

**MINUTES OF MEETING
THE DELAWARE RIVER AND BAY AUTHORITY
Delaware Memorial Bridge Complex
Wednesday, February 23, 2023**

The meeting convened at 10:00 a.m. at the Delaware Memorial Bridge Complex, 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.

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

Commissioners from Delaware

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

Commissioners from New Jersey

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

* Commissioner Carey participated via Zoom.

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The meeting was then turned over to Executive Director Thomas Cook to swear in the newly elected Chairperson and Vice-Chairperson for the upcoming two year term.

Commissioner Lathem was given the Oath of Office as the Chairperson of the Board of the Commissioners by Executive Director Thomas Cook.

Commissioner Hogan was given the Oath of Office as the Vice-Chairperson of the Board of the Commissioners by Commissioner Ceil Smith.

The Meeting was then turned over to Chairperson Lathem.

Chairperson Lathem called for the acceptance of the Agenda.

Commissioner Ratchford made a motion to accept the Agenda, seconded by Commissioner Baldini, and the motion carried by a voice vote of 12-0.

Chairperson Lathem opened the meeting for public comment on any matters of interest.

Chairperson Lathem called for a motion to move to Executive Session. Commissioner Ratchford made a motion, seconded by Commissioner Ransome, and the motion carried by voice vote of 12-0.

Members of the public and certain staff were excused from the room during the Executive Session.

The Executive Session started at 10:08 a.m. and ended at 12:01 p.m.

At the conclusion of the Executive Session, Chairperson Lathem called for a motion to close Executive Session, and recess to conduct Committee Meetings. Commissioner Faust then made a motion, seconded by Commissioner Becker, and the motion carried by a voice vote of 12-0.

The Committee meetings started at 12:10 p.m. and ended at 12:24 p.m. During that time, the following Committee meetings were held:

Budget & Finance
Personnel
Economic Development

At the conclusion of the Committee meetings, Chairperson Lathem called the Board meeting back to order at 12:24 p.m.

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12065. APPROVAL OF THE JANUARY MINUTES

Commissioner Ransome made a motion to approve meeting minutes for January 18, 2023, seconded by Commissioner Smith, and approved by a voice vote of 12-0.

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12066. 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 January charts were ordered filed with the permanent records of the Authority.

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12067. DELAWARE RIVER AND BAY AUTHORITY – STATEMENT OF INCOME AND EXPENSE.

The CFO presented charts showing statements of income and expense for January 2023 with comparisons to the same periods last year.

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

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12068. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The CFO presented charts for January 2023 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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12069. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The CFO presented charts for January 2023 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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12070. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION (MARKET VALUE) FOR JANUARY 31, 2023.

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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12071. PUBLIC COMMENT ON ACTION ITEMS

Chairperson Lathem noted that No Contract Awards, No Contract Close-Outs, and (6) 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 on any action items.

There was no public comment on action items before the Board.

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12072. CHAIRPERSON'S CALL FOR RESOLUTIONS BEFORE THE
BOARD

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RESOLUTION 23-04 – AUTHORIZING AMENDMENTS TO THE DELAWARE RIVER AND BAY AUTHORITY DEFINED CONTRIBUTION PLAN

WHEREAS, the Delaware River and Bay Authority (the "Authority") currently maintains the Delaware River and Bay Authority Defined Contribution Plan (the "Plan"); and

WHEREAS, pursuant to Section 7.1 of the Plan, the Authority has the right to, at any time, amend the Plan; and

WHEREAS, the Authority now desires to amend the Plan for certain provisions of The Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act"); and

WHEREAS, the Authority now desires to amend the Plan to comply with certain provisions of The Setting Every Community Up for Retirement Enhancement Act of 2019 (the "SECURE Act"); and

WHEREAS, Plan Amendments 2022-1 and 2022-2 attached hereto reflect those required changes.

NOW, THEREFORE, BE IT RESOLVED, that the proper officers and employees of the Authority are hereby authorized to execute the necessary amendments to the Defined Contribution Plan and to take whatever action to execute whatever instruments with the advice and consent of General Counsel that may be necessary or convenient to carry out the foregoing resolution.

Resolution 23-04 was moved by Commissioner McCann, seconded by Commissioner Becker, and was approved by a roll call vote of 12-0.

Resolution 23-04 - Executive Summary

Resolution: Authorizing the Amendment of the Delaware River and Bay Authority Defined Contribution Plan (the “Plan”) for certain provisions of the Coronavirus Aid, Relief, and Economic Security Act (the “CARES Act”) and to comply with certain provisions of The Setting Every Community Up for Retirement Enhancement Act of 2019 (the “SECURE Act”).

Committee: Personnel Committee

Committee/Board Date: February 22, 2023

Purpose of Resolution: To add certain provisions of the CARES Act and the SECURE Act to comply with changes in the Required Minimum Distribution (RMD) requirements under each Act.

Background for Resolution: Voya, DRBA HR Administration and General Legal Counsel have reviewed the changes required under the CARES Act and the SECURE Act and agree that the attached Amendments, No. 2022-1 and 2022-2 are correct and necessary.

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RESOLUTION 23-05 – AUTHORIZING AMENDMENTS TO THE DELAWARE RIVER AND BAY AUTHORITY EMPLOYEES’ SECTION 457(b) DEFERRED COMPENSATION PLAN

WHEREAS, the Delaware River and Bay Authority (the “Authority”) maintains the Delaware River and Bay Authority Employees’ Section 457(b) Deferred Compensation Plan (the “457(b) Plan”); and

WHEREAS, pursuant to Section 7.1 of the 457(b) Plan, the Authority has the right to, at any time, amend the Plan; and

WHEREAS, the Authority now desires to amend the Plan for certain provisions of The Coronavirus Aid, Relief, and Economic Security Act (the “CARES Act”); and

WHEREAS, the Authority now desires to amend the Plan to comply with certain provisions of The Setting Every Community Up for Retirement Enhancement Act of 2019 (the “SECURE Act”).

WHEREAS, Plan Amendments 2022-1 and 2022-2 attached hereto reflect those required changes.

NOW, THEREFORE, BE IT RESOLVED, that the proper officers and employees of the Authority are hereby authorized to execute the necessary amendments to the 457(b) Plan and to take whatever action to execute whatever instruments with the advice and consent of General Counsel that may be necessary or convenient to carry out the foregoing resolution.

Resolution 23-05 was moved by Commissioner Smith, seconded by Commissioner Baldini, and was approved by a roll call vote of 12-0.

Resolution 23-05 - Executive Summary

Resolution: Authorizing the Amendment of the Delaware River and Bay Authority Employees' Section 457(b) Deferred Compensation Plan (the "457(b) Plan") for certain provisions of the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") and to comply with certain provisions of The Setting Every Community Up for Retirement Enhancement Act of 2019 (the "SECURE Act").

Committee: Personnel Committee

Committee/Board Date: February 22, 2023

Purpose of Resolution: To add certain provisions of the CARES Act and the SECURE Act to comply with changes in the Required Minimum Distribution (RMD) requirements under each Act.

Background for Resolution: Voya, DRBA HR Administration and General Legal Counsel have reviewed the changes required under the CARES Act and the SECURE Act and agree that the attached Amendments, No. 2022-1 and 2022-2 are correct.

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RESOLUTION 23-06 – AUTHORIZES THE RESTATEMENT OF THE DELAWARE RIVER AND BAY AUTHORITY EMPLOYEES' RETIREMENT PLAN

WHEREAS The Delaware River and Bay Authority (the "Authority") desires to have an accurate and comprehensive plan document for the Delaware River and Bay Authority Employees' Retirement Plan (the "Retirement Plan"); and

WHEREAS the Authority desires to incorporate all Authority amendments as approved by resolutions from October 2014 to July 2022 to the Retirement Plan; and

WHEREAS these approved resolutions include the following:

- **Resolution 14-38** - Grandfathered the Retirement Plan provisions for participants hired prior to January 1, 2015, and created new provisions {formula, vesting, rehire} for participants hired on or after January 1, 2015

- **Resolution 17-59** – Amended the Retirement Plan specific to Rehiring Retirees as casual employees
- **Resolution 18-33** – Amended the Retirement Plan to eliminate the additional 2% contribution on compensation exceeding the annual Taxable Wage Base
- Resolution 22-28 – Increased the benefit percentage to 1.75% for participants hired on or after January 1, 2015; and

NOW, THEREFORE, BE IT RESOLVED, that the Retirement Plan is hereby restated in its entirety for the purposes of accuracy and clarity effective July 1, 2022.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the Executive Director is authorized to execute the restated Delaware River and Bay Authority Employees’ Retirement Plan document and the Staff of the Authority are hereby authorized to take whatever action with the advice and consent of counsel that may be necessary or convenient to carry out the forgoing resolution.

Resolution 23-06 was moved by Commissioner Ransome, seconded by Commissioner Smith, and was approved by a roll call vote of 12-0.

Resolution 23-06 - Executive Summary Sheet

Resolution:	Authorizes the Restatement of The Delaware River and Bay Authority Employees’ Retirement Plan (the “Retirement Plan”)
Committee:	Personnel Committee
Committee Date:	February 22, 2024
Board Date:	February 22, 2023
Purpose of Resolution:	To approve the restatement of the Retirement Plan effective July 1, 2022, as presented by the Executive Director and the Chief Human Resources Officer.

Background for Resolution: The Delaware River and Bay Authority has maintained the Retirement Plan since June 1, 1963. The last restatement of the Retirement Plan was January 1, 2014.

The Delaware River and Bay Authority, with Board approval, has made significant amendments to the Retirement Plan provisions from October 2014 to July 2022 as follows:

- **Resolution 14-38** - Grandfathered the Retirement Plan provisions for participants hired prior to January 1, 2015, and created new provisions (formula, vesting, rehire) for participants hired on or after January 1, 2015
- **Resolution 17-59** – Amended the Retirement Plan specific to rehiring retirees as casual employees

- **Resolution 18-33** – Amended the Retirement Plan to eliminate the additional 2% contribution on compensation exceeding the annual Taxable Wage Base
- **Resolution 22-28** – Increased the benefit percentage to 1.75% for participants hired on or after January 1, 2015

It is the responsibility of the Authority to frequently review the Plan Document for compliance and accuracy as it pertains to relevant governmental regulations, as well as with established Authority employment practices. The Authority recommends the amendments included in the restated Retirement Plan so that the Retirement Plan continues to comply as a qualified plan as defined by the IRS.

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RESOLUTION 23-08 - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1, 2023, THROUGH DECEMBER 31, 2023

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 1/1/23 THROUGH 12/31/23

VENDOR	PURCHASE DESCRIPTION	CLASSIFICATION	ESTIMATED \$
G.A. Blanco & Sons, Inc.	Office Furniture	State Contract	\$26,000
Propulsion Systems, Inc.	Replacement of Steering Amplifier and System Maintenance on M/V Cape Henlopen & M/V Delaware	Proprietary	\$30,000
The Jaydor Company	Exterior Doors Replacement at Lewes Ferry Complex	Quotes	\$35,000

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

Resolution 23-08 was moved by Commissioner Becker, seconded by Commissioner Decker, and was approved by a roll call vote of 12-0.

Resolution 23-08 - Executive Summary Sheet

Resolution: Authorizing Authority Expenditures Pursuant to Resolution 01-84 for the period January 1, 2023, through December 31, 2023.

Committee: Budget & Finance

Committee and Board Date: February 22, 2023

Purpose of Resolution:

Authorizes expenditures of \$25,000 or greater with the identified vendors during the 2023 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:

G.A. Blanco & Sons, Inc: Office Furniture

Authority-wide, at times it becomes necessary to replace office furniture that has exceeded its useful life. New furniture will be purchased at competitively bid state contract prices through state contract (*GSS21479-Furniture*).

Propulsion Systems, Inc.: Replacement of Steering Amplifier and System Maintenance on M/V Cape Henlopen & M/V Delaware

Propulsion Systems is the proprietary supplier of the steering components installed on board the CMLF vessels. This expenditure will cover the replacement of the steering amplifier and system maintenance on the M/V Cape Henlopen and M/V Delaware.

The Jaydor Company: Exterior Doors Replacement at Lewes Ferry Complex

The Authority plans to replace exterior doors located in the warehouse, electrical room, and facing the passenger parking lot at the Lewes ferry complex. Staff solicited three (3) quotes and received two (2) with Jaydor Company submitting the lowest quote in accordance with the Authority's

specifications. While this expenditure is under the threshold, the Authority recently contracted with Jaydor to replace similar doors at the Cape May ferry complex. The vendor has been added to this Resolution as both project expenditures will result in exceeding the threshold limit.

Classification Definitions:

Proprietary. A purchase necessary to support or maintain existing Authority equipment for which a vendor has the right to prohibit an equivalent product from being supplied. Similar products or services may be available, however the Authority must purchase from the original equipment manufacturer or service provider to uphold a contract, warranty, etc. A proprietary specification typically restricts the acceptable product or service to one manufacturer or vendor; although the product or service may be available from more than one distributor. In another typical example of this classification, a purchase of closed-source commercial software would be categorized as proprietary because the software remains the property of its owner/creator and is utilized by end-users (such as the Authority) under predefined conditions.

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).

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 23-09 - LEASE AMENDMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND OMG ON THE ROCKS, LLC T/A GRAIN CRAFT BAR + KITCHEN ON THE ROCKS, A WHOLLY OWNED SUBSIDIARY OF OMG DINING LLC, AT THE LEWES FERRY TERMINAL

WHEREAS, the Delaware River and Bay Authority (the “Authority”), is the operator of the Cape May-Lewes Ferry (“CMLF”) which includes the terminal building located in Lewes, Delaware (the “Lewes Terminal Building”); and

WHEREAS, OMG On the Rocks, LLC T/A Grain Craft Bar + Kitchen On the Rocks, a wholly owned subsidiary of OMG Dining, LLC (“Grain”) has entered into a Lease Agreement with an initial term of ten years for approximately 10,480 rentable square feet of space in the Lewes Terminal Building and 6,705 rentable square feet of contiguous patio space (the “Leased Premises”) and periodic exclusive access to the contiguous green; and

WHEREAS, on October 15, 2019, the Board passed Resolution 19-40 authorizing the Executive Director to finalize the terms and conditions of the Lease Agreement with Grain; and

WHEREAS, the Authority recognizes that Grain has made all required capital improvements to the Lewes Ferry Terminal, and

WHEREAS the Authority has determined that Grain’s continued success is in the Authority’s best interest, and

WHEREAS, the Authority wishes to reset financial terms and considerations of the lease; and

WHEREAS, effective January 1, 2023 through the expiration of the current lease, common area maintenance (“CAM”) will be calculated as 0.5% of revenues, and utility costs will be calculated as 2.0% of revenues; and

WHEREAS, the rent paid by Grain, and all other provisions of the lease, will be unchanged; and

WHEREAS, the aforesaid CAM and utility cost calculation formulae are equal to those now charged Ferry Park LLC at the Cape May Terminal; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of an Amended and Restated Lease with Grain and, with the advice and consent of counsel, to have such Lease Amendment executed by the Chairperson, Vice Chairperson, and the Executive Director.

Resolution 23-09 was moved by Commissioner Ratchford, seconded by Commissioner Ransome, and was approved by a roll call vote of 12 -0.

Resolution 23-09 -Executive Summary

Resolution: Authorizing the execution of a Lease Amendment between the Delaware River and Bay Authority and Grain at the Lewes Ferry Terminal

Committee: Budget and Finance

Committee/Board Date: February 22, 2023

Purpose of Resolution: To authorize a lease amendment with Grain to operate food and retail establishments in the Lewes Terminal Building of the Cape May Lewes Ferry.

Background for Resolution:

Effective June 1, 2020, Grain entered into a Lease Agreement with the Authority for the restaurant at the Lewes Ferry Terminal.

The Authority recognizes that Grain has made all of its contractually mandated capital improvements.

In order to ensure the continued success of Grain, the Authority wishes to modify the formulae for calculating CAM and utility costs, while retaining the original rent structure and all other terms and conditions of the lease.

Effective January 1, 2023, the formulae for calculating CAM and utility costs for the remainder of the lease will be modified as follows:

--CAM, 0.5% of revenues

--Utilities, 2.0% of revenues.

This formula is identical to the one now charged to Ferry Park LLC at the Cape May Terminal

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RESOLUTION 23-10 - LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND RENAIR 650 LLC.

WHEREAS, The Delaware River and Bay Authority (the “Authority”), is the operator of the Wilmington Airport (“Airport”); and

WHEREAS, Renair 650, LLC. (“Renair”) desires to lease hangar and office space totaling approximately 11,700 sq.ft. in a facility commonly referred to as 13 DRBA Way at the Wilmington Airport; and

WHEREAS, Renair has agreed to pay the Authority Two Hundred Thirty-Nine Thousand Four Hundred Dollars 00/100 (\$239,400.00) annually; and

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

WHEREAS, Renair shall have the right to renew this agreement for four (4) additional one (1) year periods; and

WHEREAS, rent shall increase annually by the 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 Renair 650, LLC., and, with the advice

and consent of counsel, to have such Agreement executed by the Chairperson, Vice Chairperson and the Executive Director.

Resolution 23-10 was moved by Commissioner Ratchford, seconded by Commissioner Smith, and was approved by a roll call vote of 12-0.

Resolution 23-10 - Executive Summary

Resolution: Authorizing the Execution of a Lease Agreement between the Delaware River and Bay Authority and Renair 650, LLC, regarding Wilmington Airport

Committee: Economic Development

Committee Date: February 22, 2023

Board Date: February 22, 2023

Purpose of Resolution: To permit the Executive Director, Chairman and Vice Chairman to execute and deliver a Lease Agreement for space at the Wilmington Airport.

Background for Resolution: The Delaware River and Bay Authority owns a hangar located at 13 DRBA Way at the Wilmington Airport. Renair wishes to lease 60% of the hangar in order to operate a corporate flight department. Renair has been on the airfield for 1 year under a short-term agreement and has decided to continue their occupancy for an extended period of time.

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12073. EXECUTIVE DIRECTOR'S COMMENTS

Upcoming DRBA Events

Thursday, February 23, 2023 - CMLF Vessel Master Plan, 6 pm; Virtual Meeting

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12074. COMMISSIONERS PUBLIC FORUM

Chairperson Lathem called for comments from the public and Commissioners.

Commissioner Ratchford said that he recently flew from Wilmington Airport to Ft. Lauderdale, Florida on Avelo Airlines and stated that overall, it was a wonderful experience. He congratulated Deputy Executive Director/Airport Director Williams and his staff on the smoothness of the operation and the appearance of the airport. Commissioner Ratchford also the thanked Mr. Meconi for the excellent monthly construction reports. He expressed concern regarding the federally funded Ferry Grant award not being approved. Mr. Meconi discussed the early stages of the project and a soon to be held meeting between DRBA Senior staff and Congressional members next month in Washington, DC.

Respectfully submitted,

THE DELAWARE RIVER AND BAY AUTHORITY

Stephen D. Williams
Assistant Secretary