S INDUSTRIAL SUPPLY	Stores Inventory Account	P13P0144	$279.30	25KTHRES
HEWLETT PACKARD COMPANY	Miscellaneous Equipment	P13S0051	$22,890.00	25KTHRES
IBM CORPORATION	Data Processing	P13M0011	$2,568.00	25KTHRES
JARVIS ELECTRIC MOTORS	Barrier Machine - Repair & Maint	P13P0145	$4,455.00	25KTHRES
LAUREL LAWNMOWER SERVICE	Landscaping - Equipment	P13P0131	$4,593.00	25KTHRES
LAWMEN SUPPLY CO OF NJ	Miscellaneous Equipment	P13S0043	$1,494.32	25KTHRES
LAWSON PRODUCTS INC	Stores Inventory Account	P13P0119	$556.00	25KTHRES
LINDLEY ELECTRIC SUPPLY CO.,INC	Stores Inventory Account	P13P0151	$290.40	25KTHRES
LINDSAY TRANSPORTATION SOLUTION	Stores Inventory Account	P13L0016	$6,510.00	25KTHRES
MEDIA SUPPLY, INC.	Other Equipment	P13P0124	$5,787.68	25KTHRES
MULTIFACET, INC.	Stores Inventory Account	P13P0113	$704.25	25KTHRES
MULTIFACET, INC.	Stores Inventory Account	P13P0117	$1,465.00	25KTHRES
MULTIFACET, INC.	Stores Inventory Account	P13P0126	$213.60	25KTHRES
MULTIFACET, INC.	Stores Inventory Account	P13P0133	$1,562.70	25KTHRES
MULTIFACET, INC.	Stores Inventory Account	P13P0146	$500.16	25KTHRES
PAPER MART	Stores Inventory Account	P13P0147	$637.50	25KTHRES
PENDERGAST SAFETY EQUIP	Stores Inventory Account	P13P0115	$993.80	25KTHRES
PENDERGAST SAFETY EQUIP	Stores Inventory Account	P13P0138	$1,440.66	25KTHRES
PENDERGAST SAFETY EQUIP	Stores Inventory Account	P13P0150	$1,795.96	25KTHRES
PHILADELPHIA MEDIA NETWORK, INC	Rehabilitation Drainage	P13P0071	$14,563.20	25KTHRES
PHILADELPHIA TRIBUNE	Rehabilitation Drainage	P13P0073	$5,153.72	25KTHRES
PLYMOUTH ENVIRONMENTAL	Disposal Fees Hazardous Materials	P13E0014	$1,280.00	25KTHRES
PRESSTEK INC	Repairs - Other Equipment	P13M0010	$2,982.00	25KTHRES
RED THE UNIFORM TAILOR	Uniforms	P13P0121	$1,323.00	25KTHRES
RED THE UNIFORM TAILOR	Uniforms	P13P0130	$1,110.00	25KTHRES
SALERNO TIRE CORPORATION	Stores Inventory Account	P13P0125	$2,123.40	25KTHRES
SELECT EVENT RENTALS	Rent	P13P0129	$6,760.00	25KTHRES
SELECT EVENT RENTALS	Rentals	P13P0129	$3,380.00	25KTHRES
SHERWIN WILLIAMS	Stores Inventory Account	P13P0116	$1,749.40	25KTHRES
SHERWIN WILLIAMS	Stores Inventory Account	P13P0132	$1,086.96	25KTHRES
SHERWIN WILLIAMS	Stores Inventory Account	P13P0135	$334.32	25KTHRES
SOFTWARE HOUSE INTERNATIONAL	Computer Equipment	P13P0122	$20,763.90	25KTHRES
SOFTWARE HOUSE INTERNATIONAL	Data Processing	P13S0039	$1,315.57	25KTHRES
SOFTWARE HOUSE INTERNATIONAL	Licensing Fees - Software	P13S0040	$8,274.09	25KTHRES
SPECIALITY PRODUCTS & INSULATIO	Repairs to Buildings	P13P0149	$2,916.67	25KTHRES
SUNGARD AVAILABILITY SERVICES	Licensing Fees - Software	P13L0017	$8,498.00	25KTHRES
TACTICAL PUBLIC SAFETY	Mobile Equipment	P13S0042	$4,400.00	25KTHRES
THE PRIME GROUP ASSOCIATES, INC	Other Equipment	P13E0002	$20,975.00	25KTHRES
THYSSEN KRUPP ELEVATOR CO.	Repairs - Bridges	P13C0008	$20,814.00	12-003

DRPA MONTHLY LIST OF PURCHASE ORDERS AND CONTRACTS - APRIL 2013

VENDOR NAME	ITEM DESCRIPTION	PO NUMBER	AMOUNT	RESOLUTION
THYSSEN KRUPP ELEVATOR CO.	Repairs - Other Equipment	P13C0009	$5,215.00	12-003
TNT CONSTRUCTION CO., INC.	Repairs to Buildings	P13P0137	$2,783.00	25KTHRES
TRAFCON INDUSTRIAL INC	Vehicles	P13S0049	$2,462.28	25KTHRES
UNITED REFRIGERATION INC	Repairs to Buildings	P13P0120	$3,607.28	25KTHRES
W.B. MASON CO. INC.	Stores Inventory Account	P13P0148	$602.40	25KTHRES
WILLIER ELECTRIC MOTOR REPAIR C	Repairs - Buildings	P13P0128	$8,520.00	25KTHRES
WINNER FORD, INC.	Vehicle Repairs - Outside	P13P0111	$3,927.35	25KTHRES
Y-PERS	Stores Inventory Account	P13P0118	$637.50	25KTHRES

Delaware River Port Authority
Operations & Maintenance Committee Meeting Minutes
May 1, 2013

Attendance:

Committee Members:
William Sasso, Chairman
Andrew Reilly
Joanna Cruz (via telephone)
Joann Bell (via telephone)
Richard Sweeney
Charles Fentress
Al Frattali, Vice Chair
E. Frank DiAntonio

Others Present:
Peter Simon, Assistant Counsel, NJ Gov. Authorities Unit
Kevin Schmidt, Esquire, Deputy Chief of Staff, Governor Corbett's Office
John Matheussen, Chief Executive Officer
Michael Conallen, Deputy Chief Executive Officer
Danielle McNichol, General Counsel and Corporate Secretary
Kristen K. Mayock, Deputy General Counsel
Toni P. Brown, Chief Administrative Officer
Timothy Pulte, Chief Operating Officer
Michael Venuto, Chief Engineer
John Rink, PATCO, General Manager
Tom Raftery, Inspector General
Tim Ireland, Director, Corporate Communications
Jack Stief, Chief, Public Safety
Mike Reher, Sgt. Police-Bridge Supervision
John Viniski, Senior Engineer, Planning & Design
John Shea, Director, Equipment (PATCO)
Howard Korsen, Manager, Contract Administration
Fran DiCicco, Administrative Coordinator
Sheila Milner, Administrative Coordinator
Elizabeth McGee, Administrative Secretary

Chairman Sasso 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. Chairman Sasso presided and stated that there were seven items relating to the May 1, 2013 meeting.

Design Services for Benjamin Franklin Bridge 5th Street Vehicular Tunnel Rehabilitation

Mr. Venuto stated that staff is seeking authorization to negotiate an agreement with Remington & Vernick Engineers to provide design, bidding and award, and construction support services in the amount of $128,834. He stated that this project is to engage a consulting engineering firm with the experience to perform preliminary and final design activities. Mr. Venuto stated that the various repairs were recommended through the recent Biennial Inspection report. On motion duly made and seconded, the following Resolution was approved and is recommended to the Board for adoption:

Design Services for Benjamin Franklin Bridge 5th Street Vehicular Tunnel Rehabilitation

Additional Hours Loss Control and Safety Service Hours to be Provided by AON

Ms. Brown stated that staff is seeking authorization to increase the annual bank of loss control and safety services hours to be provided by AON Risk Services Central for the Authority's construction projects in an amount of 370 hours and not to exceed $46,250. Ms. Brown presented background that on August 1, 2012, the Board authorized staff to appoint a vendor to provide loss control and safety services for the Authority's construction projects. She stated that the Authority entered into a two year agreement with AON effective August 16, 2012, with an option for a third year at the DRPA's sole discretion. She stated that the agreement provided an annual bank of hours not to exceed 1,400 at a rate of $125 per hour. AON has conducted numerous unanticipated functions for the DRPA, leaving a balance of 431.11 hours until August 16, 2014. She further stated that staff recommends that the annual bank of hours for the contract term August 16, 2012 through August 16, 2013 be increased by an amount not to exceed 370 hours ($46,250).

In response to Commissioner Sasso's question regarding the ownership of the new safety manual completed by AON, Ms. Brown stated that that all work products shall be the sole ownership of the Authority.

Chairman Sasso congratulated Ms. Brown and her staff for a job well done. On motion duly made and seconded, the following Resolution was approved and is recommended to the Board for adoption:

Additional Hours Loss Control and Safety Service Hours to be Provided by AON

Vegetation Management and Weed Control Services

Mr. Pulte stated that staff is seeking authorization to negotiate a two year contract with Weeds, Inc. for vegetation management and weed control services in an amount of $117,600. He stated that this contract will provide services for the Benjamin Franklin Bridge, Commodore Barry Bridge, Walt Whitman Bridge, Betsy Ross Bridge and the PATCO High Speed Line Rail. A Request for Proposal was publicly advertised and sent out to 13 firms. Mr. Pulte stated that four bids were received and Weeds, Inc. was the lowest responsive and responsible bidder. Mr. Pulte thanked Ms. Squillace and her team for handling the bidding process.

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

Vegetation Management and Weed Control Services

Purchase of Public Safety In-Car Mobile Video Records (MVR)

Sgt. Reher stated staff is seeking authorization to negotiate an agreement with Computech International for the purchase of WatchGuard Public Safety In-Car Mobile Video Recorders (MVR) in the amount of $343,987.50 under a GSA Contract. He stated that the Digital In-Car Video units will be installed into patrol vehicles used by Public Safety at all DRPA Bridges and along the PATCO Hi-Speed Line. Sgt. Reher stated that these units will ensure continuing provisions of police/security services on behalf of the DRPA, PATCO and its fare payers while enhancing security, safety and streamlining productivity and staffing. Additionally, the MVRs will provide clarification in situations where allegations are made against officers.

Commissioner Cruz inquired whether the recorders can be activated on the Pennsylvania side. Sgt. Reher stated that under the wiretap law of Pennsylvania, the individual who is stopped needs to be informed that they are being recorded. Sgt. Reher advised that this same type of unit is installed in the Pennsylvania State police cars and we have mirrored their procedures. The procedures adopted meet all necessary statutes and procedures in PA and NJ. DRPA opted out of the Cabin microphones that record inside the car while the officer is not present and DRPA officers will advise any persons being recorded of the same.

Commissioner Fentress stated that he had met with Sgt. Reher and observed the operation of the equipment and he highly recommends the purchase of these video recorders.

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

Purchase of Public Safety In-Car Mobile Video Records (MVR)

Authorization to Establish a "Large User" Account with South Jersey Gas for the Delivery of Natural Gas and Procurement of Natural Gas through the New Jersey State Contract

Mr. Rink stated that staff is seeking authorization to enter into an agreement with South Jersey Gas for the procurement of natural gas for the Lindenwold Shop Complex, not to exceed $110,000 per year based on the cost for natural gas in NJ State Contract T-1620. He stated that the cost for South Jersey Gas will be offset by a reduction in the procurement of heating oil used to heat the Lindenwold Administration Building.

Mr. Rink stated that at Chairman Sasso's request, he looked into the purchase through a State contract. He said that state pricing was reviewed for both Pennsylvania and New Jersey and that the New Jersey state contract had slightly cheaper rates.. The Authority expects to save $14,000 per year under this contract. Mr. Matheussen thanked Peter Simon from the New Jersey Governor's Unit, who worked with Mr. Rink and was instrumental in assisting us in obtaining the New Jersey State contract.

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

Authorization to Establish a "Large User" Account with South Jersey Gas for the Delivery of Natural Gas and Procurement of Natural Gas through the New Jersey State Contract

Upgrade of Single Board Computers in PATCO Fare and Parking Gates

Mr. Rink stated that staff is seeking authorization to negotiate a contract with Cubic Transportation Systems, Inc. to purchase 111 Single Board Computers (SBCs) to replace the current SBCs in the PATCO Parking and Fare Gates in the amount of $294,155. He stated that the SBCs are the main memory and processing engine for gate devices. SBCs manage all functionality, including interfaces with the smart card module, alarm module, fare table, hot list and the auto-load lists. Mr. Rink stated that with the increased requirements mandated by the Payment Card Security Standards Council, it is necessary to provide protection on the AFC gate devices. Mr. Rink stated that this is a sole source contract.

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

Upgrade of Single Board Computers in PATCO Fare and Parking Gates

Benjamin Franklin Bridge Track Rehabilitation

Mr. Venuto stated that the track rehabilitation over the Ben Franklin Bridge is a significant project for Authority which has been delayed. Mr. Venuto stated that this Summary Statement and Resolution is based on the discussion with the O&M Committee in April. It is recommended that the project utilize extended weekend track outages and a continuous eight week single track outage for each track to expedite the construction work. This will allow major track work to be completed in the first year of construction. The overall project will be two and a half years. Mr. Venuto stated that there will be some delays with PATCO operations due to the track usage. He also stated that in accordance with DRPA resolutions, this project will utilize the Project Labor Agreement consistent with the one currently being used on the Walt Whitman Bridge re-decking project.

Mr. Matheussen first commented that in addition to this proposed Resolution, the Board has taken additional steps through other Resolutions for interim repairs to the Bridge. Second, pursuant to the Biennial Bridge Inspection, professional engineers continue to monitor the tracks and structure.

Mr. Matheussen stated that during the planning phase of track outages, Tim Ireland will keep the public informed and suggest that they may need to allow additional travel time for the duration of the outages. Mr. Matheussen indicated that with these track outage plans, there will be blocks of time when there will be gaps in service. Mr. Venuto stated that this project will contain contractor incentives to expedite the work. These incentive clauses worked well for us on the WWB project.

When asked about the tentative schedule for this project, Mr. Matheussen advised that full Board action on this Resolution would occur on May 15th. Mr. Venuto added that the expectation is that bids would be due on June 20, 2013, and O&M/Board contract approval requests would be expected in July 2013.

To allow for additional time for the bid evaluation by the engineering department, the Operations and Maintenance July meeting was rescheduled for July 10th at 8 am. Commissioner Reilly stated that he would move the Labor Committee meeting originally scheduled for July 10th to July 9th. Mr. Matheussen stated that the Corporate Secretary's Office has much to prepare before the Board meeting scheduled for July 17th.

Chairman Sasso stated that good progress has been made.

Commissioner Sweeney recused himself from voting.

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

Benjamin Franklin Bridge Track Rehabilitation

Chairman Sasso asked Chief Stief to comment on the transition of the new Camden County Metro Division. Chief Stief stated that he had met with Chief Thompson and as of today, Camden has 260 more officers. He stated that we have good working relationship with them and he does not foresee any issues with the new department.

General Discussion – Non-Voting Items

PATCO Tunnel Infrared Camera Project

Mr. Matheussen stated that he wished to advise the committee that he had signed an emergency contract for additional funding of an IT project. Initial funding for the project included approximately $1 million in grant funds which were set to expire this month. For unforeseen reasons, the project had been delayed and the work could not be completed during the time, at the cost, or within the scope of the project thereby requiring an amendment to the contract. The cost of the amendment is approximately $25,000, and will use capital dollars transferred from another project. Mr. Matheussen said that this situation was realized last week, and required cooperation and review by IS, Operations, Finance and General Counsel. Because this was an operations emergency, John Matheussen received approval from the Chair and Vice-Chair.

Mr. Korsen stated that the work will be completed during the term of the contract extension and Schneider Electric will submit invoices in a timely fashion to ensure that there will be no lost funds on the grant.

Mr. Korsen also discussed the bylaws and the relevant provisions concerning change orders.

License Agreement for Route I-295/42/I-76 Direct Connection Advanced ITS Project

Mr. Venuto advised that staff is evaluating a proposal by NJDOT to install equipment on DRPA property by the WWB for their I-295/43/I-76 direct connection project. This equipment will assist them with their Intelligent Transportation System to evaluate travel times. We already have agreements the NJDOT for equipment at the BFB and CBB. Mr. Venuto stated that he will come back to the Operations and Maintenance Committee to present a potential license agreement.

Sector Delaware Bay Intelligent Radar Project Agreement

Mr. Venuto advised that the Pilots' Association has received a Port Security Grant. Their project would involve the installation of six radars along the river to track vessels. Three of these installations are being requested to be placed on DRPA bridges: CBB, WWB, BFB. Mr. Venuto stated that he will come back to the Operations and Maintenance Committee to present a potential agreement with the Pilots' Association for this project. Chief Stief's staff will be involved in the project and Engineering will be coordinating the efforts.

Change Order/Supplement Update

Contract No. PATCO-49-2011, Lindenwold Shop Annex Building

Mr. Venuto stated that the original contract amount was $8,231,000 with a Site Coordination & Condition amount of $250,000. We have utilized approximately $79k to date. This Change order will utilize $113,531 for four items. Mr. Venuto explained the DC Power System modifications, AC Circuit Breaker Installation, a reduction in contract Painting, and the necessity of a new overhead door. As there were questions concerning the overhead door, Mr. Venuto advised that he would provide further information to the Commissioners at a future Operations and Maintenance meeting.

Contract No. 18-C, Transit Car Overhaul Project

Mr. Venuto discussed two items concerning the transit car overhaul project – the Budd car hand brakes and Wabtec draft gear. Mr. Venuto stated that the transit car overhaul project is a $194M contract.

Mr. Viniski advised that there are two proposed changes pertaining to hand break replacement and the car yokes. Because the parts are no longer available as specified in our design, the contractor will now replace the Budd hand brakes with new Victor brakes on 74 cars. The amount of this item is $62,915.

Secondly, the contractor is seeking a change order for the yoke mechanism that physically connects the cars and allows for slack between the cars when coupled. There was a discussion with Commissioner Frattali and Messrs. Venuto and Viniski regarding these unforeseen issues. Commissioner Frattali inquired whether a comparison was done between refurbishing the PATCO cars and buying new cars, as he was concerned with the potential of cost overruns. Mr. Matheussen stated the Commissioner's message is "loud and clear" that staff will continue to pay close attention to Change Orders on this project.

Ferry Dry Docking

Mr. Venuto stated that the ferry dry docking project is complete and the ferry has passed the required Coast Guard inspection. The original contract amount was $190,000 with a site coordination and condition amount of $20,000. This change order represents a $6,400 net decrease to close out this contract. It included credits for two work items that were not utilized and an increased in for one unit price work item.

Spending Tracking

Mr. Venuto stated that the Authority's project spending for 2013 is $80M and at the end of March 2013 we are at $12M. He said that the Authority is 10% above where we expected to be at this time.

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

SUMMARY STATEMENT

ITEM NO. DRPA-13-058	**SUBJECT: Design Services for Benjamin Franklin Bridge 5th Street Philadelphia Vehicular Tunnel Rehabilitation**
COMMITTEE:	**Operations & Maintenance**
COMMITTEE MEETING DATE:	**May 1, 2013**
BOARD ACTION DATE:	**May 15, 2013**

PROPOSAL: **That the Board authorizes staff to negotiate an agreement with Remington & Vernick Engineers to provide Design, Bidding and Award, and Construction Support Services for the Benjamin Franklin Bridge 5th Street Philadelphia Vehicular Tunnel Rehabilitation Project.**

Amount:	**$128,834.00**
Consultant:	**Remington & Vernick Engineers**
Other Consultants:	**Johnson, Mirmiran & Thompson** **Parsons Brinckerhoff** **Gannett Fleming, Inc.**
Engineers Estimate:	**$178,026.00**

PURPOSE: **To engage a consulting engineering firm with the required experience to perform preliminary and final design activities for Benjamin Franklin Bridge 5th Street Philadelphia Vehicular Tunnel Rehabilitation.**

BACKGROUND: **As indicated by the most recent Biennial Inspection, various repairs have been recommended to the Benjamin Franklin Bridge 5th Street Philadelphia Vehicular Tunnel. The work to be completed under this Agreement will be the development of a final design package which will include the preliminary design report, plans, specifications, estimates, and a construction schedule with which the Authority may solicit bids from construction contractors to accomplish the proposed work.**

The Authority publicly advertised its intent to retain a consultant and invited interested firms to submit Statements of Qualifications. Seven (7) firms responded with Statements of Qualifications on March 1, 2012. Five (5) firms were deemed qualified and were sent a formal Request for

Proposal. A review committee of four (4) staff engineers evaluated the Proposals on the basis of Technical merit.

Remington & Vernick was one of the four recommended firms. Remington & Vernick's Project Manager has previous experience with rehabilitation projects and has been very responsive on past DRPA projects. The proposed team has many years of experience inspecting bridge repairs and rehabilitations similar to those required for this contract. Overall, the team assembled by Remington & Vernick was found to possess the necessary experience and qualifications to successfully complete the project.

Based on discussions with the Operations and Maintenance Committee and in accordance with the Delaware River Port Authority's qualification based selection procedure, the Price Proposal was evaluated against the Engineer's Estimate, project scope and that of other recommended firms. Based on this evaluation and subsequent negotiation, Remington & Vernick's price was determined to be fair and reasonable.

It is recommended that an engineering services agreement be negotiated with Remington & Vernick Engineers for the costs and associated fees not to exceed $128,834.00 to provide engineering services in accordance with the Request for Proposal.

SUMMARY:	Amount:	$128,834.00
	Source of Funds:	General Fund Subject to Reimbursement from Future Bond Proceeds
	Capital Project #:	BF1002
	Operating Budget:	N/A
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	Design Services, 6 months; Bidding and Award and Construction Support Services, approximately 36 months from issuance of Contractor Notice to Proceed
	Other Parties Involved:	N/A
	Estimated Number of Jobs Supported:	1

DRPA-13-058
Operations & Maintenance Committee: May 1, 2013
Board Date: May 15, 2013
Design Services for
Benjamin Franklin Bridge 5th Street Philadelphia
Vehicular Tunnel Rehabilitation

RESOLUTION

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority accepts the Proposal of Remington & Vernick Engineers to provide Design Services for the Benjamin Franklin Bridge Philadelphia 5th Street Vehicular Tunnel Rehabilitation project and that the proper officers of the Authority be and hereby are authorized to negotiate an Agreement with Remington & Vernick Engineers for an amount not to exceed $128,834.00, 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:**	**$128,834.00**
	Source of Funds:	**General Fund Subject to Reimbursement from Future Bond Proceeds**
	Capital Project #:	**BF1002**
	Operating Budget:	**N/A**
	Master Plan Status:	**N/A**
	Other Fund Sources:	**N/A**
	Duration of Contract:	**Design Services, 6 months; Bidding and Award and Construction Support Services, approximately 36 months from issuance of Contractor Notice to Proceed Six Months**
	Other Parties Involved:	**N/A**
	Estimated Number of Jobs Supported:	**1**

MEMORANDUM

DELAWARE RIVER PORT AUTHORITY
of Pennsylvania & New Jersey

TO: O&M Committee Members

FROM: Michael P. Venuto, Director of Engineering/Chief Engineer, Engineering

SUBJECT: Professional Service Selection for Benjamin Franklin Bridge 5th Street Philadelphia Vehicular Tunnel Rehabilitation
Technical Proposal Evaluation, Findings and Recommendation Report

DATE: May 1, 2013

The Request for Qualifications (RFQs), which was posted on the Authority's web-site, invited consultants to submit Statements of Qualifications (SOQs). Seven (7) firms submitted SOQs on March 1, 2012.

Policy 303a outlines the procedure for Request for Proposal selection of consultants by the Engineering Department. The SOQ evaluation serves as a method for developing a "short list" of firms to receive a Request for Proposal (RFP). The Review Committee evaluated the SOQ's and recommended soliciting Technical and sealed Price Proposals from the top ranked firms as listed below.

Gannett Fleming, Inc.
Hatch Mott McDonald
Johnson, Mirmiran & Thompson
Parsons Brinckerhoff
Remington & Vernick Engineers

The short listed firms were sent a RFP on July 5, 2012. The Technical Proposals and separate sealed Price Proposals were received on November 20, 2012 from Gannett Fleming, Inc., Johnson Mirmiran & Thompson, Parsons Brinckerhoff and Remington & Vernick Engineers. The Review Committee, consisting of four (4) staff engineers, reviewed and evaluated the Technical Proposals.

Remington & Vernick was one of the recommended firms. Remington & Vernick's Project Manager has previous experience with rehabilitation projects and has been very responsive on past DRPA projects. The proposed team has many years of experience inspecting bridge repairs and rehabilitations similar to those required for this contract. Overall, the team assembled by R&V found to possess the necessary experience and qualifications to successfully complete the project.

The Review Committee recommended that the Price Proposal be opened and negotiations commence using other recommended firm's Price Proposals and the Engineer's Estimate in the amount of $178,026.00, as a guide.

Below are the Technical Proposal rankings, proposed hours and fees of these firms, along with the Engineer's estimate of hours.

Rank	Firm	Hours	Original Price Proposal
	Engineer's Estimate	1,535	$178,026.00
1	Johnson, Mirmiran & Thompson	2,124	$199,966.96
2	Parsons Brinckerhoff	1,140	$204,159.49
3	Gannett Fleming, Inc.	1,198	$238,814.99
3	Remington & Vernick Engineers	1,018	$128,834.00

The Price Proposal from Remington & Vernick Engineers, dated November 19, 2012 was reviewed by Engineering Department staff, it was observed to be 27% lower than the Engineer's Estimate. Following discussions with the Operations and Maintenance Committee, it was determined that Remington & Vernick Engineers offered a competitive cost proposal and confirmed their intent to complete the work as required in the Request for Proposal and their submitted Technical Proposal. Based on the Review Committee's findings the Price Proposal of $128,834.00 has been determined to be fair and reasonable and therefore the committee recommends that an Engineering Services Agreement be issued to Remington & Vernick Engineers.

Based on a review of the Review Committee's evaluation and supporting documentation, I concur with the recommendation to engage Remington & Vernick Engineers of Haddonfield, NJ, in the amount of $128,834.00 for this Agreement.

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SUMMARY STATEMENT

ITEM NO.: DRPA-13-059

SUBJECT: Additional Hours Loss Control and Safety Service Hours to be provided by Aon

COMMITTEE: **Operations & Maintenance**

COMMITTEE MEETING DATE: **May 1, 2013**

BOARD ACTION DATE: **May 15, 2013**

PROPOSAL: **That the Board authorizes staff to increase the annual bank of loss control and safety services hours to be provided by Aon Risk Services Central's (Aon) for the Authority's construction projects, in an amount not-to-exceed 370 hours, at an hourly rate of $125. If approved, the value of the 370 hours shall not exceed $46,250.**

PURPOSE: **To increase the existing bank of hours for the loss control and safety services to be provided by Aon during the 2013 contract term.**

BACKGROUND: **On August 1, 2012, the Board authorized staff to appoint a vendor to provide Loss Control and Safety Services for the Authority's construction projects. The Board further authorized staff to enter into an agreement with Aon.**

Pursuant to DRPA-12-065, the DRPA entered into a two-year agreement with Aon, effective August 16, 2012. The agreement provides an option for a third year, unilaterally exercisable by the DRPA at its sole discretion. The agreement provides for an annual bank of hours not-to-exceed 1,400, at a rate of $125 per hour. The annual fixed service fee per year was not to exceed $175,000 per year, and $250,000 for the two-year contract term.

The Agreement also provides that all work product and deliverables developed by Aon shall become the sole property of the Authority.

As of March 31, 2013, the number of hours expended by Aon for the loss control safety services is 965.89. During the Agreement term, Aon has conducted numerous site visits, reviewed safety plans, investigated incidents, attended pre-bid- pre-proposal, pre-construction, kick-off, progress meetings, safety meetings and a Quarterly Claims Review meeting. This leaves a balance of 431.11 hours left until the expiration date of the initial term of the agreement, which is August 16, 2014.

SUMMARY STATEMENT
O&M Committee 5/15/2013

Additional Hours Loss Control and Safety Service Hours to be provided by Aon

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Aon and DRPA engineering have requested that Aon progress and safety meetings on a regular basis, which will consume additional hours. In addition, staff expects increased site inspection activity on various projects including, but not limited to, the WWB Redecking and Dehumidification Projects, ongoing BFB inspection repairs, and the PATCO Radio System Upgrade, among other projects.

Staff recommends that the annual bank of hours for contract term August 16, 2012-August 16, 2013 be increased by an amount not to exceed 370 hours ($46,250).

SUMMARY:	**Amount:**	**n-t-e 370 hours for Agreement term 8/16/2012-8/16/2013, in a n-t-e amount of $46,250 for Loss Control and Safety Services**
	Source of Funds:	**Revenue Fund and General Fund (PATCO portion)**
	Capital Project #:	**N/A**
	Operating Budget:	**DRPA Risk Mgt. C/E #8** **PATCO Admin. C/E Insurance & Claims**
	Master Plan Status:	**N/A**
	Other Fund Sources:	**N/A**
	Duration of Contract:	**N/A**
	Other Parties Involved:	**Aon Risk Services Central**

DRPA-13-059
Operations & Maintenance Committee: May 1, 2013
Board Date: May 15, 2013
Additional Hours Loss Hours Loss Control and
Safety Service Hours to be provided by Aon

RESOLUTION

RESOLVED: That the Board authorizes staff to increase the hourly Loss Control and Safety Services under the agreement with Aon for an amount not-to-exceed 370 hours, at an hourly rate of $125 (n-t-e $46, 250) for the 8/16/2012-8/16/2013; 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:**	**n-t-e additional 370 hours for Agreement term 012-8/16/2013, in a n-t-e amount of $46,250 for Loss Control and Safety Services**
	Source of Funds:	**Revenue Fund and General Fund (PATCO portion)**
	Capital Project #:	**N/A**
	Operating Budget:	**DRPA Risk Mgt. C/E #8** **PATCO Admin. C/E Insurance & Claims**
	Master Plan Status:	**N/A**
	Other Fund Sources:	**N/A**
	Duration of Contract:	**N/A**
	Other Parties Involved:	**Aon Risk Services Central**

SUMMARY STATEMENT

ITEM NO: DRPA-13-060	**SUBJECT: Vegetation Management and Weed Control Services**
COMMITTEE:	**Operations and Maintenance**
COMMITTEE MEETING DATE:	**May 1, 2013**
BOARD ACTION DATE:	**May 15, 2013**

PROPOSAL: That the Board authorize DRPA staff to enter into a two (2) year contract with Weeds, Inc. of Aston, PA. for Vegetation Management and Weed Control Services.

Amount:	**$117,600.00**	
Contractor:	**Weeds, Inc.**	
Other Bidders	**JC Ehrlich Co., Inc.** **Reading, PA**	**$119,978.00**
	Pest Free Maintenance **Philadelphia, PA**	**$136,896.00**
	Integrated Vegetation **Newark, DE**	**No Bid (does not supply product or service**

PURPOSE: To provide Vegetation Management and Weed Control services for the Ben Franklin Bridge, Commodore Barry Bridge, Walt Whitman Bridge, Betsy Ross Bridge and the PATCO High Speed Rail Line.

BACKGROUND: An invitation to bid was posted on DRPA's website on March 27, 2013, and issued to thirteen (13) firms on March 27, 2013. Four (4) bids were received and publicly opened on April 16, 2013.

Weeds, Inc. has been in business since 1966 with an experienced staff of technicians and applicators. Weeds, Inc. is headquartered in Aston, Pa with regional offices in Pennsylvania, Ohio and Illinois.

The lowest responsive responsible bid was submitted by Weeds, Inc. in the amount of $117,600.00. Therefore, staff recommends that the contract be awarded to Weeds, Inc.

SUMMARY:	**Amount:**	**$117,600.00**
	Source of Funds:	**Operating Budget - Revenue Fund**
	Capital Project #:	**N/A**
	Operating Budget:	**$117,600.00**
	Master Plan Status:	**N/A**
	Other Fund Sources:	**N/A**
	Duration of Contract:	**Two (2) years**
	Other Parties Involved:	**N/A**

DRPA-13-060
Operations & Maintenance Committee: May 1, 2013
Board Date: May 15, 2013
Vegetation Management and Weed Control Services

RESOLUTION

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority authorize DRPA staff to negotiate a two (2) contract with Weeds, Inc. of Aston, Pennsylvania to provide Vegetation Management and Weed Control Services to all DRPA Bridges and PATCO High Speed Rail Line.

RESOLVED: The Chair, Vice Chair and the Chief Executive Officer 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:	$117,600.00
Source of Funds:	Operating Budget - Revenue Fund
Capital Project #:	N/A
Operating Budget:	$117,600.00
Master Plan Status:	N/A
Other Fund Sources:	N/A
Duration of Contract:	Two (2) Years
Other Parties Involved:	N/A

SUMMARY STATEMENT

ITEM NO.: DRPA-13-061

SUBJECT: Purchase of Public Safety In-Car Mobile Video Recorders (MVR)

COMMITTEE: **Operations & Maintenance**

COMMITTEE MEETING DATE: **May 1, 2013**

BOARD ACTION DATE: **May 15, 2013**

PROPOSAL: **That the Board authorizes staff to negotiate an agreement with <u>Computech International, Great Neck, NY</u>; for the purchase of WatchGuard™ Public Safety In-Car Mobile Video Recorders (MVR) described below. The MVR will be used in both the DRPA and PATCO Public Safety Patrol vehicles. The In-Car video will upload wirelessly to the DRPA network which will be appropriately protected. GSA Contract #GS-35F-0186P covers the items by Computech International, Great Neck, NY proposed for <u>$343,987.50</u>.**

Amount: **<u>$343,987.50</u>**

Design/Builder: **Computech International**
525 northern Blvd.
Great Neck, NY 11021

Other Proposers: **N/A – GSA Contract #GS-35F-0186P**

PURPOSE: **To install Digital In-Car Video units into the patrol vehicles used by public safety at DRPA Bridges and along the PATCO Hi-Speed Line. To ensure continuing provisions of police/security service on behalf of DRPA, PATCO and its fare payers while enhancing security, safety and streamlining productivity and staffing.**

BACKGROUND: **New technology video cameras performs with little hands on operation and provides for reliable quality video and audio submissions to internal DRPA Staff, County, State and Federal agencies. Built-in automatic operations automatically operate the video and audio system as well as performing automated uploads of the video data to the DRPA storage server. Providing for easy search and retrieval by members of the Police Records and Support Unit. Maintaining proper retention of video and audio records meeting appropriate standards. Reduces time for all divisions of public safety to process arrests and investigations. Provides undisputable documentation of DRPA Police actions. Increasing audit**

divisions of public safety to process arrests and investigations. Provides undisputable documentation of DRPA Police actions. Increasing audit by showing unit locations on mapping during the video recall at regular intervals. The WatchGuard™ Video system is the only video system recording in both hi-definition and standard-definition formats.

The current Bridge and Transit fixed video hardware and systems were not designed to acquire video of police officers' actions and as a result produces poor quality video of an actual encounter between DRPA officers and the public. The combination of powerful software, hi-speed networks, large storage banks using DRPA's network enables officers to have a reliable and undisputable record of the pre-event recorded loop and their entire encounter. Internal investigations to alleged complaints are quickly settled with an MVR review. These videos are an industry standard being requested by attorneys and prosecutors; they are the officers original notebook. The Camden County Prosecutors office mandates that all criminal encounters captured on video by police officers is to be held as evidence and provided with the case submittals. The NJ Attorney General's officer mandates that the officer's original notes are to be included with all criminal cases and domestic violence cases.

The WatchGuard™ video produced is redundantly saved in the vehicle and stored redundantly on the DRPA network. The required funds are listed in the year 2013 capital budget as "Project # TE-1305 MVR." The cost of the total system is the approved amount of $352,000.00. The Computech International portion is $343,987.50 which is all offered under GSA Contract #GS-35F-0186P.

SUMMARY:		
	Amount:	$343,987.50
	Source of Funds:	General Fund
	Capital Project #:	Project # TE-1305 MVR
	Operating Budget:	N/A
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	N/A
	Other Parties Involved:	N/A
	Estimated Number of Jobs Supported:	160 Internally / 25 Externally

DRPA-13-061
Operations & Maintenance Committee: May 1, 2013
Board Date: May 15, 2013
Purchase of Public Safety In-Car Mobile Video Recorders (MVR)

RESOLUTION

RESOLVED: That the Board authorizes that the proper officers of the Delaware River Port Authority are hereby authorized to negotiate a contract to purchase, through Computech International, Great Neck, NY, Purchase of WatchGuard™ Public Safety In-Car Mobile Video Recorders (MVR) for a total cost not to exceed $343,987.50; 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 and/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:	$343,987.50
	Source of Funds:	General Fund
	Capital Project #:	Project # TE-1305 MVR
	Operating Budget:	N/A
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	N/A
	Other Parties Involved:	N/A
	Estimated Number of Jobs Supported:	160 Internally / 25 Externally

SUMMARY STATEMENT

ITEM NO: DRPA-13-062

SUBJECT: BFB Track Rehabilitation Project

COMMITTEE: Operations and Maintenance

COMMITTEE MEETING DATE: May 1, 2013

BOARD ACTION DATE: May 15, 2013

PROPOSAL: That the Board authorize DRPA staff to revise the current bid packet for Contract No. 21-E and the proposed project labor agreement for the Ben Franklin Bridge Track Rehabilitation Project.

PURPOSE: The work to be completed under Contract No. 21-E consists of replacing the railroad systems and related structural and site repairs necessary to maintain the PATCO system across the Benjamin Franklin Bridge in good repair. The track structure includes open deck construction on the approach and suspension spans and direct fixation construction on the Philadelphia approach and Philadelphia and Camden bridge anchorages. PATCO railroad systems include a contact-rail supplied DC traction power system, a signaling and train control system and a communications system and their associated power supply and transmission systems. The PATCO structure includes a suspended span and, on both the Philadelphia and Camden sides, a concrete abutment section, a pier-supported "approach" section and a concrete-and-steel anchorage section

BACKGROUND: As recommended by our design Consultant, the project will utilize extended weekend track outages and a continuous eight week single track outage for each track to expedite the construction work. This will provide for a significant savings in overall construction costs. The continuous single track outage will mainly be used for the top side timber deck, stringer replacement / rehabilitation and rail systems project elements. The design Consultant will revise current plans and specifications under a previously board approved contract modification. The revised contract documents will be issued and a final bid date established by the issuance of a contract Bulletin. Upon receipt of bids and following a bid evaluation, the construction contract will be presented to the O&M Committee for authorization. This will be followed by a presentation to the full Board for authorization. In accordance with DRPA Resolution 09-094, this project will utilize a Project labor Agreement, the content and terms consistent with the Project labor Agreement currently being used on the Walt Whitman

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

DRPA-13-062
Operations & Maintenance Committee: May 1, 2013
Board Date: May, 15, 2013
BFB Track Rehabilitation Project

RESOLUTION

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority authorize DRPA staff to revise the current bid packet for Contract 21-E and the proposed project labor agreement consistent with summary statement attached hereto.

RESOLVED: The Chair, Vice Chair and the Chief Executive Officer 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:	N/A
Source of Funds:	Capital Funds
Capital Project #:	N/A
Operating Budget:	N/A
Master Plan Status:	N/A
Other Fund Sources:	N/A
Duration of Contract:	
Other Parties Involved:	N/A

Delaware River Port Authority
Finance Committee Meeting Minutes
May 1, 2013

Committee Members:
Jeffrey Nash (Committee Chair)
William Sasso, Esquire
E. Frank DiAntonio
John Lisko (McCord) (via telephone)
Walter D'Alessio
Joanna Cruz
Denise Mason
Charles Fentress

Others Present:
Peter Simon, Assistant Counsel, NJ Gov. Authorities Unit
Kevin Schmidt, Esquire, Deputy Chief of Staff, Governor Corbett's Office
John Matheussen, Chief Executive Officer
Michael Conallen, Deputy Chief Executive Officer
John Hanson, Chief Financial Officer
Danielle McNichol, General Counsel and Corporate Secretary
Kristen K. Mayock, Deputy General Counsel
Toni Brown, Chief Administrative Officer
Tim Pulte, Chief Operating Officer (via telephone)
John Rink, PATCO General Manager
Tom Raftery, Inspector General
Tim Ireland, Director of Communications
James White, Director of Finance
Kevin LaMarca, Director, IS
Jesse Graziani, Toll Manager, BFB/BRB
Tom Knetz, Systems Administrator, IS
Fran DiCicco, Administrative Coordinator
Sheila Milner, Administrative Coordinator
Elizabeth McGee, Administrative Secretary
Christopher Gibson, Archer & Greiner, NJ Counsel
Joe Quigley

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

Parking at OPC Under Benjamin Franklin Bridge

Mr. Matheussen advised the Board that originally Camden Parking Authority requested parking for the general public under the Ben Franklin Bridge, and in the One Port Center (OPC) secured parking lot for three events in June. With Cirque du Soleil taking up much of the parking space for the tents for the circus, the City is looking for additional places to park. With the ongoing construction projects at the Ben Franklin Bridge, the Authority is unable to accommodate that portion of the request. Concerns were also raised with the use of OPC parking, with incidents of bottles and other items being thrown from the parking garage into the OPC parking lot and broken glass being left for our employees to encounter on the following Monday. To reduce tailgating concerns, Mr. Matheussen suggested that OPC parking be used for Susquehanna Bank Center employees only and not be used as a public lot. Susquehanna Bank Center would have to sign an indemnification agreement and provide certificates of insurance, with the Authority as an additional named insured.

Ms. McNichol inquired whether the entity requesting the use of the lots is a for-profit organization.

Mr. Matheussen stated that the Susquehanna Bank Center is a for-profit organization and there should be reimbursement to the Authority.

Commissioner D'Alessio inquired whether the Parking Authority will provide security.

Mr. Matheussen was not sure whether there would be additional security for the OPC lot, as proposed.

Mr. Pulte advised the Board that Ms. McNichol and Mr. Pulte were meeting with the Executive Director of the Parking Authority to discuss their request and get a better understanding of the Parking Authority's request.

Ms. McNichol stated that if there was a decision to be reached by the Authority, the request can be on the Agenda as New Business at the next Board Meeting.

Mr. Matheussen advised that Chairman Simon had inquired of him prior to the meeting of PATCO's marketing for the riverfront activities, as well as use of Transit Ambassadors for assistance to PATCO riders. Mr. Matheussen continued PATCO's participation in marketing to get people to and from the Waterfront using PATCO transit, the River Line and the Ferry. Mr. Rink also stated that the Transit Ambassadors would be in place to assist riders get to and from the waterfront safely.

Mr. Matheussen indicated that PATCO is participating in the marketing and will update the full Board at the May 15th Board meeting.

Financial Update

Mr. Hanson stated that as of the committee meeting, the traffic and revenue numbers were not available for February. PATCO ridership for March 2013 was down against 2012 numbers, with traffic numbers also down in 2013 against comparable 2012 numbers. PATCO revenues are just about on budget. Mr. Hanson reviewed his financial report, a copy is attached hereto for reference. Mr. Hanson advised that the project fund is currently at zero with the capital projects fund obligated to reimburse the general fund $55M from the new revenue bond issue. The Authority is spending approximately $5.8M per month. The debt profile remains unchanged since the beginning of the year. Mr. Hanson continued that the Revenue Bonds, which fund the core mission of the Authority, is 84% of the debt and PDP bonds which were used for economic development are about $165M of the outstanding debt. The mark-to-market value of the outstanding swaps is $225M. This is the cost to cash settle and terminate.

General Fund Strategy

Mr. Hanson stated that at this point we have $272M in the general fund. For next steps, Mr. Hanson advised that we will need to finalize the OPEB contribution, the amount of our pay-as-you-go capital fund and determine the appropriate amount of resources to remain in the general fund. We have completed the first piece of the Letter of Credit replacement and are working on the second piece, using the same Letter of Credit providers. The Authority is now working to assemble the bond team for the new money bond issue. The audited financials should be completed by June 30th. It is expected that a draft traffic study will be provided in the next two weeks, as required for the bond.

Chairman Sasso inquired about our proposed investment strategy for the new bond funding.

Mr. Hanson advised that after the new money bond deal is done, finance will begin working on an RFP for Investment advisors. He added that our existing Financial Advisors may wish to bid on the work, so we will need to seek other consultants to help with developing the RFP.

Cisco Smart-Net Maintenance Agreement

Mr. LaMarca stated that staff is seeking authorization to negotiate a one year contract with ePlus Technology, Inc. for an amount not to exceed $170,158.51 for the renewal of the Cisco SMARTnet maintenance agreement. Mr. LaMarca continued that this purchase is under the State of New Jersey WSCA Contract #M-70. This contract will provide the Authority with hardware and software maintenance for all the network devices.

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

Cisco Smart-Net Maintenance Agreement

Toll Equipment Upgrades

Mr. LaMarca stated that staff is seeking authorization to enter into a contract with TransCore LP to provide installation and integration services for new in-lane toll equipment in an amount of

$195,614. Mr. LaMarca stated that this contract will provide for upgrades of the equipment in support of the toll operations.

Toll Touch Screen Upgrades

Mr. LaMarca stated that staff is seeking authorization to enter into a contract with HMW Enterprises, Inc. to provide new toll touch screens in the amount of $194,750. He stated that this contract will provide for upgrades of the equipment in support of toll operations. Mr. LaMarca continued that the services will include the purchase of the new touch screens and all modification and configuration required to ensure that the touch screens will function in the toll lanes.

On motion duly made and seconded, the following two Resolutions were approved and are recommended to the Board for adoption:

Toll Equipment Upgrades
Toll Touch Screen Upgrades

Temporary Clerical, Administrative, Financial and Custodial Workers

Ms. Brown stated that staff is seeking authorization to negotiate a contract with four staffing firms for three years in the amount not to exceed $540,000. The firms are Accounting Principals, Accountants for You & Office Staff for You, Perry Resources, and TS Staffing Services, Inc. for the use of temporary clerical, administrative, financial and custodial workers.

Mr. Korsen stated that the total amount of the contract is $540,000. It was determined that spending would be allocated as $180,000 per year for a term of three years for each party to the RFP. That cumulative total for the general services contract over the three year term will not exceed $540,000. Mr. Korsen noted that 28 positions are covered under this RFP. Mr. Korsen advised that each of the parties is aware that we are not committing to give them any specific work. Rather, it is the obligation of the firm to supply qualified individuals per questions of the commissioners and upon their request.

Ms. McNichol advised that the Summary Statement & Resolution will be amended to address the Board members' concerns.

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

Temporary Clerical, Administrative, Financial and Custodial Workers

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

CONSULTATIVE AND DELIBERATIVE WORKPAPERS

DRPA Unaudited Financial Summary

As of April 30, 2013

2013 YTD (Unaudited)

Total DRPA Traffic/PATCO Ridership and Revenue

YEAR-TO-YEAR COMPARISON

2013 YTD thru 2/28/13	2012 Actual	2013 Actual	Year-to-Year Change	% Change
DRPA Traffic	7,361,526	7,098,658	$ (262,868)	-3.57%
DRPA Toll Revenues	$ 44,871,658	$ 43,837,356	$ (1,034,302)	-2.31%
Average Toll	$ 6.0954	$ 6.1754	$ 0.0800	1.31%

Note: 2012 had an extra day in February.

2013 YTD thru 3/31/13	2012 Actual	2013 Actual	Year-to-Year Change	% Change
PATCO Ridership	2,719,165	2,613,224	(105,941)	-3.90%
PATCO Revenues	$ 7,059,585	$ 6,669,171	$ (390,414)	-5.53%
	$ 2.3973	$ 2.3979	$ 0.0006	0.03%

Note: 2012 had an extra day in February.

BUDGET VS. ACTUAL

2013 YTD thru 2/28/13	2013 Budget	2013 YTD Actuals	(Under) / Over Budget	% Under/Over Budget
DRPA Traffic	7,163,454	7,098,658	(64,796)	-0.90%
DRPA Toll Revenues	$ 43,292,852	$ 43,837,356	$ 544,504	1.26%

2013 YTD thru 3/31/13	2013 Budget	2013 YTD Actuals	Over Budget	% Over Budget
PATCO Ridership	2,590,226	2,613,224	22,998	0.89%
PATCO Revenues	$ 6,656,377	$ 6,669,171	$ 12,794	0.19%

OPERATING EXPENSES: Budget vs. Estimated Actuals - 2013 YTD Unaudited Actuals

2013 YTD thru 3/31/13	2013 Budget	2013 Actual	(Under) Budget	% Under Budget
DRPA Budget	$ 21,102,000	$18,211,269	$ (2,890,731)	-13.70%
PATCO Budget	$ 11,666,136	$ 10,365,209	$ (1,300,927)	-11.15%
Total	$ 32,768,136	$ 28,576,478	$ (4,191,658)	-12.79%

Total Capital Expenditures - 2011 thru 2013 YTD (in millions)

Funding Source	2011 Actual	2012 Actual*	Year-to-Year Change	2013 YTD
Project Fund Drawdowns	$ 70.2	$ 59.0	$ (11.2)	N/A
Economic Development Funds Used	$ -	$ 9.4	$ 9.4	N/A
General Fund	$ -	$ 33.8	$ 33.8	$ 21.2
Total Capital Expenditures - Major Projects	$ 70.2	$ 102.2	$ 32.0	$ 21.2

Project Fund Balance - April 30, 2013

$0.00 million

*Project fund consists of proceeds from the July 2010 revenue bond offering. As of August 31, 2012 these funds have been exhausted and DRPA Capital projects are being funded by DRPA General Fund. Note these General Fund expenditures are subject to reimbursement per the Board's Resolution #12-051 (Reimbursement of Expenditures Resolution), upon receipt of proceeds from a new revenue bond issue.

Estimated General Fund Balance - March 31, 2013

Estimated Current Balance (rev.)	$ 272.8	million (after funding of capital projects)
Est. Change from previous month	$ -	million

Estimated General Fund Balance - April 30, 2013

Amount of General Fund Used for Major 2012/2013 Capital Projects	$ 55.0	million (amount to be reimbursed to GF)
Est. Change from previous month	$ 5.8	million

CONSULTATIVE AND DELIBERATIVE WORKPAPERS

DRPA Unaudited Financial Summary

As of April 30, 2013

TOTAL DRPA BOND DEBT

(in thousands of dollars)

Outstanding Bond Issues	04/30/13	12/31/12	Principal Maturing, Redeemed or Refunded in 2013*	
2008 Rev. Refunding Bonds	304,510	320,355	(15,845)	Variable Rate Bonds
2010 Rev. Refunding Bonds	350,000	350,000	0	Variable Rate Bonds
2010 Revenue Bonds	308,375	308,375	0	Fixed Rate Bonds
Total Senior (Revenue) Bonds	$ 962,885	$ 978,730	$ (15,845)	
1998A&B Port District Project Bonds	0	0	0	Fixed Rate Bonds
1999A Port District Project Bonds	31,080	34,250	(3,170)	Fixed Rate Bonds
1999B Port District Project Bonds	0	0	0	Fixed Rate Bonds
2001A Port District Project Bonds	0	0	0	Fixed Rate Bonds
2001B Port District Project Bonds	0	0	0	Fixed Rate Bonds
2012 Port District Project Refunding Bonds	153,030	153,030	0	Fixed Rate Bonds
Total Subordinated Bonds	$ 184,110	$ 187,280	$ (3,170)	
Total Debt Outstanding	$ 1,146,995	$ 1,166,010	$ (19,015)	

*During 2012 DRPA debt was reduced by $184+ million. $45.2 million matured on January 1, 2012, $95.7 mil. early redeemed (April), $43.7 mil. repaid in December thru refunding. Refunded debt of $153.0 million issued December.

Total Bond Debt By Type- 4/30/2013 (in thousands)

	Principal Outstanding	% of Total	
Fixed Rate Bonds	$ 492,485	42.9%	
Variable Rate Bonds	654,510	57.1%	
Total Debt	$ 1,146,995	100.0%	
			Bond Ratings (Moody's/S&P)
Revenue Bonds	$ 962,885	83.9%	A3 stable/ A- positive
PDP Bonds	184,110	16.1%	Baa3 stable / BBB- positive
Total Debt	$ 1,146,995	100.0%	

Letter of Credit O/S		Principal Outstanding	Letter of Credit Banks	Principal Outstanding	OLD LOC Banks
2008 Rev. Refunding Bonds	Series A	$ 304,510	Bank of America	$ 144,240	
	Series B		TD Bank	160,270	
2010 Rev. Refunding Bonds	Series A	350,000	Royal Bank of Canda	$ 150,000	Bank of America
	Series B		Barclay's Bank	150,000	JP Morgan
	Series C		Bank of New York Mellon	50,000	PNC
Total Variable Debt		$ 654,510		$ 654,510	

Update on Key 2013 Finance Plan Actions:

1. LOC restructuring for 2010 Revenue Refunding Bonds closed on March 21, 2013. 3 New LOC providers.
2. 2008 Revenue Bond LOCs in progress. Retaining TD Bank and Bank of America.
3. Traffic Study in progress - Expect draft report mid-May.

Total Swap Valuation - 12/31/2012 (in millions)

Notional Amount-Active Swaps	MTM Value	Change from 12/31/11
$ 695	($225)	$15

SUMMARY STATEMENT

ITEM NO.: DRPA-13-063

SUBJECT: Cisco SMARTnet Maintenance Agreement

COMMITTEE: Finance

COMMITTEE MEETING DATE: May 1, 2013

BOARD ACTION DATE: May 15, 2013

PROPOSAL: That the Board authorizes staff to negotiate a 1 year contract with ePlus Technology, Inc. for an amount not to exceed $170,158.51 for the renewal of our Cisco SMARTnet maintenance agreement. This purchase is provided with pricing under the State of New Jersey WSCA Contract #M-7000.

PURPOSE: To provide the Delaware River Port Authority with hardware and software maintenance for all of our network devices.

BACKGROUND: In order to increase performance and availability of our critical network devices it is necessary to enter into an agreement with ePlus Technology for Cisco SMARTnet services. This agreement provides the DRPA with comprehensive, consistent hardware and software services. It allows us to work with Cisco services engineers to deliver onsite hardware support and over-the-phone software support around the clock 365 days per year. With these services we improve our network uptime with responsive hardware and software services with a 24x7 availability. Other services include the following:

- Rapid problem resolution
- 24-hour business continuity
- Improved operational efficiency through a combination of expert technical assistance, online tools, and device coverage
- Hardware replacement services
- Software update services
- Incident and problem management

SUMMARY STATEMENT (2) **Cisco SMARTnet Maintenance Agreement**
Finance 5/15/2013

Staff therefore recommends negotiating a contract with ePlus Technology, Inc. for an amount not to exceed $170,158.51 for the renewal of our Cisco SMARTnet maintenance agreement.

SUMMARY:

Amount:	**$170,158.51**
Source of Funds:	**Revenue Fund**
Capital Project #:	**N/A**
Operating Budget:	**2013 DRPA CE6 – Repairs and Maintenance 2013 PATCO 212 – Data Comm.**
Master Plan Status:	**N/A**
Other Fund Sources:	**N/A**
Duration of Contract:	**June 30, 2013 through June 29, 2014**
Other Parties Involved:	**N/A**

DRPA-13-063
Finance Committee: May 1, 2013
Board Date: May 15, 2013
Cisco SMARTnet Maintenance Agreement

RESOLUTION

RESOLVED: That the Board authorizes staff to negotiate a 1 year contract with ePlus Technology, Inc. for an amount not to exceed $170,158.51 for the renewal of our Cisco SMARTnet maintenance agreement. This purchase is provided with pricing under the State of New Jersey State WSCA Contract #M-7000.

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:**	**$170,158.51**
	Source of Funds: Revenue Fund	
	Capital Project #:	**N/A**
	Operating Budget:	**2013 DRPA CE6 – Repairs and Maintenance** **2013 PATCO 212 – Data Comm.**
	Master Plan Status:	**N/A**
	Other Fund Sources:	**N/A**
	Duration of Contract:	**June 30, 2013 through June 29, 2014**
	Other Parties Involved:	**N/A**

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Information Services

SUMMARY STATEMENT

ITEM NO.: DRPA-13-064	**SUBJECT: Toll Touch Screen Upgrades**
COMMITTEE:	**Finance**
COMMITTEE MEETING DATE:	**May 1, 2013**
BOARD ACTION DATE:	**May 15, 2013**

PROPOSAL: That the Board authorizes staff to enter into a contract with HMW Enterprises, Inc. of Waynesboro, PA to provide new toll touch screens at a cost of $194,750.00.

PURPOSE: To provide for upgrades of the equipment in support of our toll operations. The services include the purchase of the new touch screens and all modification and configuration required to ensure that the touch screens will function in our toll lanes.

BACKGROUND: The Delaware River Port Authority (DRPA) Toll Collection System (TCS) consists of hardware and software that has been field proven over many years and designed to allow toll collection using both manual and IAG-compatible Electronic Toll Collection (ETC) methods, providing reliability, accuracy, maintainability, and ease of use. TransCore designed and installed DRPA's TCS and has been supporting, maintaining and upgrading the TCS since 1999. TransCore is currently under a maintenance contract to continue to support the ongoing system performance and functionality.

In August of 2011 TransCore completed an engineering study that evaluated the limitations of the current toll collection system installed at the bridges. Several lane peripherals that exist from the original install in 1999 are beginning to reach or have already reached end-of-life limitations. Much of this hardware has aged to a point where there is no longer support from the manufacturer for repair or replacement of the parts.

In general, most of the equipment in the TCS is serviceable and parts are available when needed. However, there are a few specific areas where immediate attention is critical in order for DRPA to maintain successful long term operation of its toll functions. These critical items are banner light curtains, touch screens, receipt printers, variable message signs, revenue market treadles and frames, and DVAS servers. Some equipment will be replaced with alternatives, such as state of the art overhead scanners to replace the light curtains.

This equipment is part of a project with items included in separate resolutions for the May 15th DRPA Consideration of Pending Contracts valued between $25,000 - $100,000 listing for Board approval as well as an additional Summary Statement and Resolution, in accordance with established purchasing protocol. The requested toll touch screen purchase is sole source because the product is sold direct through HMW, not through vendor distribution. The funds requested in this Summary Statement and Resolution are for Toll Touch Screens only.

Staff therefore recommends negotiating a contract with HMW Enterprises, Inc. to provide new toll touch screens for an amount not to exceed, $194,750.00.

SUMMARY:	Amount:	$194,750.00
	Source of Funds:	General Fund
	Capital Project #:	TE1301
	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-13-064
Finance Committee: May 1, 2013
Board Date: May 15, 2013
Toll Touch Screen Upgrades

RESOLUTION

RESOLVED: That the Board authorizes staff to negotiate a contract with HMW Enterprises, Inc. to provide new toll touch screens for an amount not to exceed $194,750.00.

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:	$194,750.00
Source of Funds:	General Fund
Capital Project #:	TE1301
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-13-065 **SUBJECT: Toll Equipment Upgrades**

COMMITTEE: **Finance**

COMMITTEE MEETING DATE: **May 1, 2013**

BOARD ACTION DATE: **May 15, 2013**

PROPOSAL: **That the Board authorizes staff to enter into a contract with TransCore LP to provide installation and integration services for new in-lane toll equipment at a cost of $195,614.00.**

PURPOSE: **To provide for upgrades of the equipment in support of our toll operations. The services include prototyping, testing, integration and installation services for new media converters, receipt printers, touchscreens, and scanners. The services also include an upgrade to our existing Digital Video Audit System (DVAS). TransCore will ensure that all new components are interoperable.**

BACKGROUND: **The Delaware River Port Authority (DRPA) Toll Collection System (TCS) consists of hardware and software that has been field proven over many years and designed to allow toll collection using both manual and IAG-compatible Electronic Toll Collection (ETC) methods, providing reliability, accuracy, maintainability, and ease of use. TransCore designed and installed DRPA's TCS and has been supporting, maintaining and upgrading the TCS since 1999. TransCore is currently under a maintenance contract to continue to support the ongoing system performance and functionality.**

In August of 2011 TransCore completed an engineering study that evaluated the limitations of the current toll collection system installed at the bridges. Several lane peripherals that exist from the original install in 1999 are beginning to reach or have already reached end-of-life limitations. Much of this hardware has aged to a point where there is no longer support from the manufacturer for repair or replacement of the parts.

In general, most of the equipment in the TCS is serviceable and parts are available when needed. However, there are a few specific areas where immediate attention is critical in order for DRPA to maintain successful long term operation of its toll functions. These critical items are banner light curtains, touchscreens, receipt printers, variable message signs, revenue market treadles and frames, and DVAS servers. Some equipment will be replaced with alternatives, such as state of the art overhead scanners to replace the light curtains.

The aforementioned equipment is included in separate resolutions for the May 15th DRPA Consideration of Pending Contracts valued between $25,000 - $100,000 listing for Board approval as well as an additional Summary

Statement and Resolution, in accordance with established purchasing protocol. The requested purchase is sole source. TransCore is the software developer and system integrator. They are the only authorized source to customize their software to our current toll collection system. The funds requested in this Summary Statement and Resolution are for TransCore's integration and installation of the upgraded systems and equipment.

Staff therefore recommends negotiating a contract with TransCore LP for an amount not to exceed, $195,614.00 for the installation and integration services for new in-lane toll equipment.

SUMMARY:

Amount:	$195,614.00
Source of Funds:	General Fund
Capital Project #:	TE1301
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-13-065
Finance Committee: May 1, 2013
Board Date: May 15, 2013
Toll Equipment Upgrades

RESOLUTION

RESOLVED: That the Board authorizes staff to negotiate a contract with TransCore LP to provide installation and integration services for new in-lane toll equipment at a cost of $195,614.00.

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:	$195,614.00
Source of Funds:	General Fund
Capital Project #:	TE1301
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-13-066 — **SUBJECT: Temporary Clerical, Administrative, Financial and Custodial Workers**

COMMITTEE: **Finance**

COMMITTEE MEETING DATE: **May 1, 2013**

BOARD ACTION DATE: **May 15, 2013**

PROPOSAL: **That the Board authorizes staff to negotiate four (4) three 3-year General Services Contracts with the staffing firms of Accounting Principals, Accountants for You & Office Staff for You, Perry Resources, and TS Staffing Services, Inc. for the use of temporary Clerical, Administrative, Financial and Custodial Workers. The total cost of these four (4) General Services Contracts cumulatively shall not exceed $540,000.00 over a three-year term.**

All firms shall be advised, in writing, that no firm will be guaranteed any portion of the $540,000 over the three-year term. For example, if no temporary services are needed by any DRPA or PATCO department in the first year of the contract, than no monies will be expended and the $540,000 allocation will be available for use in years two and three, as needed.

By way of another example, if only two accounting clerks are needed by Finance in the first year, only the firms who can provide accounting clerks would be contacted, and the monies needed to fund those temporary assignments would be expended. The remainder of the original $540,000 allocation would be available for use in years 2 and 3 as needed. In short, as stated above, no firm shall be guaranteed any portion of the $540,000 over the three year term.

The n-t-e $540,000 contract value is based on an average yearly expenditure (based on three years of historical data) averaging approximately $180,000 per year for temporary staffing across the Authority. For budgetary purposes, we intend that these funds will be budgeted in the amount of $180,000 per year over the 3 year contract term. If all budgeted funds are not expended in any given year, the unexpended funds will be moved to the following budget year. Conversely, if more than $180,000 is needed in the first contract year, the additional monies required for temporary staffing will be deducted from the remaining total contract amount and thus the allocations for years 2 and 3 will be adjusted accordingly.

SUMMARY STATEMENT
Finance 5/15/2013

Temporary Clerical, Administrative, Financial and Custodial Workers

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AMOUNT: n-t-e $540,000.00 (total funding for all four contracts over a three-year term)

Staffing Firms:

Accountants For You &
Office Staff For You
1515 Market Street, Suite 1108
Philadelphia, PA 19102

Accounting Principals
1601 Market Street, Suite 1720
Philadelphia, PA 19103

Perry Resources
Evesham Commons
525 Route 73 S., #201
Marlton, NJ 08053

TS Staffing Services, Inc.
201 N. Presidential Boulevard, Suite 202
Bala Cynwyd, PA 19004

PURPOSE: To retain professional staffing firms to provide temporary workers to both DRPA and PATCO on an as needed basis in support of the Authority's in-house staff.

BACKGROUND: Approval of this resolution authorizes staff to enter into General Services Contracts to provide the necessary temporary personnel to substitute for regular full-time employees (FTEs) on short and/or long-term disability or to fill on a temporary basis any vacancies left by permanent employees. These General Services Contracts will cover 28 positions at DRPA and PATCO.

On September 11, 2012, the Authority issued a Request for Proposal to retain professional firms to provide temporary workers to the DRPA and PATCO, on an as needed basis. We publicly advertised the RFP on our website and invited interested firms to submit responses to the RFP. The staffing firms would be called upon to provide temporary clerical, administrative, and financial workers at DRPA and PATCO, and custodial workers at PATCO. These temporary workers would fill in for full-time employees who might be out on short and long-term leaves, or to fill a critical staffing vacancy while the process is underway to fill the vacancy. On September 12, 2012, a Bulletin was issued to all prospective Proposers changing the due date for the proposals to November 12, 2012.

A mandatory pre-proposal meeting was held on September 27, 2012. An Addendum was issued on October 25, 2012, outlining additional positions that might need to be provided by the staffing firms to DRPA and PATCO. Proposals were due on November 12, 2012.

A review team was assembled to evaluate the technical proposals. The team members included: at PATCO, John Shea, Director, Equipment and Joe McGonigle, Senior Accountant, and at DRPA, James White, Director, Finance, and Kelly Forbes, Director, Human Resource Services. All members of the review team were interviewed and cleared of any conflicts by the Inspector General.

The Inspector General's Office confirmed that all proposers submitted the required Political Contribution Disclosure & Certification Forms.

The entire RFP process was overseen by the Contract Administration Department.

We received proposals from the following six (6) firms:

Accountants For You &
Office Staff For You
1515 Market Street, Suite 1108
Philadelphia, PA 19102

Accounting Principals
1601 Market Street, Suite 1720
Philadelphia, PA 19103

Perry Resources
Evesham Commons
525 Route 73 S., #201
Marlton, NJ 08053

TS Staffing Services, Inc.
201 N. Presidential Boulevard, Suite 202
Bala Cynwyd, PA 19004

Manpower
1871 Marlton Pike East
Cherry Hill, NJ 08003

Apple One Employment Services
Government Solutions Division

1999 W. 190th Street
Torrance, CA 90504

Apple One was not recommended because it could not offer enough positions to meet the Authority's staffing needs.

Manpower was not recommended because the hourly rates for the positions they proposed were significantly higher than the competitive range.

Four (4) qualified firms that were technically evaluated and recommended by the review committee have been selected to fill the DRPA's need for temporary clerical, administrative, financial and custodial workers because they were the most responsive to the Authority's present need. These firms were selected to provide best value resources to supplement the Authority's staff. The selection of these four recommended firms provides a diversity of skills and a level of experience in the industry that will allow the DRPA to continue providing and meeting the needs for safe and secure transportation infrastructure in the region.

In accordance with the Delaware River Port Authority's qualification based selection procedure, the Price Proposals along with Best and Final Offers were evaluated for the firms being recommended.

Staff is recommending that General Services Contracts be awarded to four (4) firms: Accountants For You & Office Staff For You; Accounting Principals; Perry Resources and TS Staffing Services, Inc. Using four (4) firms gives staff the flexibility needed to choose the best qualified worker to meet the particular need/function of a department. Assignments will be issued to one (1) of the four (4) firms depending on their particular expertise and availability of staff. For each position, there will be a minimum of two (2) firms that can supply candidates for the Authority's consideration.

Upon approval, all firms will be advised that the cumulative amount of all four General Services Contracts is $540,000.00 for the total three-year period, and that no one firm is guaranteed any amount thereof.

SUMMARY STATEMENT
Finance 5/15/2013

Temporary Clerical, Administrative, Financial and Custodial Workers

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It is recommended that General Services Contracts be negotiated with the four (4) professional staffing firms for the costs and associated fees not to exceed $540,000.00 for three (3) years to provide temporary workers in accordance with the Request for Proposal. Upon approval of the Board, agreements will be executed with these firms to provide the general services required.

SUMMARY:	**Amount:**	**n-t-e $540,000 (total funding for all four contracts over a three-year term)**
	Source of Funds:	**Revenue Fund/General Fund**
	Operating Budget:	**2013, 2014, 2015 Operating Budgets**
	Capital Project #:	**N/A**
	Master Plan Status:	**N/A**
	Other Fund Sources:	**N/A**
	Duration of Contract:	**Three Years**
	Other Parties Involved:	**N/A**

DRPA-13-066
Finance Committee: May 1, 2013
Board Date: May 15, 2013
Temporary Clerical, Administrative,
Financial and Custodial Workers

RESOLUTION

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority authorizes staff to negotiate four (4) General Services Contracts for a term of three (3) years with Accounting Principals, Accountants for You, Perry, and TS Staffing Services, Inc. for the use of temporary Clerical, Administrative, Financial and Custodial Workers; and be it further

RESOLVED: The cumulative cost of the four (4) General Services Agreements shall not exceed $540,000.00 over the three-year term, and no one firm is guaranteed any amount thereof; 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:	n-t-e $540,000.00 (total funding for all four contracts over a three-year term)
Source of Funds:	Revenue Fund/General Fund
Operating Budget:	2013, 2014, 2015 Operating Budgets
Capital Project #:	N/A
Master Plan Status:	N/A
Other Fund Sources:	N/A
Duration of Contract:	Three Years
Other Parties Involved:	N/A

Delaware River Port Authority
Audit Committee Meeting Minutes
May 1, 2013

Attendance:

Committee Members:
Kathryn Boockvar, Chairman (DePasquale)
Rick Taylor, Vice Chair
David Simon, Esquire (via telephone)
Jeffrey Nash, Esquire
Denise Mason
Joanna Cruz
Charles Fentress

Others Present:
Peter Simon, Assistant Counsel, NJ Gov. Authorities Unit
Kevin Schmidt, Esquire, Deputy Chief of Staff, Governor Corbett's Office
John Matheussen, Chief Executive Officer
Michael Conallen, Deputy Chief Executive Officer
Danielle McNichol, General Counsel and Corporate Secretary
Kristen K. Mayock, Deputy General Counsel
John Rink, General Manager, PATCO
Tom Raftery, Inspector General
Timothy Ireland, Director, Corp. Communications
Fran DiCicco, Administrative Coordinator
Sheila Milner, Administrative Coordinator
Elizabeth McGee, Administrative Secretary
Christopher Gibson, Archer & Greiner, NJ Counsel

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

Chairwoman Boockvar called for a motion to go into Executive Session to discuss personnel issues. She said the decisions made in Executive Session will be made public when the issues are resolved. Upon motion duly made and seconded, the Audit Committee moved into Executive Session.

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

SUMMARY STATEMENT

ITEM NO.: DRPA-13-067

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

COMMITTEE: New Business

COMMITTEE MEETING DATE: N/A

BOARD ACTION DATE: May 15, 2013

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-13-067
New Business: May 15, 2013
Board Date: May 15, 2013
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) MAY 15, 2013

Item #	Vendor/Contractor	Description	Amount	Procurement Method	Bids Received	Bid Amounts	Source of Funds
1	Cybertech, Inc. Horsham, PA	Purchase fifty (50) Toll Receipt Printers to support the DRPA's Toll System Equipment Upgrade project for all bridge facilities.	$75,250.00	Sole Source Provider - see attached Sole Source Justification Memo marked as Exhibit "1".	1. Cybertech, Inc. Horsham, PA	$75,250.00	**General Fund**
2	Radiant Communications Corp. South Plainfield, NJ	Purchase fifty-four (54) Fiber Optic Transmitters and Receivers to support the DRPA's Toll System Equipment Upgrade project for all bridge facilities.	$64,692.00	Sole Source Provider - see attached Sole Source Justification Memo marked as Exhibit "2".	1. Radiant Communications Corp. South Plainfield, NJ	$64,692.00	**General Fund**
3	Hewlett Packard Omaha, NE	Purchase thirty-four (34) Hard Drives for additional storage requirements, and 1-year 24/7 support.	$26,258.54	State of New Jersey WSCA Contract #M-0483, Vendor Award #70262.	1. Hewlett Packard Omaha, NE	$26,258.54	**Revenue Fund**

MEMORANDUM **CONFIDENTIAL**

DELAWARE RIVER PORT AUTHORITY
of Pennsylvania & New Jersey

To: John T. Hanson, Chief Financial Officer

From: Kevin A. La Marca, Director, Information Services

Subject: Sole Source Approval – Cyberteck, Inc., Horsham, PA

Date: April 30, 2013

Background: Various components of the DRPA's Toll Systems are in need of upgrade and replacement. The fiber media converters used for our Video Enforcement System (VES), the touchscreens, and receipt printers used for manual toll collection have reached their end of life. The components can no longer be supported or repaired by our vendor, TransCore, as well as they are no longer available in the market. The Video Enforcement System, touchscreens and receipt printers are revenue generators and need to be in continuous operation 24/7 365 days a year. Therefore, it is important that these components be replaced.

Justification for Proprietary/Sole Source: TransCore, the DRPA's Toll System maintenance provider, has Cyberteck receipt printers for this upgrade. The current components are older analog models which have been operating for approximately 13 years with limited issues over that time period. Any other equipment that has not been recommended by TransCore will require additional development above and beyond TransCore's normal integration services resulting in additional cost and time while TransCore works to certify the substituted equipment. If the substituted equipment is found to be incompatible, TransCore would continue certification until suitable equipment is found.

The Cyberteck receipt printer are made for the Toll industry and from a usage standpoint are designed as the current touchscreen and receipt printer so the upgrade will be transparent to the toll operators. The new models are plug compatible, feature state-of-the-art components and have a one year warranty on parts and labor. Cyberteck Inc. is a respected and experienced vendor in the Toll Industry. It should be noted that Cyberteck only sells direct to end-user or to toll integrators.

Cost:
Receipt printers: we have received quotes as follows: TransCore, $83,000 and direct from Cyberteck, $75,250. Purchasing directly from Cyberteck will save the DRPA approximately $7,750.00. *This item is sole source because product is sold direct by Cyberteck, not through distribution.*

This an approved 2013 Capital budget item under project 11-1301.

Kevin A. La Marca, Director, IS

John Hanson, CFO

John J. Matheussen, CEO

MEMORANDUM **CONFIDENTIAL**

DELAWARE RIVER PORT AUTHORITY
of Pennsylvania & New Jersey

To: John T. Hanson, Chief Financial Officer

From: Kevin A. La Marca, Director, Information Services

Subject: Sole Source Approval – Radiant Communications Corp., S. Plainfield, NJ

Date: April 30, 2013

Background: Various components of the DRPA's Toll Systems are in need of upgrade and replacement. The fiber media converters used for our Video Enforcement System (VES), the touchscreens, and receipt printers used for manual toll collection have reached their end of life. The components can no longer be supported or repaired by our vendor, TransCore, as well as they are no longer available in the market. The Video Enforcement System, touchscreens and receipt printers are revenue generators and need to be in continuous operation 24/7 365 days a year. Therefore, it is important that these components be replaced.

Justification for Proprietary/Sole Source: TransCore, the DRPA's Toll System maintenance provider, has recommended Radiant media converters for this upgrade. The current components are older analog models which have been operating for approximately 15 years with limited issues over that time period. Any other equipment that has not been recommended by TransCore will require additional development above and beyond TransCore's normal integration services resulting in additional cost and time while TransCore works to certify the substituted equipment. If the substituted equipment is found to be incompatible, TransCore would continue certification until suitable equipment is found.

The new Radiant media converters are digital, come with a 5 year warranty, 24/7 tech support and guaranteed 24 hour or less replacement part delivery. Radiant Communications Corporation's video, audio and communications systems are used worldwide by cable television companies, broadcast television networks, telecommunications firms, private and government institutions and facilities.

Cost:
Media converters: we have received quotes as follows: TransCore, $88,094 and direct from Radiant, $64,692. Purchasing directly from Radiant will save the DRPA $23,402. *This item is sole source because product is sold direct by Radiant, not through distribution.*

This an approved 2013 Capital budget item under project TE1301

Kevin A. La Marca, Director, IS

John Hanson, CFO

John J. Matheussen, CEO

Exhibit "2"

SUMMARY STATEMENT

ITEM NO.: DRPA-13-068	**SUBJECT: OPC Parking Lot (Previously Agreement for Susquehanna Bank Center Staff/Management Parking at OPC Parking Lot)**
COMMITTEE:	**New Business**
COMMITTEE MEETING DATE:	**May 1, 2013**
BOARD ACTION DATE:	**May 15, 2013**

PROPOSAL: **That the Board authorize staff, upon the express authorization of the Chairman and Vice Chairman, and upon approval as to form by DRPA General Counsel and approval with respect to compliance with DRPA reform policies by the DRPA Inspector General, to enter into an Agreement with Camden Parking Authority or other like entity to permit paid public parking in DRPA's One Port Center (OPC) parking lot only on such Friday evenings, Saturdays and Sundays during 2013 when there is a simultaneous event at the Susquehanna Bank Center, a performance of the Cirque Du Soleil, and a Camden RiverSharks game and all other available parking lots are filled to capacity. Such contract will include payment at market rates, full indemnification and satisfactory insurance provisions, satisfactory provisions to protect public safety and to control underage and other consumption of alcoholic beverages through use of security personnel retained by the Camden Parking Authority, and adequate OPC parking lot cleanup provisions. Each car entering the lot will be given an express notice that tailgating and the consumption of alcoholic beverages are prohibited in the OPC lot and encouraged the use of PATCO or the RiverLink ferry for future visits to the waterfront. The agreement will be terminable by the DRPA at any time with 24 hours prior notice; and**

In addition, the Board directs DRPA and PATCO staff to implement a program to encourage the use of PATCO and the RiverLink Ferry to access events at the Camden Waterfront, and to provide a full report to the Board at its June meeting regarding the details of such program, the actual utilization of the RiverLink Ferry and PATCO to access events at the Waterfront, the relevant promotional efforts conducted and planned by the DRPA and PATCO, and the measures taken and to be taken to ensure efficient and safe travel to and from events occurring at the Camden Waterfront from PATCO's Camden stations. Up to $10,000 of the revenues received from the use of the

SUMMARY STATEMENT
New Business 5/15/2013

OPC Parking Lot (Previously Agreement for Susquehanna Bank Center Staff/Management Parking at OPC Parking Lot)

OPC parking lot agreement may be used for such purposes in addition to amounts previously included in the 2013 PATCO operating budget.

PURPOSE: To provide parking in the OPC lot located on Federal Street in Camden, for attendees at special events held on the waterfront in Camden.

BACKGROUND: With the Cirque Du Soleil in Camden, Camden waterfront will be busier than usual. The Cirque' footprint for the temporary tent structure and auxiliary systems next to the RiverSharks Stadium, will occupy a significant portion of an already tight waterfront parking inventory especially when there is an existing concert at Susequehanna Bank Center and a Riversharks Game. A request has been made by the Camden Parking Authority to use our existing OPC parking lot only during weekends when all three events occur.

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

DRPA-13-068
New Business: May 15, 2013
Board Date: May 15, 2013
OPC Parking Lot
(Previously Agreement for
Susquehanna Bank Center
Staff/Management Parking
At OPC Parking Lot)

RESOLUTION

RESOLVED: **That the Board authorize staff, upon the express authorization of the Chairman and Vice Chairman, and upon approval as to form by DRPA General Counsel and approval with respect to compliance with DRPA reform policies by the DRPA Inspector General, to enter into an Agreement with Camden Parking Authority or other like entity to permit paid public parking in DRPA's One Port Center (OPC) parking lot only on such Friday evenings, Saturdays and Sundays during 2013 when there is a simultaneous event at the Susquehanna Bank Center, a performance of the Cirque Du Soleil, and a Camden RiverSharks game and all other available parking lots are filled to capacity. Such contract will include payment at market rates, full indemnification and satisfactory insurance provisions, satisfactory provisions to protect public safety and to control underage and other consumption of alcoholic beverages through use of security personnel retained by the Camden Parking Authority, and adequate OPC parking lot cleanup provisions. Each car entering the lot will be given an express notice that tailgating and the consumption of alcoholic beverages are prohibited in the OPC lot and encouraged the use of PATCO or the RiverLink ferry for future visits to the waterfront. The agreement will be terminable by the DRPA at any time with 24 hours prior notice; and**

In addition, the Board directs DRPA and PATCO staff to implement a program to encourage the use of PATCO and the RiverLink Ferry to access events at the Camden Waterfront, and to provide a full report to the Board at its June meeting regarding the details of such program, the actual utilization of the RiverLink Ferry and PATCO to access events at the Waterfront, the relevant promotional efforts conducted and planned by the DRPA and PATCO, and the measures taken and to be taken to ensure efficient and safe travel to and from events occurring at the Camden Waterfront from PATCO's Camden stations. Up to $10,000 of the revenues received from the use of the

OPC parking lot agreement may be used for such purposes in addition to amounts previously included in the 2013 PATCO operating budget.

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**