

**MINUTES OF MEETING
THE DELAWARE RIVER AND BAY AUTHORITY
VIDEO/TELECONFERENCE CONDUCTED FROM
Delaware Memorial Bridge Complex
Tuesday, October 19, 2021**

Prior to the start of the meeting Vice-Chairperson Lathem administered the Oath of Office to Theodore Becker as Commissioner of the Delaware River and Bay Authority.

The meeting convened via Zoom at 10:02 a.m. with Chairperson Hogan presiding.

The opening prayer was given by Vice-Chairperson Lathem, followed by the Pledge of Allegiance.

Chairperson Hogan called on the Authority Assistant Secretary to read the meeting notice. The Assistant Secretary announced that a notice of the meeting had been distributed to the offices of the Governor of New Jersey and the Governor of Delaware, to appropriate staff members and consultants, to the press in both States and to any other individuals who had indicated an interest in receiving a copy of the meeting.

The Assistant Secretary announced in order to adhere to applicable guidelines, until further notice, the public will not be permitted physical attendance to DRBA Committee and Board meetings. Therefore, until further notice, meetings are held electronically via Zoom.

Chairperson Hogan called on the Assistant Secretary to take the roll.

Commissioners from New Jersey

James N. Hogan, Chairperson**
Shirley R. Wilson*
Ceil Smith **
Sheila McCann*
M. Earl Ransome, Jr.*
Heather Baldini**

Commissioners from Delaware

Samuel Lathem, Vice-Chairperson**
Crystal L. Carey*+
Henry J. Decker*
Michael Ratchford*
Veronica O. Faust*
Theodore Becker**

*Attended via telephone/Zoom

** Physically present in James Julian Boardroom

+ Entered meeting at 10:15

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Chairperson Hogan called for the acceptance of the Agenda.

Vice-Chairperson made a motion to accept the Agenda, seconded by Commissioner Smith, and the motion carried by a voice vote of 11-0.

Chairperson Hogan called for the acceptance of the revised Board Committee Assignments for 2021.

Vice-Chairperson Lathem made a motion to accept the revised Board Committee Assignments for 2021, seconded by Commissioner Ransome, and the motion carried by a voice vote of 11-0.

Chairperson Hogan called for a motion to move to Executive Session. Vice-Chairperson Lathem made a motion, seconded by Commissioner Smith, and the motion carried by voice vote of 11-0.

Members of the public attending via Zoom were placed into the waiting room during the Executive Session.

The Executive Session started at 10:09 a.m. and ended at 11:44 a.m.

At the conclusion of the Executive Session, Chairperson Hogan reopened the meeting to the public, and recessed the Board meeting for the purpose of conducting Committee Meetings.

The Committee meetings started at 11:45 a.m. and ended at 1:06 p.m. During that time, the following committee meetings were held:

Economic Development (11:45-11:55)

Projects (11:55-12:26)

Budget & Finance (12:26-1:06)

The Budget & Finance committee went into executive session from 12:27 p.m. to 12:39 p.m. during which time members of the public attending via Zoom were placed into the waiting room during the Executive Session. At the conclusion of the Executive Session, the Budget & Finance committee was reopened to the public.

At the conclusion of the Committee meetings, Chairperson Hogan called the meeting back to order at 1:06 p.m.

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11844. APPROVAL OF THE SEPTEMBER 20, 2021 MINUTES

Vice-Chairperson Lathem made a motion to approve meeting minutes for September 20, 2021, seconded by Commissioner Ratchford, and approved by a voice vote of 12-0.

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11845. DELAWARE RIVER AND BAY AUTHORITY – TRAFFIC AND REVENUE SUMMARY.

The Chief Financial Officer (CFO) presented charts showing Actual versus Projected Revenues for the Delaware Memorial Bridge, the Cape May-Lewes Ferry, Airports, Delaware City-Salem Ferry Crossing and Food Service for September 2021. The CFO also presented a corrected Traffic and Revenue Summary for August 2021.

Without objection, the charts were ordered filed with the permanent records of the Authority.

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11846. DELAWARE RIVER AND BAY AUTHORITY – STATEMENT OF INCOME AND EXPENSE.

The CFO presented charts showing statements of income and expense for September 2021 with comparisons to the same periods last year. The CFO also presented a corrected Statement of Income and Expense for August 2021.

Without objection, the charts were ordered filed with the permanent records of the Authority.

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11847. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The CFO presented charts for September 2021 showing expenses by division for the quarter to date vs. the projected quarter and for year to date vs. total budget.

Without objection, the charts were ordered filed with the permanent records of the Authority.

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11848. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The CFO presented charts for September 2021 showing the capital budget for crossing and economic development projects and dollars committed to date for the projects. The chart also included cash expenditures spent to date for the committed projects.

Without objection, the charts were ordered filed with the permanent records of the Authority.

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11849. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION (MARKET VALUE) FOR SEPTEMBER 30, 2021.

The CFO presented charts indicating the cash fund balances for the entire Authority.

Without objection, the charts were ordered filed with the permanent records of the Authority.

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11850. PUBLIC COMMENT ON ACTION ITEMS

Chairperson Hogan noted that No Contract Awards, No Contract Close-Out, and (4) Resolutions were being considered at today's meeting.

All action items have been reviewed, and recommended for consideration, during today's Committee meetings. He then called for public comment.

There were no public comments.

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11851. CHAIRPERSON'S CALL FOR RESOLUTIONS BEFORE THE

BOARD

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**RESOLUTION 21-41 - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO
RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1, 2021 THROUGH DECEMBER 31, 2021**

WHEREAS, The Delaware River and Bay Authority (the "Authority") adopted Resolution 01-84 requiring Commissioner review and approval of all Authority expenditures in excess of \$25,000; and

WHEREAS, the Authority anticipates expenditures at or over the \$25,000 amount to the following vendors:

DELAWARE RIVER & BAY AUTHORITY
VENDORS PROJECTED TO BE PAID OVER \$25,000
FOR THE PERIOD 1/1/21 THROUGH 12/31/21

VENDOR	PURCHASE DESCRIPTION	CLASSIFICATION	ESTIMATED \$
ADB Safegate Americas LLC	Airfield Lighting System Components	Sole Source	\$35,000
Diamond Electric, Inc.	Replacement Infrared Viewing Windows for DMB Switchgear	Quotes	\$49,000
E.O. Habhegger Co., Inc.	Fuel Management System Upgrades	State Contract	\$125,000
Hertrich Fleet Services, Inc.	2022 Replacement Police Vehicles	State Contract	\$252,000
Runway Safe, Inc.	EMAS Bed Inspections, Maintenance and Field Strength Testing at ILG	Sole Source	\$56,000

NOW, THEREFORE, BE IT RESOLVED, that the Authority authorizes expenditures to the above-listed vendors for the described purposes and authorizes payment.

Resolution 21-41 was moved by Vice-Chairperson Lathem, seconded by Commissioner Decker and was approved by a roll call vote of 12-0.

Resolution 21-41 - Executive Summary Sheet

Resolution: Authorizing Authority Expenditures Pursuant to Resolution 01-84 for the period January 1, 2021 through December 31, 2021.

Committee: Budget & Finance

Committee and Board Date: October 19, 2021

Purpose of Resolution:

Authorizes expenditures of \$25,000 or greater with the identified vendors during the 2021 calendar year.

Background for Resolution:

The proposed Resolution meets the requirements of Resolution 01-84, whereby the Authority shall not enter into any contract committing the Authority to spend or make any other expenditures relating to services, material and supplies in the amount of \$25,000 or more unless it has first been approved by a vote of Commissioners.

Purchase Detail:

ADB Safegate Americas LLC: Airfield Lighting System Components

The FAA recently clarified certain elements of several Advisory Circulars as they pertain to recipients use of non-original equipment manufacturer (OEM) components in FAA-

certified airport lighting equipment. Airfield lighting systems purchased by the Authority as part of a federal Airport Improvement Program (AIP) project, or if funded with passenger facility charge (PFC) revenue, are required to be maintained in the same configuration as that which existed at certification and thus the FAA has confirmed that the replacement of OEM parts with non-OEM parts is forbidden. Additionally, the FAA has advised that if the Authority were to elect to use a non-OEM part on a self-funded project, we would no longer be able to rely upon the FAA certification, and in such a case, the responsibility (including the responsibility to satisfy FCC regulatory requirements) would fall on the Authority to make sure that the system with the non-OEM replacement parts or components meets the federal requirements. Therefore, Authority staff recommends using solely OEM components in all FAA-certified airport lighting equipment, whether the Authority acquired or installed the lights with AIP, PFC, or its own funds. ADB is the OEM manufacturer of Authority airfield lighting systems.

Diamond Electric, Inc: Replacement Infrared Viewing Windows for DMB Switchgear

The Authority plans to hire a contractor to provide the necessary labor and materials to supply and install 106 Fluke CV400 ClirVu 4-inch infrared viewing windows for use in the switchgear equipment located at the various Delaware Memorial Bridge substations. DRBA staff invited six (6) contractors for quotes and received quotes from two (2). Diamond Electric submitted the lowest bid.

E.O. Habhegger Co., Inc: Fuel Management System Upgrades

The Authority plans to hire a contractor to remove the existing PetroVend fuel island equipment that has exceeded its useful life and replace with new PetroVend equipment at the Lewes Trolley Barn, Cape May Ferry, New Castle Airport, Millville Airport, Delaware Airpark, and Delaware Memorial Bridge. E.O. Habhegger is an authorized reseller and installer of PetroVend. The Authority will be purchasing the hardware and software for this project at pricing pursuant to the vendor's state contract for the same (*T-0849, Above-Ground Fuel Tanks: Installation, Removal, Repair and Related Equipment, Contract #42261*).

Hertrich Fleet Services, Inc.: 2022 Replacement Police Vehicles

Due to a world-wide shortage in certain vehicle components and ongoing supply chain disruptions, the vendor has notified the Authority that it cannot guarantee the price nor the availability of 2022 police models if we were to choose to wait to attempt to purchase the vehicles the new year. Thus, in an effort that is both fiscally responsible and will help to ensure that its Police vehicle fleet remains properly equipped, Authority staff recommends placing the order as soon as possible for seven (7) new 2022 police vehicles that have exceeded their useful life and meet the Authority's vehicle replacement criteria. The pricing at which the Authority will purchase the vehicles is pursuant to the vendor's state contract (*GSS20013-POLICE_VEH*).

Runway Safe, Inc: EMAS Bed Inspections, Maintenance & Field Strength Testing at ILG

An EMAS is a passive safety system that will quickly de-accelerate an aircraft and bring it to a safe stop in case of an overrun. FAA Advisory Circular 150/5220-22B, titled “*Engineered Materials Arresting Systems (EMAS) for Aircraft Overruns*”, contains specific standards for the planning, design, installation, and maintenance of EMAS’s in runway safety areas at U.S. airports. According to a letter from the FAA Airport Engineering Division dated February 22, 2021, the Runway Safe Group, through their acquisition of the EMAS Max product from Safran, parent company of Zodiac Aerospace, is the sole enterprise that has demonstrated and validated a design method and manufacturing process that meets the requirements satisfactory to the FAA. The scope of the service agreement includes annual EMAS bed inspections, routine EMAS maintenance, and field strength testing for 19 departure EMAS’s at ILG.

Classification Definitions:

Quotes. A purchase of equipment, supplies or non-professional services or a contract for construction or construction management that is anticipated to cost between \$25,000 and \$49,999 during a calendar year and for which the Authority has solicited written quotes. “*Contracts for materiel and supplies and non-professional services, awarded to any [vendor for an amount of] more than \$25,000 but less than \$50,000 in the aggregate require the solicitation of three written quotes or all available sources, whichever is less...Construction management contracts or construction contracts...which are less than \$50,000 do not require formal solicitation of competitive prices and, if more than \$25,000 but less than \$50,000 require the solicitation of three written quotes or all available sources, whichever is less...*” (DRBA Resolution 98-31 Part 4).

Sole Source. A purchase made without a competitive process, based on the justification that only one known source exists or that only one single supplier can fulfill the requirements of the Authority. Sole source procurement is appropriate when the goods or services being acquired: are uniquely qualified to meet the objectives of the Authority; must be compatible with existing equipment; are available within a limited geographic boundary (e.g., distributor with exclusive rights or sales area); are required for use in conjunction with a grant or contract, etc. “*A contract may be awarded without competition if the General Manager or Director of Operations of an Authority facility, or Police Administrator, prior to procurement, determines in writing that there is only one source for the required contract and no other reasonable alternative sources exist that will satisfy the requirements of the Authority*”. (DRBA Resolution 98-31 Part 2.f.)

State Contract. A purchase of equipment, supplies or non-professional services which, under normal circumstances, would require competitive bidding, however the vendor has agreed to provide the goods or services to the Authority at fees less than or equal to that vendor’s respective contract as awarded by the State of Delaware or New Jersey. “*Any contract for the purchase of materiel and supplies and non-professional services.... which contract individually exceeds \$50,000, or in the combination with other contracts, exceeds \$50,000 in any one calendar year shall be pursuant to a contract entered into by the Authority after competitive bidding. This provision shall not apply to purchases by the Authority from suppliers in cases where the Authority is purchasing at prices pursuant to contracts awarded by the States of Delaware or New Jersey for state agencies.*” (DRBA Resolution 11-36 Part 2.a.)

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RESOLUTION 21-34 - RELATING TO THE ISSUANCE AND AWARD OF THE DELAWARE RIVER AND BAY AUTHORITY REVENUE BONDS, SERIES 2021, AND REVENUE BONDS, REFUNDING SERIES 2022. The Executive Director presented the following Resolution.

WHEREAS, The Delaware River and Bay Authority (the “**Authority**”) was created as a body politic and an agency of government of the State of Delaware and the State of New Jersey, by virtue of Chapters 145 and 146, Volume 53, Laws of Delaware, approved by the Governor of the State of Delaware July 21, 1961, and Chapter 66 of the Pamphlet Laws of 1961 of the State of New Jersey, approved by the Governor of the State of New Jersey June 3, 1961 (said Chapters 145 and 146 and said Chapter 66 being hereinafter sometimes collectively called the “**Original Enabling Legislation**”), pursuant to which the State of Delaware and the State of New Jersey entered, subject to the consent of the Congress of the United States of America, into a compact (hereinafter sometimes called the “**Original Compact**”) creating the Authority; and

WHEREAS, the consent of the Congress of the United States of America was given to the States of Delaware and New Jersey to enter into the Original Compact by a Joint Resolution of the Congress, approved on September 20, 1962 (Public Law 87-678; 87th Congress); and

WHEREAS, by virtue of Chapter 252, Volume 67, Laws of Delaware, approved by the Governor of the State of Delaware on June 28, 1990, and Chapter 192 of the Pamphlet Laws of 1989 of the State of New Jersey, approved by the Governor of the State of New Jersey on October 18, 1989 (said Chapter 252 and said Chapter 192, together with the Original Enabling Legislation being hereinafter sometimes collectively called the “**Enabling Legislation**”), the State of Delaware and the State of New Jersey entered, subject to the consent of the Congress of the United States of America, into certain amendments to the Original Compact (as so amended and as may be further amended from time to time hereinafter sometimes called the “**Compact**”); and

WHEREAS, the consent of the Congress of the United States of America was given to the States of Delaware and New Jersey to enter into the Compact by a Joint Resolution of the Congress, approved on November 15, 1990 (Public Law 101-565, 101st-Congress); and

WHEREAS, by virtue of the Compact and the Enabling Legislation, the Authority’s powers include authorization to plan, finance, develop, construct, purchase, lease, maintain, improve and operate crossings, including bridges, tunnels and ferries and all approaches thereto and connecting and service routes, between the State of Delaware and the State of New Jersey across the Delaware River or Bay at any location south of the boundary line between the State of Delaware and the Commonwealth of Pennsylvania as extended across the Delaware River to the New Jersey shore of said River; and

WHEREAS, the Authority owns, operates and maintains twin bridges spanning the Delaware River, from a point between Pigeon Point near the City of Wilmington in the State of Delaware and the County of New Castle in said State to a point near the Salem Canal in the State of New Jersey, together with their approaches, appurtenances and property; and

WHEREAS, the Authority also owns, operates and maintains a public ferry system across Delaware Bay between the North Cape May section of Lower Township in the State of New Jersey and the City of Lewes in the State of Delaware, including vessels, marine facilities, approaches and connecting and service routes and appurtenances and equipment incidental thereto; and

WHEREAS, the Authority entered into the Trust Agreement (the “**Trust Agreement**”) and Supplemental Trust Agreement Number 1, each dated as of October 1, 1993, with Wilmington Trust Company, as Trustee (the “**Original Trustee**”), and issued and secured thereunder its \$123,755,000 Revenue Bonds, Series 1993 (the “**1993 Bonds**”) to: (i) defease certain outstanding indebtedness with respect to the Authority’s outstanding revenue bonds originally issued in the aggregate principal amount of \$103,000,000 (the “**Prior Bonds**”) and the defeasance of the trust agreement, dated as of January 1, 1964 pursuant to which the Prior Bonds were issued and (ii) finance the costs of certain Additional Facilities; and

WHEREAS, the Authority entered into Supplemental Trust Agreement Number 2, dated as of August 1, 1996, with the Original Trustee and issued and secured thereunder its \$67,065,000 Revenue Bonds, Series 1996 (the “**1996 Bonds**”) for the purpose of financing the costs of certain Additional Facilities; and

WHEREAS, the Authority entered into Supplemental Trust Agreement Number 3 dated as of June 1, 2000 and Supplemental Trust Agreement Number 4 dated as of August 1, 2000, with the Original Trustee and issued and secured thereunder its \$98,755,000 Revenue Bonds, Series 2000A (the “**2000A Bonds**”) and \$30,000,000 Revenue Bonds, Series 2000B (the “**2000B Bonds**”, and together with the 2000A Bonds, the “**2000 Bonds**”), respectively, for the purpose of financing the costs of certain Additional Facilities; and

WHEREAS, the Authority entered into Supplemental Trust Agreement Number 5, dated as of January 1, 2003, with the Original Trustee and issued and secured thereunder its \$76,300,000 Revenue Bonds, Series 2003 (the “**2003 Bonds**”) for the purpose of financing the costs of certain Additional Facilities; and

WHEREAS, the Authority entered into Supplemental Trust Agreement Number 6, dated as of September 1, 2004, with the Original Trustee and issued and secured thereunder its \$53,670,000 Revenue Bonds, Refunding Series 2004 (the “**2004 Bonds**”) for the purpose of refunding a portion of the 1993 Bonds and the 1996 Bonds; and

WHEREAS, the Authority entered into Supplemental Trust Agreement Number 7, dated as of March 1, 2005, with the Original Trustee and issued and secured thereunder its \$180,215,000 Revenue Bonds, Refunding Series 2005 (the “**2005 Bonds**”) for the purpose of refunding the remaining outstanding portion of the 1993 Bonds and the 1996 Bonds and refunding a portion of the 2000A Bonds and the 2003 Bonds; and

WHEREAS, the Authority entered into Supplemental Trust Agreement Number 8, dated as of December 1, 2008, with the Original Trustee and issued and secured thereunder its \$30,000,000 Revenue Bonds, Refunding Series 2008 (the “**2008 Bonds**”) for the purpose of refunding the 2000B Bonds; and

WHEREAS, the Authority entered into Supplemental Trust Agreement Number 9, dated as of November 1, 2012 with The Bank of New York Mellon Trust Company, N.A., a successor Trustee (the “**Trustee**”), and issued and secured thereunder its \$58,635,000 Revenue Bonds, Series 2012A (the “**2012A Bonds**”) for the purpose of financing the costs of certain Additional Facilities and its \$38,020,000 Revenue Bonds, Refunding Series 2012B (the “**2012B Bonds**”, and together with the 2012A Bonds, the “**2012 Bonds**”), for the purpose of refunding all the remaining outstanding 2003 Bonds; and

WHEREAS, the Authority entered into Supplemental Trust Agreement Number 10, dated as of June 26, 2014, pursuant to which certain amendments to the Trust Agreement were made as provided in Section 1102 thereto; and

WHEREAS, the Authority entered into Supplemental Trust Agreement Number 11, dated as of July 1, 2014 with the Trustee, and issued and secured thereunder its \$72,000,000 Revenue Bonds, Series 2014A (the “**2014A Bonds**”) for the purpose of financing the costs of certain Additional Facilities, its \$27,920,000 Revenue Bonds, Refunding Series 2014B (the “**2014B Bonds**”) for the purpose of advance refunding a portion of the outstanding 2005 Bonds, and its \$118,150,000 Revenue Bonds, Refunding Series 2014C (the “**2014C Bonds**”) for the purpose of currently refunding a portion of the outstanding 2005 Bonds; and

WHEREAS, the Authority entered into Supplemental Trust Agreement Number 12, dated as of September 1, 2019, with the Trustee, and issued and secured thereunder its \$172,965,000 Revenue Bonds, Series 2019 (the “**2019 Bonds**”) for the purposes of financing the costs of certain Additional Facilities and currently refunding all of the Authority’s outstanding 2008 Bonds; and

WHEREAS, the Authority has determined (i) to provide for the costs of certain Additional Facilities constituting a portion of its Five-Year Capital Plan (for fiscal years ending December 31, 2021 through 2025, inclusive) and (ii) to currently refund on a forward basis the outstanding 2012 Bonds as the Delegates (hereinafter defined) shall determine for debt service savings all (the 2012 Bonds so refunded are herein referred to individually as the “**Refunded 2012 Bonds**”); and

WHEREAS, the Authority has determined to authorize the issuance of two separate series of its revenue bonds (collectively, the “**Bonds**”) for the following purposes (subject to re-designation as provided in Section 4):

<u>Bond Caption</u>	<u>Purpose</u>
Revenue Bonds, Series 2021	New Money, deposit into the Debt Service Reserve Fund (if required), payment of costs of issuance
Revenue Bonds, Refunding Series 2022	Current Refunding of 2012 Bonds (“Forward Delivery”), deposit into the Debt Service Reserve Fund (if required), payment of costs of issuance

WHEREAS, there has been presented at this meeting copies of forms of the following documents relating to the issuance of the Bonds:

(a) the Supplemental Trust Agreement Number 13 (the “Supplemental Trust Agreement Number 13”) between the Authority and the Trustee, the provisions of which

relate to (i) the issuance of and security for the Bonds, and (ii) the defeasance of the Refunded Bonds;

- (b) The Bond Purchase Agreement (the “Bond Purchase Agreement”) between the Authority and JP Morgan Securities, LLC, as Senior Manager, together with Citigroup, as Co-Senior Manager, and one (1) or more historically underrepresented firms as Co-Managers for 15% to 22.5%, as identified from DRBA RFP submissions for underwriting services (collectively, the “Underwriters”), with respect to the purchase and sale of the 2021 Bonds;*
- (c) the Forward Delivery Bond Purchase Agreement (the “Forward Delivery Bond Purchase Agreement”) between the Authority and the Underwriters with respect to the purchase and sale of the 2022 Bonds; and*
- (d) the Preliminary Official Statement (the “Preliminary Official Statement”), relating to the Bonds; and*
- (e) a Supplement to the Continuing Disclosure Agreement of the Authority, one for each series of Bonds (collectively, the “Supplemental Disclosure Agreements”), supplementing that certain Continuing Disclosure Agreement of the Authority dated September 25, 2019.*

NOW, THEREFORE, THE COMMISSIONERS OF THE DELAWARE RIVER AND BAY AUTHORITY HEREBY RESOLVE, as follows:

Section 1. *Definitions.* Capitalized words and terms used in this Resolution and not defined herein shall have the same meanings in this Resolution as such words and terms are given in the Trust Agreement, as previously supplemented and amended, or in Supplemental Trust Agreement Number 13, as applicable.

Section 2. *Authorization of the 2021 Bonds; New Money Financing.* Pursuant to the authority granted to it by the Compact, the Authority hereby authorizes the issuance of its Revenue Bonds, Series 2021, to be issued in one or more series in an aggregate principal amount not to exceed \$75,000,000.00 (the “**2021 Bonds**”) for the purposes of: (i) funding Additional Facilities constituting a portion of its Five-Year Capital Plan (for fiscal years ending December 31, 2021 through December 31, 2025, inclusive) (the “**New Money Program**”); (ii) funding a deposit into the Debt Service Reserve Fund, if required; and (iii) paying the costs associated with the issuance of the 2021 Bonds. The 2021 Bonds shall consist of Current Interest Bonds that are Serial Bonds or Term Bonds or a combination thereof, dated as of such date, maturing on such dates in such years not later than January 1, 2047 and in such principal amounts and bearing interest at such rates, all as determined by the unanimous agreement of the Executive Director and the Chief Financial Officer of the Authority (collectively, the “**Delegates**”) prior to the award of the 2021 Bonds; provided that the true interest cost on the 2021 Bonds shall not exceed 3.50%.

Section 3. *Authorization of the 2022 Bonds; Current Refunding of 2012 Bonds.* Pursuant to the authority granted to it by the Compact, the Authority hereby authorizes the issuance of its Revenue Bonds, Refunding Series 2022 to be issued in one or more series in an aggregate principal amount not to exceed \$90,000,000.00 (the “**2022 Bonds**”, and together with the 2021 Bonds, the “**Bonds**”) for the

purposes of: (i) financing the current refunding of the 2012 Bonds (the “**Refunding Program**”), (ii) funding a deposit into the Debt Service Reserve Fund, if required, and (iii) paying the costs associated with the issuance of the 2022 Bonds. Given the current prohibition against issuance of tax-exempt debt to advance refund prior tax-exempt bonds, the Authority expects to sell the 2022 Bonds to the Underwriters pursuant to the Forward Delivery Bond Purchase Agreement, providing for a forward delivery of the 2022 Bonds (any time after October 6, 2022). However, if, between the effective date of this Resolution and the sale of the 2022 Bonds, the Federal Government reinstates the authority to issue tax-exempt debt to advance refund prior tax-exempt bonds, then the Delegates are hereby authorized to take all necessary action to pursue such an advance refunding if it is determined by the Delegates, subject to the advice of the Authority’s Financial Advisor, Brown Advisory, LLC (the “**Financial Advisor**”), to be in the best financial interest of the Authority.

The 2022 Bonds shall consist of Current Interest Bonds that are Serial Bonds or Term Bonds or a combination thereof, dated as of such date, maturing on such dates in such years not later than January 1, 2042 and in such principal amounts and bearing interest at such rates, all as determined by the unanimous agreement of the Delegates prior to the award of the 2022 Bonds; provided that the true interest cost on said bonds shall not exceed 3.50%, and subject to the receipt of the advice of the Authority’s Financial Advisor that the Authority will have met either of the refunding tests set forth in Section 210(II) of the Trust Agreement. The Delegates are also authorized to conditionally call part or all of the 2012 Bonds for redemption, upon the issuance of the 2022 Bonds. It is intended that the issuance of the 2022 Bonds for the Refunding Program will be in accordance with the requirements of the Internal Revenue Code of 1986, as amended (the “**Code**”).

Section 4. *Bond Designations Subject to Change.* The series designations authorized above may be changed by the Delegates to reflect the actual sequence in which they are issued. The Delegates shall also be authorized to combine the 2021 Bonds and the 2022 Bonds into a single series which may be awarded to the Underwriters on a current delivery basis. Any series may be issued without the issuance of the other series, and the Supplemental Trust Agreement Number 13 may be reconstituted into separate supplements applicable to one or more of the series.

Section 5. *Redemption Provisions.* The Bonds, or any particular series of the Bonds, shall be subject to optional redemption at such times, upon such terms and conditions, and at such prices, all as determined by the unanimous agreement of the Delegates prior to the award of such Bonds; provided that if the Delegates determine that the Bonds shall be subject to redemption prior to maturity at the option of the Authority, such redemption shall be on a date not later than January 1, 2032 and at a redemption price not to exceed 100%; provided further, however, that if (a) the Authority’s Financial Advisor shall advise the Delegates that the incremental savings to be realized from the Authority’s extending the period during which the Bonds (or any particular series of the Bonds) are not subject to redemption at the option of the Authority or making all or any of the Bonds not subject to redemption at the option of the Authority outweigh the value of the call options that could otherwise apply with respect to such Bonds and (b) the Delegates shall agree, then such Bonds (the Bonds with respect to which such determination shall be made that such incremental savings outweigh the value of the call options that could otherwise apply) shall not be subject to redemption, at the option of the Authority, for such extended period or periods or prior to their stated maturity, as the case may be. The Term Bonds shall have such Amortization Requirements (and corresponding mandatory sinking fund redemption requirements) as determined by the unanimous agreement of the Delegates prior to the award of the Bonds.

Section 6. *[Reserved].*

Section 7. *Approval of Forms of Documents.* The forms, terms and provisions of the Supplemental Trust Agreement Number 13, the Bond Purchase Agreement, the Forward Delivery Bond Purchase Agreement and the Supplemental Disclosure Agreements are hereby approved in all respects, and the Authority Representatives (hereinafter defined), with the advice of Authority Counsel, are each hereby authorized and directed to execute and deliver the Supplemental Trust Agreement Number 13, the Bond Purchase Agreement, the Forward Delivery Bond Purchase Agreement and the Supplemental Disclosure Agreements in substantially the forms presented to this meeting together with such changes, modifications and deletions as such Authority Representative, with the advice of Authority Counsel, may deem necessary or appropriate; such execution and delivery shall be conclusive evidence of the approval and authorization thereof by the Authority.

Section 8. *Purchase of Defeasance Obligations.* Any Authority Representative is hereby authorized to subscribe, cancel such subscription and resubscribe, without limitation, for United States Treasury State and Local Government Series, Time Deposit Securities and Demand Deposit Securities, and alternatively, if so advised by the Authority's Financial Advisor, to purchase and sell open market Defeasance Obligations, all for the purpose of funding any necessary escrow for the Refunded 2012 Bonds. If any Authority Representative shall determine that the same shall improve the efficiency of the escrow fund, if any, created under Supplemental Trust Agreement Number 13, he is further authorized to enter into agreements and give instructions for the purchase of Defeasance Obligations for periods when moneys credited to said escrow fund would otherwise be uninvested. Any Authority Representative is further authorized to determine the particular Defeasance Obligations to be purchased and the form thereof and the terms of any related agreement with respect thereto that, in his judgment, will improve the efficiency of the Defeasance Obligations in defeasing the Refunded 2012 Bonds.

Section 9. *Execution of the Bonds.* The Chairman or Vice Chairman and the Secretary or Assistant Secretary are hereby authorized and directed to execute by manual or facsimile signature, and to deliver to the Bond Registrar, for authentication on behalf of the Authority, the Bonds in definitive form, which shall be in substantially the form contained in Supplemental Trust Agreement Number 13 together with such changes, modifications and deletions as they, with the advice of the Delegates and Authority counsel, may deem necessary or appropriate and consistent with the Trust Agreement and Supplemental Trust Agreement Number 13, such execution and delivery shall be conclusive evidence of the approval and authorization thereof by the Authority.

Section 10. *Authorization of Delegates to Award the Bonds.* The Authority hereby authorizes the Delegates to award the Bonds (or any particular Series of the Bonds) to the Underwriters in the aggregate principal amount determined pursuant to Section 2, with respect to the 2021 Bonds, and Section 3, with respect to the 2022 Bonds, of this Resolution and at the interest rates determined pursuant to said Section 2 and Section 3, respectively, at a purchase price not less than 97.0% of their aggregate principal amount, with cost of issuance, inclusive of the underwriting discount, not greater than 1.50% of the aggregate principal amount of the Bonds, all as determined by the unanimous agreement of the Delegates, plus accrued interest, if any.

Section 11. *Authentication and Delivery of the Bonds.* Upon their execution in the form and manner set forth in the Supplemental Trust Agreement Number 13, the Bonds shall be deposited with the Bond Registrar for authentication, and the Bond Registrar is hereby authorized and directed to authenticate and, upon due and valid execution and acceptance of the Supplemental Trust Agreement Number 13, by the proper parties thereto, the Trustee shall cause the Bond Registrar to deliver the Bonds (or any particular

series of the Bonds) for the account of the Underwriters at The Depository Trust Company, New York, New York against payment therefor in accordance with and subject to the provisions of Sections 209 and 210 of the Trust Agreement.

Section 12. *Offering Documents.* The form of the Preliminary Official Statement is hereby approved and an Authority Representative is hereby authorized to approve the terms of and publish the Preliminary Official Statement describing the Bonds in substantially the same form as the Preliminary Official Statement presented to this meeting (with such changes as shall be approved by the Delegates) and deem “final” such Preliminary Official Statement for purposes of Rule 15c2-12 under the Securities Exchange Act of 1934, as amended; and an Authority Representative is hereby authorized to execute an official statement, together with any additional or supplemental official statements required under the Forward Delivery Bond Purchase Agreement (the “**Official Statement**”), in substantially the form of the deemed “final” Preliminary Official Statement, together with such changes, modifications and deletions as such Authority Representative, with the advice of Authority Counsel, may deem necessary or appropriate; and such execution shall be conclusive evidence of the approval thereof by the Authority; and the Authority hereby approves and authorizes the distribution and use of copies of the Preliminary Official Statement, the Official Statement, the Trust Agreement and Supplemental Trust Agreement Number 13 by the Underwriters in connection with the sale and marketing of the 2021 Bonds.

Section 13. *Certain Appointments.* Pursuant to the Trust Agreement, the Authority hereby makes and/or confirms the following appointments:

- (a) ***as Trustee, Paying Agent and Bond Registrar for the 2021 Bonds, The Bank of New York Mellon Trust Company, N.A., as Trustee to the Trust Agreement and Supplemental Trust Agreement Number 13; and***
- (b) as Securities Depository for the 2021 Bonds, The Depository Trust Company, New York, New York.

Section 14. *Application of the Proceeds of the Bonds.* The proceeds of the Bonds shall be deposited by an Authority Representative in accordance with the provisions of Sections 209 and 210 of the Trust Agreement, and in accordance with Supplemental Trust Agreement Number 13 as follows:

(1) to the Trustee for deposit to the credit of one or more special escrow fund or funds, if any, appropriately designated and which shall be one or more subaccounts of the Debt Service Fund held under the Trust Agreement exclusively for all of the Refunded 2012 Bonds, such amount of proceeds of the Bonds, which, together with other moneys deposited in such fund as provided in the Trust Agreement, shall be sufficient to defease and redeem the Refunded 2012 Bonds on the date set for redemption;

(2) to the Trustee for deposit to the Debt Service Reserve Fund, such portion of the proceeds of the Bonds as determined by such Authority Representative to be necessary, but not greater than that amount required, in order that such amount, when added to the amounts already deposited to the credit of the Debt Service Reserve Fund by the Authority from other funds available to it, will make the total amount held for the credit of the Debt Service Reserve Fund equal to the Debt Service Reserve Fund Requirement on account of the Bonds; and

(3) to the Trustee for deposit to a special subaccount in the Construction Fund designated the “**Series 2021 Construction Account**”, the balance of the proceeds of such 2021 Bonds (net of the amount deposited in the Series 2021-2022 Costs of Issuance Account referred to in paragraph (4) below); and

(4) to the Trustee for deposit to a special subaccount in the Revenue Fund designated the “**Series 2021-2022 Costs of Issuance Account**”, the balance of the proceeds of such Bonds, including the amount of the proceeds of the 2021 Bonds and 2022 Bonds allocated to costs of issuance. Any excess balance remaining three (3) months after the applicable date of issuance of the respective Bonds in the Series 2021-2022 Costs of Issuance Account shall be transferred to the applicable subaccount of the Debt Service Fund for the Series of the Bonds to which such excess relates, and be applied to pay the Interest Requirement and/or Principal Requirement next due on such Bonds.

Section 15. *Authority Representatives.* The Chairman, Vice Chairman, Chairman of the Board’s Budget and Finance Committee, and Executive Director are each hereby appointed Authority Representatives with full power to carry out the duties set forth herein.

Section 16. *Authority of Authority Representatives; Authority of Delegates.* The Authority Representatives are each authorized and directed (without limitation except as may be expressly set forth herein) to take such action and to execute and deliver any such documents, certificates, undertakings, agreements or other instruments as they, with the advice of Authority counsel, may deem necessary or appropriate to effectuate the transactions contemplated by this Resolution, the Trust Agreement, Supplemental Trust Agreement Number 13, the Bond Purchase Agreement, the Forward Delivery Bond Purchase Agreement, the Continuing Disclosure Agreement and the Official Statement.

In addition to authorization previously granted to the Delegates herein, the Delegates are each authorized and directed (without limitation except as may be expressly set forth herein) to take such action, including but not limited to, engaging traffic consultants, selecting rating agencies to rate the Bonds and incurring other necessary expenses to effectuate the intent of this Resolution as they, with the advice of Authority counsel, may deem necessary or appropriate to effectuate the transactions contemplated by this Resolution, the Trust Agreement, Supplemental Trust Agreement Number 13, the Bond Purchase Agreement, the Forward Delivery Bond Purchase Agreement, the Continuing Disclosure Agreement and the Official Statement.

Section 17. *Bond Insurance.* If deemed financially advantageous to the Authority in connection with the issuance of the Bonds, the Delegates are hereby authorized to purchase a policy of insurance guaranteeing the payment of the principal of and interest on part or all of the Bonds, to pay the premium for such policy from the proceeds of the Bonds and to execute such documents as may be necessary to effect the issuance of such policy. If applicable, the Bonds issued under this Resolution may include a statement of the terms of such insurance policy and the Authentication Certificate of the Trustee appearing on each Bond may include a statement confirming that the original or a copy of the insurance policy is on file with the Trustee.

Section 18. *Delegate Certificate.* Either Delegate shall execute a Certificate evidencing the determinations made or other actions carried out by the Delegates pursuant to the authority granted in this Resolution, and any such Certificate shall be conclusive evidence of the actions or determinations as stated therein.

Section 19. *Official Intent.* In accordance with Treasury Reg. §1.150-2, the Authority hereby confirms its intentions that a portion of the proceeds of the obligations authorized by this Resolution will be used to reimburse itself for qualifying expenditures paid prior to the date of issuance of the obligations authorized by this Resolution. All original expenditures to be reimbursed will be capital expenditures (as defined in Treas. Reg. §1.150-1(b)) and other amounts permitted to be reimbursed pursuant to Treas. Reg. §1.150-2(d)(3) and (f).

Section 20. *Effective Date.* Once adopted by the Authority, this Resolution shall take effect upon the expiration of the veto-period by the Governors of the State of Delaware and the State of New Jersey.

Resolution 21-34 was moved by Vice-Chairperson Lathem, seconded by Commissioner Decker and was approved by a roll call vote of 12-0.

Commissioner Decker noted that he believed the allocation for underrepresented companies should not exceed 5% and woman-owned companies should be included.

Resolution 21-34 - Executive Summary Sheet

Resolution: Authorizing the Authority to refund existing debt and issue bonds in connection with the financing of the Capital Improvement Plan.

Committee: Budget & Finance

Committee & Board Date: October 19, 2021

Purpose of Resolution: In 2021, the Authority intends to evaluate the issuance of new debt in connection with the financing of a portion of its Five-Year Capital Plan, as well as refund for significant debt service savings all or a portion of the outstanding callable 2012 Bonds in accordance with the thresholds of this resolution. This resolution identifies and authorizes the parameters of the transaction, documents and delegates necessary for the issuance of such debt.

Background for Resolution: The Authority utilizes a combination of cash and debt to fund its capital improvement program. The Authority, in consultation with its Financial Advisor, has determined that it is in the best interest of the Authority to issue debt for the purposes of financing certain Additional Facilities constituting a portion of its Five-Year Capital Plan and to refund all or portions of the existing 2012 Bonds for savings.

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RESOLUTION 21-42 - AUTHORIZING THE SALE OF THE SALEM BUSINESS CENTER AND THREE VACANT LOTS LOCATED IN CARNEYS POINT, NEW JERSEY

WHEREAS, the Delaware River and Bay Authority (the “Authority”) is the owner of real property situate in Carneys Point, Salem County, New Jersey located at Collins Drive (the “Property”), said lots being comprised of 45.47 +/- acres of land:

Block 192.01, Lot 3 (9.39 acres vacant land)

Block 192, Lot 3 (13.4 acres vacant land)

Block 192.01, Lot 1 (11.9 acres of vacant land)

Block 192.01, Lot 4 (10.78 acres with and approximately 72,250 square foot building (the “Building”); and

WHEREAS, the Authority has determined that it is in its best interest to sell the property; and

WHEREAS, D2 Organization has made an offer of Fifteen Million Six Hundred and Twenty-Five Thousand dollars (\$15,625,000) to purchase the Property; and

WHEREAS, the Authority has appraisals identifying the offer as meeting the Fair Market Value of the property; and

WHEREAS, the Authority desires to sell the real estate property to D2 Organization for the Purchase price of \$15,625,000.00; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to negotiate the terms and conditions of an Agreement of Sale (the “Agreement of Sale”) to effect the sale of the property and to have the Agreement of Sale and all associated documents related to and required to consummate the sale, with the advice and consent of Counsel, executed by the Chairperson, Vice Chairperson, and the Executive Director.

Resolution 21-42 was moved by Commissioner Smith, seconded by Commissioner Ransome and was approved by a roll call vote of 12-0.

Resolution 21-42 - Executive Summary

Resolution: Authorizing the Execution of an Agreement of Sale between the Delaware River and Bay Authority and D2 Organization in Carneys Point, New Jersey

Committee: Economic Development

Committee Date: October 19, 2021

Board Date: October 19, 2021

Purpose of Resolution: To permit the Executive Director, Chairman and Vice Chairman to execute and deliver an Agreement of Sale for property Carney Point, New Jersey.

Background for Resolution:

The Delaware River and Bay Authority owns a building at 1 Collins Drive in Carney Point, NJ and 3 vacant parcels of land at what is commonly referred to as the Salem Business Centre. The Authority has received an offer from D2 Organization to purchase a building and the remaining vacant lots. The property has been appraised several times since 2014 and the current offer exceeds all valuations. At the completion of this transaction the DRBA will no longer have a presence at the Salem Business Centre.

* * * * *

RESOLUTION 21-43 - AUTHORIZES A LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND BIG SKY AVIATION AT THE MILLVILLE AIRPORT

WHEREAS, the Delaware River and Bay Authority (the “Authority”), is the operator of the Millville Airport (the “Airport”), Millville, New Jersey; and

WHEREAS, Big Sky Aviation (“Big Sky”) desires to lease approximately 10,000 square feet of hangar, office and shop space at 112 Peterson Street at Millville Airport as part of their existing FBO business; and

WHEREAS, Big Sky has agreed to pay the Authority annual rent in the amount of Fifty Thousand 00/100 dollars (\$50,000.00); and

WHEREAS, the initial term of the Lease (“Lease Agreement”) shall be for one (1) year; and

WHEREAS, Big Sky shall have the option of renewing this Lease Agreement for four (4) additional one (1) year terms; and

WHEREAS, rent shall be adjusted annually by the Annual Consumer Price Index (CPI); and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of the Lease Agreement with Big Sky Aviation and, with the advice and consent of counsel, to have such agreement executed by the Chairperson, Vice Chairperson and the Executive Director.

Resolution 21-43 was moved by Commissioner Smith, seconded by Commissioner Ratchford and was approved by a roll call vote of 12-0.

Resolution 21-43 - Executive Summary

Resolution: Authorizing the Execution of a Lease Agreement between the Delaware River and Bay Authority and Big Sky Aviation, regarding the Millville Airport

Committee: Economic Development

Committee Date: October 19, 2021

Board Date: October 19, 2021

Purpose of Resolution: To permit the Executive Director, Chairman and Vice Chairman to execute and deliver a lease agreement for space at the Millville Airport.

Background for Resolution: The Delaware River and Bay Authority operates a hangar located at 112 Peterson Street located at the Millville Airport. Big Sky is the current FBO at the airport. Big Sky Aviation wishes to lease approximately 10,000 sq. ft. of hangar, shop and office space at the facility in order to operate a first class FBO. This space will be in addition to their current lease holdings and will house aircraft that are required to be relocated due to the Jet East operation at the airport. The lease rate reflects the current Fair Market Value for the property.

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11852. COMMISSIONERS PUBLIC FORUM

Chairperson Hogan called for comments from the public and Commissioners.

There was no additional public comment.

There were no Commissioner comments.

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11853. EXECUTIVE DIRECTOR'S COMMENTS

The Executive Director commended DRBA Officer Ryan Stanek. He recently assisted a motorist on the side of the road who took the time to submit a customer commendation. This was shortly after receiving a similar compliment for his assistance to another motorist. Officer Stanek felt he was just doing his job. The Executive Director recognized Officer Stanek's excellent customer service. The Executive Director commented on increased activity at Cape May and other airports.

The Executive Director provided more results from the employee climate survey. 75% of the respondents responded positively to the following statements:

- My department makes customer service a priority,
- Supervisors and managers are approachable,
- Feel safe from injury due to emergencies
- Comprehensive Health insurance plan.
- I know what is expected of me at work.

The Executive Director welcomed Commissioner Becker and legal assistant, Emily Weaver.

The Executive Director closed his remarks by reminding the Board of the upcoming events:

National Drug Take Back Initiative at New Castle Airport, Cape May Lewes Ferry Terminal, and Lewes Ferry - Saturday, October 23, 2021 – 10:00 a.m. 2:00 p.m.

Thursday, November 11, 2021 at 10:00 a.m. - Veterans Day Ceremony at Veterans Park

November 16, 2021 – Commission Meeting – 10:00 a.m. James Julian Board Room

There being no further business, Chairperson Hogan adjourned the meeting at 1:17 p.m.

Respectfully submitted,

THE DELAWARE RIVER AND BAY AUTHORITY

Stephen D. Williams