

**MINUTES OF MEETING  
THE DELAWARE RIVER AND BAY AUTHORITY  
VIDEO/TELECONFERENCE CONDUCTED FROM  
Delaware Memorial Bridge Complex  
Tuesday, April 19, 2022**

The meeting convened at 10:01 a.m. in person at the Delaware Memorial Bridge Complex, participants and guests allowed to join in person or by Zoom 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 New Jersey

James N. Hogan, Chairperson  
Shirley R. Wilson  
Ceil Smith  
Sheila McCann - absent  
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

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Chairperson Hogan called for the acceptance of the Agenda.

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

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

Daniel Gavlick, President of the Fraternal Order Police Lodge 14 discussed support needed from Commissioners moving forward to make essential changes to ensure that we don't lose any more good officers. Mr. Gavlick noted he's been waiting for several months regarding answers and hope the Commissioners support the pension changes.

Colonel Arroyo thanked the Commissioners for the opportunity to speak. Colonel Arroyo confirmed the department is vulnerable, and staff is very low right now. The Colonel confirmed additional officers are prepared to leave the department and asked the Commissioners to evaluate ASAP.

With no further public comment, Chairperson Hogan closed the public comment session.

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 of 11-0.

Members of the public attending via Zoom or in person were excused from the room during the Executive Session.

The Executive Session started at 10:11 a.m. and ended at 11:51 a.m.

At the conclusion of the Executive Session, Chairperson Hogan called for a motion to close Executive Session and recess to conduct Committee Meetings. Commissioner Ratchford made a motion, seconded by Commissioner Decker and the motion carried by voice of 11-0.

The Committee meetings started at 11:57 a.m. and ended at 1:03 p.m. During that time, the following committee meetings were held:

Budget and Finance  
Economic Development  
Projects

Commissioner Carey left the Board meeting at 1:00 p.m.

At the conclusion of the Committee meetings, there was a brief recess and Chairperson Hogan called the meeting back to order at 1:03 p.m.

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11921.            APPROVAL OF THE MARCH 15, 2022 MINUTES

Vice-Chairperson Lathem made a motion to approve meeting minutes for March 15, 2022, seconded by Commissioner Smith, and approved by a voice vote of 10-0.

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11922.            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 March charts were ordered filed with the permanent records of the Authority.

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11923. DELAWARE RIVER AND BAY AUTHORITY – STATEMENT OF INCOME AND EXPENSE.

The CFO presented charts showing statements of income and expense for March 2022 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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11924. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The CFO presented charts for March 2022 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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11925. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The CFO presented charts for March 2022 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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11926. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION (MARKET VALUE) FOR MARCH 31, 2022.

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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11927. PUBLIC COMMENT ON ACTION ITEMS

Chairperson Hogan noted that (3) Contract Awards, (1) Contract Close-Out, and (7) 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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11928. AWARD OF CONTRACT #DMB-22-06 – INTERSTATE 295  
MISCELLANEOUS ROADWAY IMPROVEMENTS

The Chief Operations Officer (COO) noted that a public opening bid was held on March 30, 2022. The COO and Projects Committee recommended awarding the contract to the lowest responsible bidder Road-Con, Inc. of Chester, Pennsylvania, in the amount of \$1,557,763.80.

A motion to award CONTRACT # DMB-22-06 to the aforementioned firm was made by Commissioner Becker, seconded by Commissioner Ransome, and approved by a voice vote of 10-0.

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11929. AWARD OF CONTRACT #MIV-21-08 – BUILDING M305 ROOFTOP  
HVAC UNIT REPLACEMENT

The Chief Operations Officer (COO) noted that a public opening bid was held on March 30, 2022. The COO and Projects Committee recommended awarding the contract to the lowest responsible bidder Gaudelli Bros., Inc. of Millville, New Jersey, in the amount of \$392,000.00.

A motion to award CONTRACT #MIV-21-08 to the aforementioned firm was made by Commissioner Becker, seconded by Commissioner Ratchford, and approved by a voice vote of 10-0.

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11930. REJECTION OF BIDS FOR CONTRACT #CMLF-20-04 – TOLL  
PLAZA CANOPY ROOF AND SIGNAGE REHABILITATION AT LEWES AND CAPE MAY  
TERMINALS

The Chief Operations Officer (COO) noted that a public opening bid was held on March 30, 2022. The COO and Projects Committee recommended rejecting all bids and rebidding as two separate projects-one for Cape May and one for Lewes.

A motion to Reject all bids for CONTRACT #CMLF-20-04 was made by Commissioner Faust, seconded by Commissioner Decker, and approved by a voice vote of 10-0.

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11931. CLOSE-OUT CONTRACT #CMLF-19-06 – DRY-DOCKING, REPOWERING, AND REPAIRS M/V NEW JERSEY

CONTRACT #CMLF-19-06 – DRY-DOCKING, REPOWERING, AND REPAIRS M/V NEW JERSEY was awarded to Caddell Dry Dock & Repair Co., Inc. of Staten Island, New York.

It is recommended that the Authority accept this project and make the final payment to the contractor. The final cost of this project is \$15,636,760.15.

A motion to Close-Out Contract #CMLF-19-06 was made by Commissioner Becker, seconded by Commissioner Smith, and approved by a voice vote of 10-0.

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11932. CHAIRPERSON’S CALL FOR RESOLUTIONS BEFORE THE BOARD

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**RESOLUTION 22-10 - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1, 2022, THROUGH DECEMBER 31, 2022**

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 1/1/22 THROUGH<br>12/31/22VENDOR | PURCHASE DESCRIPTION       | CLASSIFICATION | ESTIMATED<br>\$ |
|-------------------------------------------------|----------------------------|----------------|-----------------|
| Cleaning By Crystal, LLC                        | Janitorial Services at 33N | Quotes         | \$26,000        |

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

Resolution 22-10 was moved by Commissioner Ratchford, seconded by Commissioner Smith, and was approved by a roll call vote of 10-0.

**Resolution 22-10 - Executive Summary Sheet**

**Resolution:** Authorizing Authority Expenditures Pursuant to Resolution 01-84 for the period January 1, 2022, through December 31, 2022.

**Committee:** Budget & Finance

**Committee and Board Date:** April 19, 2022

**Purpose of Resolution:**

Authorizes expenditures of \$25,000 or greater with the identified vendors during the 2022 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:**

Cleaning By Crystal, LLC: Janitorial Services at 33N

The Authority uses a contractor to provide janitorial services at the Delaware Airpark. Staff solicited quotes from seven (7) contractors and received two (2) bids for three 1-year terms. Cleaning By Crystal submitted the lowest bid to perform the work in accordance with the Authority's specifications. 2022 represents the first year of the three-year service agreement.

**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).

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**RESOLUTION 22-11 - LEASE AMENDMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND FERRY PARK, LLC AT THE CAPE MAY 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 Cape May, New Jersey (the "Cape May Terminal Building"); and

WHEREAS, Ferry Park, LLC owned by Jack Wright, has entered into a Lease Agreement with an initial term of ten years for approximately 11,748 rentable square feet of space in the Cape May

Terminal Building and 15,547 rentable square feet of contiguous patio space (the “Leased Premises”) and periodic exclusive access to the contiguous green; and

WHEREAS, on April 20, 2021, the Board passed Resolution 21-10 authorizing the Executive Director to finalize the terms and conditions of the Lease Agreement with Ferry Park, LLC; and

WHEREAS, on May 18, 2021, the Board passed Resolution 21-22 which reduced the annual base rent from One-Hundred Twenty-Five Thousand Dollars (\$125,000.00) to Ninety-Six Thousand, Seven Hundred and Fifty Dollars (\$96,750.00) annual base rent during the first year of the lease; and

WHEREAS, on September 20, 2021, the Board passed Resolution 21-36 which reduced the annual base rent further to One Thousand Dollars (\$1,000.00) per month until such time as Ferry Park LLC received their liquor license; and

WHEREAS, on September 28, 2021, Ferry Park, LLC received authorization from the New Jersey Division of Alcoholic Beverage Control to serve and sell alcoholic beverages; and

WHEREAS, the Authority recognizes the continued economic challenges to Ferry Park LLC and its’ ongoing efforts to make improvements to the Cape May Ferry Terminal, and

WHEREAS the Authority feels that Ferry Park LLC’s success this season is in the Authority’s best interest, and

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

WHEREAS, annual base rent for the first year of the lease (June 1, 2021-May 31, 2022) will be reduced to \$35,251 as follows:

Months 1-4 \$1000/month

Months 5-7 \$10,416.67/month

Months 8-12 \$0/month; *and*

WHEREAS, Ferry Park, LLC has agreed to pay the Authority One Hundred and Twenty-Five Thousand dollars (\$125,000) annual base rent during the second year of the lease; and

WHEREAS, to the extent that Ferry Park LLC, has already made some base rental payments for Months 8-12 of the first year of the Lease, the Authority will credit those payments toward the base rent due during the second year of the Lease, as determined by the Authority; and

WHEREAS, Ferry Park, LLC has agreed to pay the Authority Two Hundred and Twenty-Five Thousand dollars (\$225,000) annual base rent during the third year of the lease; and

WHEREAS, annual base rent shall increase at a rate of two- and one-half percent (2.5%) per year for lease years four through ten; and

WHEREAS, Ferry Park LLC will also not be charged for its Proportionate Share of Operating Costs or Utilities or for Percentage Rent from June 1, 2021, through May 31, 2022; and

WHEREAS, Ferry Park, LLC's obligation to pay its Proportionate Share of Operating Costs and Utilities, and Percentage Rent will commence on June 1, 2022; 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 Ferry Park, LLC and, with the advice and consent of counsel, to have such Lease Amendment executed by the Chairperson, Vice Chairperson, and the Executive Director.

Resolution 22-11 was moved by Commissioner Wilson, seconded by Commissioner Ratchford, and was approved by a roll call vote of 10-0.

#### **Resolution 22-11 - Executive Summary Sheet**

**Resolution:** Authorizing the Execution of a Lease Amendment between the Delaware River and Bay Authority and Ferry Park, LLC Committee: Budget & Finance Committee/Board

**Committee** Budget and Finance

**Committee/Board Date:** April 19, 2022

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

#### **Background for Resolution:**

Effective June 1, 2021, Ferry Park, LLC entered into a Lease Agreement with the Authority for the restaurant at the Cape May Ferry Terminal. Due to ongoing economic impacts to Ferry Park, the Authority is resetting the economic terms of the lease to reduce the first-year annual base rent to \$35,251, reduce the second-year annual base rent to \$125,000 and to reduce the third-year rent to \$225,000. In addition, the Authority will not charge Ferry Park for its Proportionate Share of Operating Costs and Utilities or for Percentage Rent from June 1, 2021, through May 31, 2022. To the extent that Ferry Park, LLC has already base rent for months 8-12 of the first year of the lease, those payments will be credited to the base rent due for the second year of the lease.

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#### **RESOLUTION 22-12 – AUTHORIZING THE EXECUTION OF A CONCESSION**

## **AGREEMENT FOR RENTAL CAR SERVICES AT THE LEWES FERRY TERMINAL**

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is a bi-state Authority of the State of Delaware and the State of New Jersey that operates and maintains the Cape May-Lewes Ferry system and adjoining facilities and infrastructure at each Ferry terminal location; and

WHEREAS, the Authority desires car rental services at the Cape May-Lewes Ferry terminals to better serve its customers; and

WHEREAS, Avis Budget Car Rental, LLC, a Delaware Limited Liability Corporation, (“Avis”) desires to provide these services; and

WHEREAS, the Authority has agreed to provide Avis use of a customer service counter area in the Lewes terminal building together with thirty-five (35) overnight parking space; and

WHEREAS, the term of the Concession Agreement (“Agreement”) is for Three (3) years; and

WHEREAS, Avis has agreed to pay the Authority the following:

- a. Annual Counter and Storage Space Rent in the amount of \$3,000.00; and
- b. Annual Parking Space Rent in the amount of \$6,000.00; with additional fees assessed for any additional parking spaces; and
- c. Annual Concession Fee equal to the greater of the percentage of Gross Receipts or a Guaranteed Minimum Concession Fee of \$10,200.

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of a Concession Agreement with Avis Budget Car Rental, with the consent of counsel, to have such Agreement executed by the Chairperson, Vice Chairperson, and the Executive Director.

Resolution 22-12 was moved by Commissioner Ratchford, seconded by Commissioner Smith, and was approved by a roll call vote of 10-0.

### **Resolution 22-12 – Executive Summary Sheet**

**Resolution:** Authorizing the Execution of the Concession Agreement for Rental Car Services at the Lewes Ferry Terminal

**Committee:** Budget and Finance

**Committee/Board Date:** April 19, 2022

**Purpose of Resolution:** To authorize a Concession Agreement between the Delaware River and Bay Authority and Avis for rental car services at the Lewes Ferry Terminal.

**Background for Resolution:** In 2021, the Authority entered into a one-year agreement with Avis to provide rental car services at the Lewes Ferry Terminal. The parties now desire to enter into a three-year agreement. The Concession payment is made up of three components, Counter and Storage Space Rent, Parking Space Rent, and an Annual Concession Fee. The Annual Concession Fee has an annual guaranteed minimum of \$10,200. However, the Authority will receive additional payment based on a percentage of the gross receipts. The percentage of gross receipts is broken down as follows:

3% of monthly gross receipts up to \$41,666 (\$500,000 annually)  
7% of monthly gross receipts from \$41,661.01 to \$66,666 (between \$500,000 and \$800,000 annually)  
9% of monthly gross receipts above \$66,666 (above \$800,000 annually)

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**RESOLUTION 22-13 – AUTHORIZING THE EXECUTION OF A CONCESSION AGREEMENT FOR RENTAL CAR SERVICES AT THE CAPE MAY FERRY TERMINAL**

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is a bi-state Authority of the State of Delaware and the State of New Jersey that operates and maintains the Cape May-Lewes Ferry system and adjoining facilities and infrastructure at each Ferry terminal location; and

WHEREAS, the Authority desires car rental services at the Cape May-Lewes Ferry terminals to better serve its customers; and

WHEREAS, Avis Budget Car Rental, LLC, a Delaware Limited Liability Corporation, (“Avis”) desires to provide these services; and

WHEREAS, the Authority has agreed to provide Avis use of a customer service counter area in the Cape May terminal building together with thirty-five overnight parking spaces; and

WHEREAS, the term of the Concession Agreement (“Agreement”) is for Three (3) years; and

WHEREAS, Avis has agreed to pay the Authority the following:

- a. Annual Counter and Storage Space Rent in the amount of \$3,000.00; and
- b. Annual Parking Space Rent in the amount of \$6,000.00; with additional fees assessed for any additional parking spaces; and
- c. Annual Concession Fee equal to the greater of the percentage of Gross Receipts or a Guaranteed Minimum Concession Fee of \$10,200.

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of a Concession Agreement with Avis Budget Car Rental at, with the consent of counsel, to have such Agreement executed by the Chairperson, Vice Chairperson, and the Executive Director.

Resolution 22-13 was moved by Commissioner Ratchford, seconded by Commissioner Wilson, and was approved by a roll call vote of 10-0.

### **Resolution 22-13 – Executive Summary Sheet**

**Resolution:** Authorizing the Execution of the Concession Agreement for Rental Car Services at the Cape May Ferry Terminal

**Committee:** Budget and Finance

**Committee/Board Date:** April 19, 2022

**Purpose of Resolution:** To authorize a Concession Agreement between the Delaware River and Bay Authority and Avis for rental car services at the Cape May Ferry Terminal.

**Background for Resolution:** In 2021, the Authority entered into a one-year agreement with Avis to provide rental car services at the Cape May Ferry Terminal. The parties now desire to enter into a three-year agreement. The Concession payment is made up of three components, Counter and Storage Space Rent, Parking Space Rent, and an Annual Concession Fee. The Annual Concession Fee has an annual guaranteed minimum of \$10,200. However, the Authority will receive additional payment based on a percentage of the gross receipts. The percentage of gross receipts is broken down as follows:

3% of monthly gross receipts up to \$41,666 (\$500,000 annually)

7% of monthly gross receipts from \$41,661.01 to \$66,666 (between \$500,000 and \$800,000 annually)

9% of monthly gross receipts above \$66,666 (above \$800,000 annually)

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### **RESOLUTION 22-14 - AUTHORIZES A LEASE AMENDMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND DELMOSPORTS, LLC. AT THE CAPE MAY AIRPORT**

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

WHEREAS, Delmosports, LLC. (“Delmo”) leases approximately 1,500 square feet of warehouse/store front space located in Unit 1, 251 Ranger Road at the Cape May Airport; and

WHEREAS, Delmo has leased the space since April 1 2019; and

WHEREAS, Delmo has advised the Authority that it wishes to continue to lease this space at the airport; and

WHEREAS, the Authority has agreed to extend Delmo’s Lease Term for an additional Two (2) years until April 1, 2024; and

WHEREAS, the Authority has agreed to grant Delmo Three (3) additional One (1) year renewal periods; and

WHEREAS, rent shall be adjusted during each term 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 Amendment with Delmosports, LLC. and, with the advice and consent of counsel, to have such agreement executed by the Chairperson, Vice Chairperson, and the Executive Director.

Resolution 22-14 was moved by Commissioner Ratchford, seconded by Commissioner Decker, and was approved by a roll call vote of 10-0.

#### **Resolution 22-14 - Executive Summary**

**Resolution:** Authorizing the Execution of a Lease Amendment between the Delaware River and Bay Authority and Delmosports, LLC., regarding the Cape May Airport

**Committee:** Economic Development

**Committee Date:** April 19, 2022

**Board Date:** April 19, 2022

**Purpose of Resolution:** To permit the Executive Director, Chairman and Vice Chairman to execute and deliver a lease amendment for space at the Cape May Airport.

**Background for Resolution:** The Delaware River and Bay Authority operates located at 351 Ranger Rd located in the Cape May Airport Industrial Park. Delmosports, LLC leases Unit 1 in this building in order to operate sport and race promotion business. The owner of Delmosports currently leases additional space at the airport, operating under the name of DelmoPro. The rental rate is based upon the current fair market value.

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**RESOLUTION 22-15 - AUTHORIZING AN AMENDMENT TO THE PURCHASE AND SALE AGREEMENT FOR 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 entered into a Purchase and Sale Agreement (the “Agreement”) in January 2022 with D2 Organization to purchase the property; and

WHEREAS, the Agreement set forth an Initial Due Diligence Period of Ninety (90) days; and

WHEREAS, due to issues relating to sewer capacity allocations, D2 Organization has requested to extend the Initial Due Diligence Period in order to attempt to resolve the issues; and

WHEREAS, the Authority has agreed to extend the Initial Due Diligence Period by no more than ninety (90) days as negotiated by the Executive Director; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to negotiate the terms and conditions of an Amendment to the Agreement of Sale (the “Agreement of Sale”) with D2 Organization which extends the Initial Due Diligence Period with the advice and consent of Counsel, executed by the Chairperson, Vice Chairperson, and the Executive Director.

Resolution 22-15 was moved by Commissioner Smith, seconded by Commissioner Ratchford, and was approved by a roll call vote of 10-0.

**Resolution 22-15 - Executive Summary**

|                        |                                                                                                                                                           |
|------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Resolution:</b>     | Authorizing an Amendment to the Purchase and Sale Agreement between the Delaware River and Bay Authority and D2 Organization in Carneys Point, New Jersey |
| <b>Committee:</b>      | Economic Development                                                                                                                                      |
| <b>Committee Date:</b> | April 19, 2022                                                                                                                                            |
| <b>Board Date:</b>     | April 19, 2022                                                                                                                                            |

**Purpose of Resolution:** To permit the Executive Director, Chairman and Vice Chairman to execute and deliver an Amendment to the Purchase and Sale Agreement for property in 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 and both parties executed a Purchase and Sale Agreement. During the due diligence period an issue relating to sewer allocation has been discovered. Both parties are working with Carneys Point to resolve the issue. This has caused delays to the due diligence and D2 has requested an extension of the Initial Due Diligence Period to attempt to resolve the matter.

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**RESOLUTION 22-16 – AUTHORIZING AN AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND R.E. PIERSON CONSTRUCTION CO. TO PROVIDE PRE-CONSTRUCTION SERVICES TO THE AUTHORITY FOR THE SHIP COLLISION PROTECTION SYSTEM PROJECT AT THE DELAWARE MEMORIAL BRIDGE**

WHEREAS, the Delaware River and Bay Authority (the “Authority”) is a bi-state Authority of the State of Delaware and the State of New Jersey created by Compact that owns, operates, and controls the Delaware Memorial Bridge; and

WHEREAS, the Authority’s Capital Improvement Program (“CIP”) includes a Ship Collision Protection System (“SCPS”) project that is designed to protect the Delaware Memorial Bridge from collisions by wayward vessels in the Delaware River (the “Project”); and

WHEREAS, in accordance with Resolution 22-02, the Executive Director was authorized to make use of the Construction Manager/General Contractor (“CM/GC”) approach to deliver the Project; and

WHEREAS, the Authority seeks to engage a qualified CM/GC to work with the Authority, its Designer, and an Independent Cost Estimator (ICE) to modify the existing design, discuss constructability, obtain pricing and schedule feedback on re-design options, identify risks and innovations based on the CM/GC's proposed means and methods, bring the project delivery cost under the Maximum Construction Budget, and develop a construction schedule indicating that the project will be completed on or before the required completion date (the “Pre-Construction Services”).

WHEREAS, the CM/GC Project delivery approach consists of three phases. During Phase 1A and Phase 1B the CM/GC will deliver the Pre-Construction Services and will ultimately deliver a Construction Cost Proposal; and during Phase 2, the CM/GC will coordinate and deliver the

management and construction services to complete the Project in accordance with the aforementioned Construction Cost Proposal; and

WHEREAS, the Authority issued a Request for Proposals (“RFP”) for the Construction Manager/General Contractor (“CM/GC”) services and received four (4) proposals in response to the RFP; and

WHEREAS, a Selection Committee performed a preliminary evaluation of all proposals received and conducted interviews with each firm; and

WHEREAS, following interviews and evaluation, R.E. Pierson Construction Co. (“R.E. Pierson”) was designated as the highest-ranked firm; and

WHEREAS, the Authority conducted an analysis of the Pre-Construction Services fees proposed by R.E. Pierson, and finds them to be fair and reasonable; and

WHEREAS, the Authority wishes to enter into a Pre-Construction Services Agreement with R.E. Pierson. Notwithstanding the forgoing, if the DRBA is not satisfied with the work of R.E. Pierson during Phase 1A, the Authority will have no obligation to proceed to Phase 2 of the Project with R.E. Pierson; and

THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of a Pre-Construction Services Agreement with R.E. Pierson to provide Pre-Construction Services and to have such Agreement, with the advice and consent of Counsel, executed by the Chairperson, Vice-Chairperson and Executive Director. Additionally, at the conclusion of Project Phase 1, if the Authority, its consultant Project Designer and an Independent Cost Estimator each agree that the CM/GC’s Construction Cost Proposal is within a defined range and that the CM/GC can meet the required project constraints, upon the additional approval of the Chairperson and Vice-Chairperson, the Executive Director is hereby authorized to finalize the terms and conditions of a subsequent Contract with R.E. Pierson for the management and construction of the of the Project and to have such Contract, with the advice and consent of Counsel, executed by the Executive Director.

Resolution 22-16 was moved by Commissioner Decker, seconded by Commissioner Faust, and was approved by a roll call vote of 9-0-1. Commissioner Baldini abstained from voting.

#### **Resolution 22-16 - Executive Summary Sheet**

**Resolution:** Authorizing an agreement between the Delaware River and Bay Authority and R.E. Pierson Construction Co. to provide pre-construction services to the Authority for the Ship Collision Protection System Project at the Delaware Memorial Bridge

**Committee:** Projects Committee

**Committee/**

**Board Date:** April 19, 2021

**Purpose of Resolution:**

To authorize the Delaware River and Bay Authority and R.E. Pierson Construction Co. to enter into an agreement for pre-construction services for the Ship Collision Protection System Project at the Delaware Memorial Bridge.

Additionally, upon the approval of the Chairperson and Vice-Chairperson, and with the advice and consent of Counsel, this resolution authorizes the Executive Director to finalize and execute a subsequent Contract with R.E. Pierson to provide the management and construction of the Project, if the Authority, its consultant Project Designer and an Independent Cost Estimator each agree that the CM/GC's Construction Cost Proposal is within a defined range and that the CM/GC can meet the required project constraints.

**Background for Resolution:**

This Resolution is a product of Resolution 22-02, which authorized the Authority to pursue a Construction Manager/General Contractor ("CM/GC") approach for the Ship Collision Protection System project at the Delaware Memorial Bridge. Following Resolution 22-02, the Authority developed an RFP for CM/GC Services for the project and solicited and received proposals from the following four (4) firms:

Agate Construction Co., Inc.  
PKF Mark III, Inc./Wagman, a Joint Venture  
R.E. Pierson Construction Co.  
Weeks/Trumbull, a Joint Venture

The Selection Committee conducted interviews with each firm and utilized the published evaluation criteria to establish a final ranked list of firms, with R.E. Pierson Construction Co. being identified as the highest-ranked. The Authority then requested a Pre-Construction Services Cost Proposal from R.E. Pierson, analyzed the rates proposed and, following negotiations, determined the maximum rates and fees to be fair and reasonable.

This resolution therefore authorizes the Authority and R.E. Pierson Construction Co. to enter into an agreement for pre-construction services for the Ship Collision Protection System Project at the Delaware Memorial Bridge.

Following the conclusion of the Preconstruction Service Phase of the Project, if the Authority, its consultant Project Designer and an Independent Cost Estimator each agree that R.E. Pierson's Construction Cost Proposal is within a defined range and that the CM/GC can meet the required project constraints, upon the additional approval of the Chairperson and Vice-Chairperson and with the advice and consent of Counsel, this resolution pre-authorizes the Authority to enter into a subsequent Contract with R.E. Pierson for the management and construction of the Project and to have such Contract executed on behalf of the Authority by the Executive Director.

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11933.        COMMISSIONERS PUBLIC FORUM

Chairperson Hogan called for comments from the public and Commissioners.

There were no additional public comments.

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