

**MINUTES OF MEETING
THE DELAWARE RIVER AND BAY AUTHORITY
Delaware Memorial Bridge Complex
Tuesday, July 18, 2023**

The meeting convened at 10:01 a.m. at the Delaware Memorial Bridge Complex, with Chairperson Lathem presiding.

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

Chairperson Lathem 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 notice.

Chairperson Lathem 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 – via Zoom
Ceil Smith
Sheila McCann – via Zoom
M. Earl Ransome, Jr.
Heather Baldini – via Zoom

* * * * *

Chairperson Lathem called for the acceptance of the Agenda.

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

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

The COO discussed suicide prevention responsibilities as one significant thing that separates our police department from many others. The Authority has had no fewer than 40 successful suicide interventions since 2016 where DRBA officers have gotten to the scene before the person jumped, and successfully prevented those individuals from ending their life. The COO introduced the DRBA officers and thanked them for their overall service and a terrific rate of success.

The Executive Director introduced Aaron Cruz, Deputy Chief Counsel & Director of the Governor's Authorities Unit - Office of NJ Governor Phil Murphy.

Chairperson Lathem called for a motion to move to the Executive Session. Commissioner Becker made a motion, seconded by Commissioner Decker, and the motion was 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. At 11:10 a.m. Chairperson Lathem called for a motion to close the Executive Session, and recess to conduct Committee Meetings. Commissioner Faust made a motion, seconded by Commissioner Becker, and the motion was carried by a voice vote of 12-0.

The Committee meetings started at 11:11 a.m. and ended at 11:57 a.m. During that time, the following Committee meetings were held:

Governance & Audit
Budget and Finance
Economic Development
Projects

At the conclusion of the Committee meetings, Chairperson Lathem called the Board meeting back to order at 11:57 a.m.

* * * * *

12155. APPROVAL OF THE JUNE MINUTES

Commissioner Ratchford made a motion to approve meeting minutes for June 21, 2023, seconded by Commissioner Baldini, and approved by a voice vote of 12-0.

* * * * *

12156. 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 June charts were ordered filed with the permanent records of the Authority.

* * * * *

12157. DELAWARE RIVER AND BAY AUTHORITY – STATEMENT OF INCOME AND EXPENSE.

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

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

* * * * *

12158. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The CFO presented charts for June 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.

* * * * *

12159. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The CFO presented charts for June 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.

* * * * *

12160. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION (MARKET VALUE) FOR JUNE 30, 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.

* * * * *

12161. PUBLIC COMMENT ON ACTION ITEMS

Chairperson Lathem noted (4) Contract Awards, (1) Contract Close-Out, and (4) Resolutions were being considered at today's meeting.

All action items requiring committee action 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.

* * * * *

12162. AWARD OF CONTRACT #DMB-22-10BR – JULIA BUILDING
FITNESS CENTER EQUIPMENT

The Chief Operations Officer (COO) noted that a public bid opening was held on July 7, 2023. The COO and Projects Committee recommended awarding the contract to the 2nd lowest responsible bidder, Johnson Fitness and Wellness of Newark, Delaware in the amount of \$120,268.00, since the lowest bid contained numerous defects and was therefore determined to be non-responsive.

A motion to award CONTRACT #DMB-22-10BR to the aforementioned firm was made by Commissioner Ratchford, seconded by Commissioner Becker, and approved by a voice vote of 12-0.

* * * * *

12163. AWARD OF CONTRACT #MIV-22-10 – REHABILITATE
SRE/OPERATIONS BUILDING PARKING LOT

The Chief Operations Officer (COO) noted that a public bid opening was held on June 27, 2023. The COO and Projects Committee recommended awarding the contract to the lowest responsible bidder, South State of Bridgeton, New Jersey in the amount of \$798,871.60.

A motion to award CONTRACT #MIV-22-10 to the aforementioned firm was made by Commissioner Becker, seconded by Commissioner Ransome, and approved by a voice vote of 12-0.

12164. REJECT ALL BIDS FOR CONTRACT #WWD-22-02 –
CONSTRUCTION OF MULTI-TENANT BUILDING #3 AND ADDITIONAL SITEWORK

The Chief Operations Officer (COO) noted that a public bid opening was held on June 27, 2023. The COO and Projects Committee recommended rejecting all bids for the contract.

A motion to reject all bids for CONTRACT #WWD-22-02 was made by Commissioner Becker, seconded by Commissioner Ratchford, and approved by a voice vote of 12-0.

* * * * *

12165. AWARD OF CONTRACT #WWD-22-04 –BUILDING W-109 ROOF
IMPROVEMENTS

The Chief Operations Officer (COO) noted that a public bid opening was held on June 22, 2023. The COO and Projects Committee recommended awarding the contract to the lowest responsible bidder, Firstline Contracting Inc. of New Hyde Park, New York in the amount of \$232,592.00.

A motion to award CONTRACT #WWD-22-04 to the aforementioned firm was made by Commissioner Ratchford, seconded by Commissioner Ransome, and approved by a voice vote of 12-0.

* * * * *

12166. CLOSE-OUT CONTRACT #WWD-20-A – RUNWAY 10-28 REHAB AND REMOVE TAXIWAY E

CONTRACT #WWD-20-A – RUNWAY 10-28 REHAB AND REMOVE TAXIWAY E to South State, Inc. of Bridgeton, New Jersey.

It is recommended that the Authority accept this project and make the final payment to the contractor. The final cost of this project is \$2,693,700.17.

A motion to Close-Out Contract #WWD-20-A was made by Commissioner Becker, seconded by Commissioner Ratchford, and approved by a voice vote of 12-0.

* * * * *

12167. CHAIRPERSON’S CALL FOR RESOLUTIONS BEFORE THE BOARD

* * * * *

RESOLUTION 23-40: -A TRIBUTE TO FORMER DELAWARE LEGAL COUNSEL O. FRANCIS BIONDI AND DEEPEST SYMPATHIES TO HIS FAMILY

The Executive Director Presented the following Resolution:

WHEREAS, O. Francis Biondi served with diligence, enthusiasm, and integrity as the Delaware Legal Counsel to the Delaware River and Bay Authority from 1974 to 2001; and

WHEREAS, using his legal expertise and political acumen, Mr. Biondi was instrumental in the adoption of the historic 1990 Compact Amendments, permitting the Delaware River and Bay Authority to participate in economic development activities in the southern four counties of New Jersey and the three counties of Delaware; and

WHEREAS, as Delaware Legal Counsel for nearly thirty years, Mr. Biondi reviewed and modified thousands of professional service and construction contracts to ensure the Authority’s interests were safeguarded; and

WHEREAS, Mr. Biondi’s lifelong interest in politics led to his rapid ascent as a trusted political advisor, culminating in him serving as a key advisor to Delaware governors of both political parties including Democrat Sherman W. Tribbitt and Republican Pierre S. du Pont IV; and

WHEREAS, in 1981, after drafting the Financial Center Development Act, Mr. Biondi testified for eight hours in the Delaware legislature and the act was signed into law, which ultimately brought 35 credit card banks to Delaware and created about 40 thousand jobs for Delawareans; and

WHEREAS, Mr. Biondi gave back to his community by offering thousands of hours of pro bono legal counsel for St. Anthony of Padua Catholic Church and its affiliated organizations; and

WHEREAS, the Commissioners of the Delaware River and Bay Authority, its staff and all employees are grieving the passing of our esteemed friend, Mr. O. Francis Biondi, on May 30, 2023; and

NOW THEREFORE BE IT RESOLVED that the Delaware River and Bay Authority does hereby recognize and value Mr. Biondi's innovative, remarkable, and important contributions to the bi-state agency, the state of Delaware and his local community in Wilmington; and

BE IT FURTHER RESOLVED that the Delaware River and Bay Authority extends its deepest sympathies and condolences to the family of Mr. O. Francis Biondi, especially for his wife Anita, and does hereby record our collective appreciation for the opportunity to know, respect, and love him by the presentation of this Resolution, adopted today, July 18, 2023.

Resolution 23-40 was moved by Commissioner Ratchford, seconded by Commissioner Decker, and was approved by a roll call vote of 12-0.

* * * * *

RESOLUTION 23-41 - LEASE AMENDMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND DASSAULT FALCON JET – WILMINGTON CORP.

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

WHEREAS, Dassault Falcon Jet – Wilmington Corp. ("Dassault") currently leases approximately 17 acres of land and buildings commonly referred to as 191, 193, 195 and 197 North DuPont Hwy; and

WHEREAS, Dassault holds a lease for the space until December 31, 2024 and they have ceased operations at the facility as of February 2022; and

WHEREAS, the Authority has a need and demand for a portion of the Dassault leasehold; and

WHEREAS, Dassault would like to release a portion of their leasehold, not to exceed 8 acres including Hangar1, the paint hangar and the large parking area adjacent to the office building; and

WHEREAS, Dassault's annual rental rate would be reduced by an amount to not exceed Two Hundred and Twenty-Five Thousand Dollars (\$225,000.00); and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of the Lease Amendment with Dassault Falcon Jet – Wilmington Corp. with the advice and consent of Counsel, to have such Agreement executed by the Chairperson, Vice Chairperson and the Executive Director.

Resolution 23-41 was moved by Commissioner Ratchford, seconded by Commissioner Decker, and was approved by a roll call vote of 12-0.

Resolution 23-41 - Executive Summary

Resolution: Authorizing the Execution of a Lease Amendment between the Delaware River and Bay Authority and Dassault Falcon Jet – Wilmington Corp. regarding the Wilmington Airport.

Committee: Economic Development

Committee Date: July 18, 2023

Board Date: July 18, 2023

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

Background for Resolution: Dassault currently leases space at the Wilmington Airport with a term expiring December 31, 2024. Dassault closed their shop and ceased operations in February of 2022. Dassault would like to reduce some of their holding costs at the closed site. The DRBA has a party interested in leasing the paint hangar and has a need for space related to the expanded commercial service at the airport. Removing the paint hangar, Hangar 1 and the Old Atlantic Office Building parking lot from their leasehold removes approximately 8 acres from their leasehold. The reduction in rental rate is based upon Dassault’s current lease rate.

* * * * *

RESOLUTION 23-42 - LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND SATYS AEROSPACE, INC. AT THE WILMINGTON AIRPORT - ILG

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

WHEREAS, Satys Aerospace (“Satys”) desires to lease a paint hangar totaling approximately 38,000 sq.ft. in a facility on approximately 2 acres commonly referred to as the Dassault paint hangar at 191 North DuPont Hwy. at the Wilmington Airport; and

WHEREAS, Satys has agreed to pay the Authority One Million Twenty-Six Thousand Dollars 00/100 (\$1,026,000.00) annually; and

WHEREAS, the initial term of the Lease (“Lease Agreement”) is for fifteen (15) years; and

WHEREAS, rent shall increase annually by the Consumer Price Index (CPI); and

WHEREAS, Satys shall have the right to renew this agreement for one (1) additional ten (10) year period; and

WHEREAS, rent shall adjust in the first year of the renewal period to the current Fair Market Value (FMV); and

WHEREAS, the Authority agrees that it will execute a Lease Agreement with Stays Aerospace for the above property at the airport pending the approval of the modification of the Dassault leasehold to remove this facility from their Lease Agreement; and

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

Resolution 23-42 was moved by Commissioner Becker, seconded by Commissioner Ransome, and was approved by a roll call vote of 12-0.

Resolution 23-42 - Executive Summary

Resolution:	Authorizing the Execution of a Lease Agreement between the Delaware River and Bay Authority and Satys Aerospace, regarding Wilmington Airport.
Committee:	Economic Development
Committee Date:	July 18, 2023
Board Date:	July 18, 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 is in the process of acquiring the rights to a paint hangar that is currently part of the Dassault leasehold. Their lease is being modified to remove the facility from their existing parcel. Satys desires to lease the facility along with parking spaces for approximately 40 employees. The rental rate is based upon the current FMV.

* * * * *

RESOLUTION 23-43 - PURCHASE/BUY-OUT OF REMAINDER OF LEASEHOLD INTEREST BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND SKYWAYS MOTOR LODGE CORP. FOR PROPERTY LOCATED AT THE WILMINGTON AIRPORT

WHEREAS, the Delaware River and Bay Authority (the “Authority”), is the operator of the New Castle Airport (the “Airport”) pursuant to an Airport Acquisition Agreement and Ground Lease (collectively the “Airport Ground Lease”) between the Authority and New Castle County (the “County”) dated June 30, 1995; and

WHEREAS, Skyways Motor Lodge Corp. (“Skyways”) leases approximately seven (7) acres (the “Skyways Parcel”) at the Airport pursuant to an Airport Motor Inn Land Lease (the “Skyways Lease”) dated February 10, 1987 between the County and Skyways; and

WHEREAS, the Skyways Lease was amended on October 27, 1997, by an agreement between the Authority, as successor in interest to the County and Skyways; and

WHEREAS, pursuant to a lease agreement dated August 17, 2012, Skyways leased approximately 1.3 acres known as the “MedExpress pad site” to Irvstone (the “Irvstone Sublease”), which Irvstone in turn subleases to MedExpress (the “MedExpress Sublease”); and

WHEREAS, the Skyways Lease will terminate on December 31, 2031, as a result of the County’s notice to the Authority of its termination of the Airport Ground Lease; and

WHEREAS, the Authority has an interest in acquiring the Skyways parcel for the additional development, improvement, operation and/or maintenance of the Airport; and

WHEREAS, Skyways desires to sell its leasehold interest to the Authority (via lease assignment and/or termination); and

WHEREAS, the Authority agrees to purchase the remainder of Skyways’ leasehold interest in the Skyways Parcel for a price not to exceed Four Million One Hundred Fifty Thousand and NO/100 Dollars (\$4,150,000.00) plus the present value of the remaining term of the existing Irvstone Sublease subject to the following conditions;

- (i) The Seventh Amendment to the Airport Ground Lease between the County and the Authority is fully executed; and

- (ii) Title to all improvements owned by Skyways on the Skyways Parcel shall be transferred to the DRBA; and
- (iii) Skyways pays off all existing mortgage(s) on the Skyways Parcel; and
- (iv) The parties agree to execute such additional instruments, certificates, documents, or agreements that may be reasonably requested to complete the purchase and sale of the leasehold interest for the Skyways Parcel;

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of the Purchase and Sale Agreement with Skyways and with the advice and consent of counsel, to have such Agreement executed by the Chairperson, Vice Chairperson, and the Executive Director.

Resolution 23-43 was moved by Commissioner Becker, seconded by Commissioner Smith, and was approved by a roll call vote of 12-0.

Resolution 23-43 - Executive Summary

Resolution: Purchase of Leasehold Interest Between the Delaware River and Bay Authority and Skyways Motor Lodge Corp. at the Wilmington Airport.

Committee: Economic Development

Committee Date: July 18, 2023

Board Date: July 18, 2023

Purpose of Resolution: To permit the Executive Director, Chairperson and Vice Chairperson to execute and deliver a purchase agreement for a leasehold interest in property at the Wilmington Airport.

Background of Resolution:

Skyways holds a leasehold interest in 7 acres at the Wilmington Airport and has expressed interest in selling same to the Authority. The Authority desires to acquire this parcel for the development, improvement, operation and/or maintenance of the Airport. The Authority will purchase this property subject to the County's full execution of the Seventh Amendment to the Ground Lease between the Authority and the County to ensure an appropriate funding source.

* * * * *

12168. EXECUTIVE DIRECTOR'S COMMENTS

The Executive Director displayed a picture showing STEM students from Williamstown, New Jersey High School. These students took a field trip to the Delaware Memorial Bridge.

Upcoming DRBA Events

- Tuesday/Wednesday, September 19 & 20, 2023 – Board of Commissioners Meeting
9:00 am – Virden Center, Lewes Delaware

* * * * *

12169. COMMISSIONERS PUBLIC FORUM

Chairperson Lathem called for comments from Commissioners.

No comments were received.

Commissioner Lathem called for comments from the public.

No comments were received.

A motion to adjourn the Board meeting at 12:12 p.m. was made by Commissioner Decker, seconded by Commissioner Becker, and approved by a voice vote of 12-0.

Respectfully submitted,

THE DELAWARE RIVER AND BAY AUTHORITY

Stephen D. Williams
Assistant Secretary