

DELAWARE RIVER PORT AUTHORITY
Minutes of the September 21, 2011 Board Meeting
One Port Center, Camden, New Jersey
Wednesday, September 21, 2011, 9 a.m.

Present

PENNSYLVANIA

Governor Tom Corbett, Chair
Robert Teplitz, Esquire (Wagner)
Christopher Craig (McCord) (via telephone)
William Sasso, Esquire
Walter D'Alessio
David Simon, Esquire
Joanna Cruz, Esquire
Joann Bell

Officers and Chiefs

John Matheussen, CEO
Robert Gross, Deputy CEO
Richard Brown, General Counsel and Corporate Secretary
John Hanson, CFO
Toni Brown, CAO
Mike Venuto, Chief Engineer
Timothy Pulte, COO

DRPA Staff

Fran DiCicco, Administrative Coordinator
Ann DuVall, Executive Assistant to CEO
Sylvia Gray-Newman, Administrative Coord.
Kathy Imperatore, Director, Internal Audit
Karen Jacobson, Assistant General Counsel
Edward Kasuba, Director of Corp. Comm.
Lisa Kmiec, Assistant General Counsel
Howard Korsen, Manager, Contracts Admin
Kevin LaMarca, Director, IS
Mark Lopez, Manager, Gov. Relations
David McClintock, Chief, Public Safety
Sheila Milner, Administrative Coordinator
Robert Only, Director, Homeland Security
John Rogale, Dir., Labor Contract Compliance
Jim Simpson, Systems Group Leader
Cheryl Spicer, Asst. Gen. Manager, PATCO
Phil Spinelli, Project Manager, PATCO
Susan Squillace, Purchasing Agent
Charles Thompson, Graphic Design Specialist
Dawn Whiton, Administrative Coordinator

NEW JERSEY

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

Counsel

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

Others

David Reiner, Esquire, NJ Gov. Authorities Unit
Susan Kase, NJ Gov. Authorities Unit
Kathleen Duffy Bruder, Esquire, PA Governor's Office
Tyler Laughlin, PA Governor's Office
Joanne Bernier, CAC
John Timmons, Penn Terminals
Edward Nesmith
Sam Moulthrop, Esquire
Bill Dolbrow, PA Dept. of Auditor General
Haneef Nelson
Kevin Price
Freddie Fuller, Cubic Transportation

The Corporate Secretary announced that pursuant to the Bylaws of this Authority, public notice of this meeting of the DRPA Board of Commissioners has been given by posting proper notice in the lobby at One Port Center, and issuing proper notice to the public and news media.

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

Executive Session

Chairman Corbett called for a motion for the Board to move into Executive Session to consider matters involving the attorney-client privilege. Chairman Corbett stated that the Minutes of the Executive Session would be made available when the attorney-client privilege was no longer at issue. Upon motion duly made and seconded, the Board went into Executive Session.

The public portion of the meeting re-commenced at 10:04 am.

Report of the Chairman

Chairman Corbett announced the appointment of Commissioner Mason as the Vice Chair of the Audit Committee and Commissioner Simon as the Vice Chair of the Finance Committee. The Board congratulated both on their appointments.

Chairman Corbett also informed the Board that he had an opportunity to speak at the memorial for the victims of United Flight 93. He encouraged everyone to go see the memorial. He stated that it is very stirring and one of those places where you can feel the victims' presence, like Gettysburg and Ground Zero.

Report of the Chief Executive Officer

CEO Matheussen thanked the Chairman and stated his Report stands as submitted with the addition of the following items:

Mr. Matheussen said the earthquake last month gave our area cause for concern and reported that relevant Authority staff, including members of the Authority's Engineering Department, were dispatched to each of our facilities immediately after the event to inspect for any damage. Contractors on current bridge and PATCO jobs shifted their duties and also participated in inspections with Authority Engineers to be sure all facilities were safe and secure for staff and the public. Governor Corbett had also wanted to be certain the Authority was inspecting all facilities and the CEO was pleased to report no damage occurred at any Authority facilities from the earthquake.

Mr. Matheussen commended the staff who participated in the extensive Hurricane Irene pre-storm planning meetings at DRPA and PATCO, in pre-meetings with Emergency Management of Philadelphia and New Jersey, and in the actual implementation of Authority plans upon the arrival of Irene on August 27th and 28th. The Storm Command Center was activated at 9pm on August 27th and closed operations at 11am on August 28th. During the height of the storm, Mr. Matheussen said all commercial truck traffic and motorcycles were banned from crossing the bridges, PATCO service was suspended at 10:50 pm on August 27th and resumed full service at

noon on August 28th and the RiverLink Ferry did not operate on either day. He said regular vehicular traffic dropped off as well during the storm and said there were some minor ramp flooding issues and minor flooding affecting PATCO tracks. He said the decision to suspend PATCO service for a time was due to the concern over a possible power outage that could have stranded customers, train operators and those who might be called upon to rescue anyone who may have been stranded. CEO Matheussen noted everyone did an outstanding job, including Chief Dave McClintock and Public Safety staff who took significant charge of the minute to minute conditions. Mr. Matheussen reported there were no injuries to customers or employees during the event. He said the financial impact of the storm was \$848,000, that includes loss of revenue from lower traffic on the bridges and PATCO and overtime needed for the event and clean-up from Friday through Sunday.

Mr. Matheussen said the same staff from Public Safety, Administration and Bridge Ops that held pre-meetings on Hurricane Irene also participated in planning meetings with regional and national law enforcement agencies, including the FBI, and others in advance of the 10th anniversary of the tragedies of 9/11. He noted, as always, Authority strategy was to keep DRPA/PATCO assets, customers and employees safe and raise DRPA police presence on that day. He stated the ongoing staff Authority-wide priority of , ‘If you see something, say something,’ was reinforced, and asked all staff ahead of 9/11 to point out anything that may seem out of the ordinary to the appropriate law enforcement contact at DRPA. He noted, thankfully, the day went by without incident.

Mr. Matheussen asked the Commissioners to refer to the Progress Update handout in the front flap of their binders that was the idea of Bob Gross, Mike Venuto and Commissioner Sasso to provide the Board with quarterly updates on significant capital projects. He stated the current topic is the Ben Franklin Deck Truss Rehabilitation Project and it includes a summary of major work and upcoming milestones.

CEO Matheussen indicated he is pleased to report that DRPA received a check from **Chartis Insurance Company** in the amount of **\$253,474** as it was determined DRPA was entitled to a premium return. He thanked CAO Toni Brown and her staff for efforts in this regard.

Mr. Matheussen highlighted the Report item that DRPA has been awarded **\$6,677,135** in Federal Homeland Security Grants, including **\$5,019,000** for PATRIOT training and underground tunnel and evacuation planning, **\$1,303,331** for a continuation of funding for our public awareness campaign, “See Something Say Something,” **\$237,800** for DRPA to purchase a fully equipped Mobile Command Vehicle and **\$117,000** for DRPA employees to be trained in various levels of Incident Command Management.

CEO Matheussen concluded by noting that this weekend, the largest bicycle charity ride in the nation benefitting Multiple Sclerosis research and treatment, the Bike MS City to Shore ride, will depart from the PATCO Woodcrest Station on Saturday morning, proceed to Ocean City, NJ and return to Woodcrest on Sunday. 7,000 bicyclists are expected to take part in this year’s event, including Vice Chair Nash.

This concluded the Report of the CEO.

On motion duly made and seconded, the Report of the CEO was approved.

Approval of August 17, 2011 DRPA Board Meeting Minutes

The Minutes of the August 17, 2011 Board Meeting of the Delaware River Port Authority were previously mailed to the Governor of New Jersey and the DRPA Commissioners.

On motion duly made and seconded, the Minutes of the August 17, 2011 Board Meeting were approved.

Receipt and Filing of the Monthly List of Payments Covering the Month of August 2011

The Monthly List of Payments covering the month of August 2011 was previously mailed to all Commissioners and there were no comments.

On motion duly made and seconded, the Monthly List of Payments covering the month of August 2011 was received and filed.

Receipt and Filing of the Balance Sheet – As of June 30, 2011

The Balance Sheet as of June 30, 2011 was previously mailed to all Commissioners and there were no comments.

On motion duly made and seconded, the Balance Sheet as of June 30, 2011 was received and filed.

Report of the Audit Committee

Commissioner Teplitz stated that the Audit Committee continues to work on the issues with which it has been charged. He announced that the Committee will meet on October 6, 2011 at 9:30 am at One Port Center. He stated that all Commissioners are invited to attend that, or any other, Audit Committee meeting.

This concluded the Report of the Audit Committee.

On motion duly made and seconded, the Report of the Audit Committee was approved.

Approval of Operations & Maintenance Committee Report of August 17, 2011

The Report of the Operations & Maintenance Committee Meeting of August 17, 2011 was previously mailed to all Commissioners and there were no comments.

On motion duly made and seconded, the Report of the Operations & Maintenance Committee of August 17, 2011 was approved.

Adopt Resolution Approved by Operations & Maintenance Committee of August 17, 2011

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

**DRPA-11-070 Contract No. BR-14-2011, Betsy Ross Bridge Administration
Building Concrete Replacement**

Approval of Finance Committee Report of August 3, 2011

The Report of the Finance Committee Meeting of August 3, 2011 was previously mailed to all Commissioners and there were no comments.

On motion duly made and seconded, the Report of the Finance Committee of August 3, 2011 was approved.

Unfinished Business

There was no Unfinished Business for the DRPA Board.

New Business

Item 1 – Consideration of Pending DRPA Contracts (between \$25,000 and \$100,000)

Susan Squillace, Purchasing Agent, informed the Board that there are two contracts valued between \$25,000 and \$100,000.

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

**DRPA-11-071 Consideration of Pending DRPA Contracts (between \$25,000
and \$100,000)**

Item 2 – Girl Scouts of New Jersey 100th Year Anniversary Bridging Ceremony Support Services and Restricted Public Access to Ben Franklin Bridge Walkway

Tim Pulte, Chief Operating Officer, requested that the Board authorize staff to provide support services to the Girl Scouts of New Jersey for their 100th Anniversary Bridging Ceremony. In addition, Mr. Pulte asked that the Board authorize staff to temporarily restrict public access to the Ben Franklin Bridge walkway during the event, which will be held on Sunday, November 13, 2011 from 10:30 am to 2:30 pm. Mr. Pulte explained that the event is part of a national “bridging ceremony” celebration and consists of a one-way walk from Camden to Philadelphia. The DRPA will restrict access to the walkway from 10 am to 3 pm.

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

**DRPA-11-072 Girl Scouts of New Jersey 100th Year Anniversary Bridging
Ceremony Support Services and Restricted Public Access to
the Ben Franklin Bridge**

Item 3 – Use of DRPA Property by Philabundance

Cheryl Spicer, Assistant General Manager, PATCO, requested that the Board authorize staff to enter into a one year right of entry agreement with Philabundance for the use of parking lot space (Parking Lot #1) at the PATCO Lindenwold Station to operate their weekly fresh food distribution center through their Fresh For All program. Ms. Spicer explained that since July 2009, Philabundance has used the PATCO Lindenwold parking lot on Saturday afternoons to park their truck loaded with 5,000 to 6,000 pounds of food to serve 200-250 people each week. Ms. Spicer stated that Philabundance’s Fresh for All program allows anyone in need to join the program and to come to Lindenwold between 1:30 pm and 2:30 pm on Saturdays and to select food items. The services to be provided by PATCO are estimated not to exceed \$300.

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

DRPA-11-073 Use of DRPA Property by Philabundance

Public Comment

The Chairman asked if there were any members of the public who wished to speak. No member of the public asked to speak.

On motion duly made and seconded, the meeting was adjourned.

Respectfully submitted,

Richard L. Brown
Corporate Secretary

REPORT OF THE CHIEF EXECUTIVE OFFICER

September 21, 2011

Delaware River Port Authority
of Pennsylvania and New Jersey
One Port Center
Camden, NJ

September 21, 2011

To the Commissioners:

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

Bridge and Finance

Mother Nature presented several challenges in August unprecedented in the history of the Authority, an earthquake followed by Hurricane Irene. While the challenges were many, following extensive pre-storm planning with DRPA and PATCO and in pre-meetings with Emergency Management of Philadelphia and New Jersey, Authority staff did what was required to help the region literally weather the storm. On August 23rd a rare earthquake shook the region. An inspection of our bridges showed they were safe and the bridges remained open. Then along came Hurricane Irene on August 27th and 28th. During the height of the storm we restricted all commercial truck traffic and motorcycles from crossing our bridges. All four Bridges remained open with reduced speeds. In anticipation of the storm the Ben Franklin Bridge pedestrian walkway was closed for both days. There was some flooding of local roads which required the closing of ramps at some bridges. We lost electric power at the Commodore Barry Bridge and operated on generator backup until approximately Noon on Monday. A few of our buildings at the bridges also experienced some water issues but all in all we came out of the storm in excellent shape. How PATCO service was impacted is outlined in the PATCO section of my report. I am pleased to report there were no injuries to our employees or customers during either event. A storm command center was activated at 9pm on August 27th and closed operations at 11am on August 28th. I would like to thank all our employees for their service during both events with a very special thanks to those employees at Public Safety, Bridge Ops, PATCO Ops, and Administration who left their homes and families for the storm and tended to the needs of our customers and facilities.

The DRPA has been awarded \$6,677,135 in Federal Homeland Security Grants. The awards are \$5,019,000 for PATRIOT training and underground tunnel and evacuation planning, \$1,303,331 for a continuation of funding for our public awareness campaign, "See Something Say Something", \$237,800 for DRPA to purchase a fully equipped Mobile Command Vehicle and \$117,000 for DRPA employees to be trained in various levels of Incident Command and Management.

Report of the Chief Executive Officer, September 21, 2011

On September 9, 270 bicyclists, part of the annual Tour de Force, crossed the Ben Franklin Bridge from Pennsylvania to New Jersey by using the walkway. The Tour de Force is an organization that raises funds for the families of police officers killed in the line of duty with an annual four day, 265 mile, bicycle ride that starts at Ground Zero in New York City and ends at the Pentagon. This event was founded in 2002 as a memorial to the victims that perished on 9/11.

The right hand eastbound lane on the Walt Whitman Bridge remains closed as phase one of the re-decking of the main span is underway. It is also necessary to close the adjacent eastbound lane between 9:30 am and 2:30 pm for the deck removal project. Four lanes are available westbound into Philadelphia during the morning rush hour and three lanes are open in each direction for the afternoon rush hour, evening, and overnight. Phase one is expected to be completed by late March.

The contractor has completed all the embankment construction and earthwork on the Walt Whitman Bridge Permit Vehicle Staging Area. Paving and utility work activities are now underway. The project is expected to be completed by the end of this month.

The conceptual engineering study for Express E-ZPass at the Walt Whitman Bridge has been completed. The report concludes that implementation of two Express E-ZPass lanes to the far left side of the toll plaza for I-76 bound traffic is feasible.

The contractor is continuing work on the Ben Franklin Bridge Deck Truss Rehabilitation project with work now centering on the New Jersey and Pennsylvania approaches. Included in this project is cleaning and painting when necessary.

Structural repairs at the Betsy Ross Bridge are focusing on bearing replacements on the Pennsylvania approach and bearing replacements on the Route 90/Route 130 Bridge. Structure repairs on the Union Avenue Bridge are also advancing.

The contractor is continuing the removal of lead paint and concrete repairs as structural repairs at the Commodore Barry Bridge move forward. Work has begun on maintenance walkway railing modifications, work platforms, erection of jacking towers and bearing replacement.

For most of this month the Ben Franklin Bridge is arrayed in blue and green lighting to support Ovarian Cancer Awareness Month. The bridge was lit in the patriotic red, white and blue over the Labor Day weekend of September 3-5 and September 11 in recognition of the 10th anniversary of 9-11, and will be purple for the observance of Alzheimer's Awareness Day on September 21 and orange on September 24 & 25 for the annual Bike MS event.

FOR BRIDGE AND TRAFFIC HIGHLIGHTS, SEE ATTACHMENT 1

PATCO

PATCO operations were temporarily suspended on August 23rd to assess any changes to our track and facilities following the earthquake. The closure lasted from approximately 2pm to 4:15pm. A visual inspection of the tracks revealed no damage from the quake so service resumed in time for the afternoon rush. Then Hurricane Irene came through our region. For the

safety of our passengers and staff we suspended PATCO service at 10:50pm on August 27th and resumed full service at Noon on August 28th. There were some track flooding issues and our employees made the necessary repairs.

PATCO and Cubic Transportation Systems have partnered to provide PATCO riders with the first transit-branded contactless Visa® debit card in the world. The new PATCO Wave & Pay ANYWHERE Visa prepaid card will debut on September 26 for a 12-month pilot program. This marks the first time consumers will be able to use the same transit payment card for both transit and retail purchases. There is no cost to take part in this pilot program. To participate, PATCO riders can obtain a free PATCO Wave & Pay ANYWHERE Visa® Prepaid Card from brand ambassadors who will be at the 8th and Market Street, Broadway, Ferry Avenue, Haddonfield, Woodcrest and Lindenwold stations during the first two weeks of the pilot. The Wave & Pay debit card is also available at the FREEDOM card services center at the Broadway Station and on line at www.PATCOpilot.com.

As it has for the past 22 years, PATCO and the Delaware River Port Authority will host the start and finish of the Bike MS City to Shore ride, a two day ride from Cherry Hill to Ocean City, New Jersey, and back that benefits Multiple Sclerosis research and treatment. An estimated 7,000 bicyclists are expected to take part in this year's event. Riders leave Saturday, September 24, at approximately 6:15 a.m. from the parking lot of PATCO's Woodcrest Station in Cherry Hill and return Sunday, September 25. Organizers hope to raise over \$5 million this year. The ride is rated by Bicycling Magazine as the "Best Cycling Getaway in New Jersey."

26 PATCO cars have been delivered to the Alstom plant in Hornell, New York, for overhaul. The cars are being processed and undergoing baseline testing.

778 of 830 poles have been replaced in the PATCO Power Cable and Pole Line Replacement project. The contractor has continued pulling and splicing cables on the North Pole Line. 24 of 39 transformers were installed and 12 of 14 switches were installed.

The final design for the four escalator replacements at Woodcrest, 12th/13th and Locust and 15th/16th and Locust stations and required structural and architectural modifications at the three stations is complete. The contract documents are now being prepared for bid.

The PATCO Cares program, which benefits area charities and non-profit organizations, hosted the Marine Corps League on Tuesday, August 23rd, between 4pm and 6pm at the Lindenwold Station.

**FOR PATCO RIDERSHIP AND FINANCIAL INFORMATION
SEE GENERAL MANAGER'S REPORT IN THE PATCO SECTION**

RiverLink Ferry System

Because of Hurricane Irene, the RiverLink Ferry did not operate on August 27th or 28th. The RiverLink Ferry ended daily service on Labor Day and is now back to weekend service only thru September 25th when the Ferry season comes to an end. The Ferry will continue to offer express service from Penn's Landing to the Camden waterfront for Susquehanna Bank Center events. Thru the end of August the Ferry has carried 73,933 passengers.

FOR A LIST OF BRIDGE AND FINANCE ACTIONS, SEE ATTACHMENT 1
FOR A LIST OF PERSONNEL ACTIONS, SEE ATTACHMENT 2
FOR A LIST OF CONTRACTS AND PURCHASES, SEE ATTACHMENT 3

Respectfully Submitted,

A handwritten signature in black ink, appearing to read "J. J. Matheussen". The signature is fluid and cursive, with a large initial "J" and "M".

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

REPORT OF THE CHIEF EXECUTIVE OFFICER

SEPTEMBER 21, 2011

ATTACHMENT 1

BRIDGE AND FINANCE

**DELAWARE RIVER PORT AUTHORITY
MONTHLY REPORT
JULY 2011
ATTACHMENT 1**

POLICE ACTIVITIES	CRS	BFBS	CPAT	BRB	WVE	JUL-11 TOTALS	2011 YTD	JUL-10 TOTALS	2010 YTD
ARRESTS-DWI	1	13	1	4	8	27	205	40	146
ARRESTS-CRIMINAL	0	4	8	1	2	15	127	28	155
ARRESTS-WARRANT/OTHER	2	29	62	3	27	123	834	113	793
ARRESTS-TOLL EVASION	0	0	4	1	0	5	29	7	19
FIRES EXTINGUISHED	0	1	0	0	0	1	5	1	5
DISABLED VEH. REMOVED	3	22	0	10	30	65	722	14	352
TOTAL SUMM-07/2011	54	192	87	121	170	624	7014		
TOTAL SUMM-07/2010	269	282	164	216	253			1184	7287
SPEEDING SUMM-07/2011	5	16	3	37	25	86	1455		
SPEEDING SUMM-07/2010	57	27	6	51	24			165	874
WARNINGS-07/2011	36	132	62	106	139	475			
ACCIDENT STATISTICS NON-REPORTABLE									
ACCIDENTS - 07/2011	3	14	5	1	18	41			
ACCIDENTS - 07/2010	2	22	4	0	26			54	
ACCIDENTS-YTD - 2011	9	107	27	8	125		276		
ACCIDENTS-YTD - 2010	10	104	21	4	118				257
ACCIDENT STATISTICS REPORTABLE									
ACCIDENTS - 07/2011	1	4	2	3	9	19			
ACCIDENTS - 07/2010	3	6	5	1	9			24	
ACCIDENTS -YTD - 2011	7	62	22	21	107		219		
ACCIDENTS -YTD - 2010	13	44	19	11	70				157
ACCIDENT INJURIES									
INJURIES -07/2011	1	0	0	3	2	6			
INJURIES - 07/2010	1	0	0	0	1			2	
INJURIES -YTD - 2011	3	15	1	5	37		61		
INJURIES -YTD - 2010	4	21	4	3	19				51
DEATH STATISTICS									
DEATHS - OTHER - 07/2011	0	0	0	0	0	0			
DEATHS - MVA - 07/2011	0	0	0	0	0	0			
DEATHS - YTD - 2011	0	1	0	0	0		1		
DEATHS - YTD - 2010	2	1	0	0	1				4

**DELAWARE RIVER PORT AUTHORITY
MONTHLY REPORT
AUGUST 2011
ATTACHMENT 1**

POLICE ACTIVITIES	CBB	BFB	PAT	BRB	WWB	Aug-11 TOTALS	2011 YTD	Aug-10 TOTALS	2010 YTD
ARRESTS-DWI	2	10	1	1	6	20	225	26	172
ARRESTS-CRIMINAL	0	2	8	0	3	13	140	33	188
ARRESTS-WARRANT/OTHER	4	25	47	3	30	109	943	87	880
ARRESTS-TOLL EVASION	0	0	0	0	0	0	29	2	21
FIRES EXTINGUISHED	0	0	2	0	1	3	8	1	6
DISABLED VEH. REMOVED	25	60	27	6	158	276	998	0	352
TOTAL SUMM-08/2011	148	368	214	235	387	1352	8366		
TOTAL SUMM-08/2010	unav	unav	unav	unav	unav			0	874
SPEEDING SUMM-08/2011	unav	unav	unav	unav	unav	0	1455		
SPEEDING SUMM-08/2010	unav	unav	unav	unav	unav			0	0
WARNINGS-08/2011	83	173	157	145	245	803			
ACCIDENT STATISTICS NON-REPORTABLE									
ACCIDENTS - 08/2011	6	21	5	3	25	60			
ACCIDENTS - 08/2010	3	24	1	1	24			53	
ACCIDENTS-YTD - 2011	15	128	32	11	150		336		
ACCIDENTS-YTD - 2010	13	128	22	5	142				310
ACCIDENT STATISTICS REPORTABLE									
ACCIDENTS - 08/2011	2	5	8	0	9	24			
ACCIDENTS - 08/2010	2	9	5	1	9			26	
ACCIDENTS -YTD - 2011	9	67	30	21	116		243		
ACCIDENTS -YTD - 2010	15	53	24	12	79				183
ACCIDENT INJURIES									
INJURIES -08/2011	2	2	1	0	9	14			
INJURIES - 08/2010	0	1	0	0	9			10	
INJURIES -YTD - 2011	5	17	2	5	46		75		
INJURIES -YTD - 2010	4	22	4	3	28				61
DEATH STATISTICS									
DEATHS - OTHER - 08/2011	0	0	0	0	0	0			
DEATHS - MVA - 08/2011	0	0	0	0	0	0			
DEATHS - YTD - 2011	0	1	0	0	0		1		
DEATHS - YTD - 2010	2	1	0	0	1				4

**DELAWARE RIVER PORT AUTHORITY
TRAFFIC & BRIDGE TOLL FIGURES
FOR THE PERIODS INDICATED**

	MONTH OF JUNE				TRAFFIC		BRIDGE TOLLS	
	-----2011-----		-----2010-----		INC/(DEC)		INC/(DEC)	
	TRAFFIC	TOLLS	TRAFFIC	TOLLS	%	AMOUNT	%	AMOUNT
BEN FRANKLIN	1,641,278	\$7,151,061.05	1,632,683	\$7,079,263.01	0.53	8,595	1.01	\$71,798.04
WALT WHITMAN	1,730,374	8,407,724.47	1,796,231	8,723,083.24	-3.67	(65,857)	-3.62	(315,358.77)
COMMODORE BARRY	593,049	3,457,276.44	607,201	3,517,656.06	-2.33	(14,152)	-1.72	(60,379.62)
BETSY ROSS	492,122	2,605,386.14	531,369	2,782,134.66	-7.39	(39,247)	-6.35	(176,748.52)
TOTALS	4,456,823	\$21,621,448.10	4,567,484	\$22,102,136.97	-2.42	(110,661)	-2.17	(\$480,688.87)

	YEAR TO DATE		TRAFFIC		BRIDGE TOLLS			
	1/1/11 TO 6/30/11		1/1/10 TO 6/30/10		INC/(DEC)			
	TRAFFIC	TOLLS	TRAFFIC	TOLLS	%	AMOUNT		
BEN FRANKLIN	9,125,029	\$39,760,937.00	8,966,394	\$38,950,520.83	1.77	158,635	2.08	\$810,416.17
WALT WHITMAN	9,311,589	45,409,422.11	9,521,070	46,386,846.67	-2.20	(209,481)	-2.11	(977,424.56)
COMMODORE BARRY	3,152,397	18,423,472.23	3,121,013	18,287,452.43	1.01	31,384	0.74	136,019.80
BETSY ROSS	2,837,792	14,975,221.92	2,820,091	14,846,511.72	0.63	17,701	0.87	128,710.20
TOTALS	24,426,807	#####	24,428,568	#####	-0.01	(1,761)	0.08	\$97,721.61

DISTRIBUTION: J. MATHEUSSEN
R. GROSS
J. HANSON
J. WHITE
J. QUINN

FINANCE

REVENUE AUDIT

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

	<u>2010</u>	<u>2011</u>
Cash Revenue	\$8,664,512	\$8,115,017
ETC Revenue	\$13,438,918.95	\$13,506,517.88
Total Revenue	\$22,103,430.95	\$21,621,534.88
Non ETC Traffic	1,980,875	1,849,316
ETC Traffic	2,586,609	2,607,507
Total Traffic	4,567,484	4,456,823

REPORT OF THE CHIEF EXECUTIVE OFFICER

SEPTEMBER 21, 2011

ATTACHMENT 2

PERSONNEL ACTIONS

**DELAWARE RIVER PORT AUTHORITY
ACTIONS OF THE CHIEF EXECUTIVE OFFICER
COMMISSION MEETING SEPTEMBER 21, 2011**

**ARTICLE XII-A
ATTACHMENT 2**

PERSONNEL

TEMPORARY APPOINTMENTS – None

APPOINTMENTS

William J. Mayo, Jr.	C&M Mechanic Operations Division Construction & Maintenance (WWB)	Eff: 08/22/11
Robert A. Ritz	C&M Mechanic Operations Division Construction & Maintenance (BRB)	Eff: 08/22/11
Mark T. Swiderski	C&M Mechanic Operations Division Construction & Maintenance (BRB)	Eff: 08/22/11

TEMPORARY ASSIGNMENT TO HIGHER CLASSIFICATION

Richard E. Bonifazio, Jr.	From: Toll Collector Operations Division Bridge/Toll (WWB)	To: Acting Plaza Supervisor Operations Division Bridge/Toll (CBB) Eff: 07/02/11 to 08/26/11
John Woosley	From: Toll Collector Operations Division Bridge/Toll (WWB)	To: Acting Plaza Supervisor Operations Division Bridge/Toll (CBB) Eff: 07/02/11 to 08/26/11
James L. Simpson	From: Systems Group Leader Finance Division Information Services – Production Systems (OPC)	To: Acting Manager, Production Systems Finance Division Information Services – Production Systems (OPC) Eff: 07/02/11 to 12/30/11
Stephanie C. Byrd	From: Police Officer Public Safety Division Public Safety (BFB)	To: Acting Corporal of Police Public Safety Division Public Safety (BFB) Eff: 07/16/11 to 10/07/11

TEMPORARY ASSIGNMENT TO HIGHER CLASSIFICATION (continued)

George S. MacAdams	From: Police Officer Public Safety Division Public Safety (Transit Unit)	To: Acting Corporal of Police Public Safety Division Public Safety (Transit Unit) Eff: 07/30/11 to 10/07/11
Michael J. Voll, Jr.	From: Corporal of Police Public Safety Division Public Safety (WWB)	To: Acting Sergeant of Police Public Safety Division Public Safety (CBB) Eff: 07/30/11 to 10/07/11
Ira G. Batten	From: Maintenance Technician Operations Division Construction & Maintenance (BFB)	To: Acting Maintenance Foreman Operations Division Construction & Maintenance (BFB) Eff: 08/06/11 to 08/19/11 Eff: 08/20/11 to 09/02/11
Victor Rosa	From: Construction & Maintenance Mechanic Operations Division Construction & Maintenance (BFB)	To: Acting Maintenance Foreman Operations Division Construction & Maintenance (BFB) Eff: 08/06/11 to 08/19/11 Eff: 08/20/11 to 09/02/11
Steven J. Hogan	From: Corporal of Police Public Safety Division Public Safety (WWB)	To: Acting Sergeant of Police Public Safety Division Public Safety (CBB) Eff: 08/06/11 to 10/07/11
Constance B. Nicholson	From: Police Officer Public Safety Division Public Safety (WWB)	To: Acting Corporal of Police Public Safety Division Public Safety (WWB) Eff: 08/06/11 to 10/07/11
Daniel J. Ragone	From: Police Officer Public Safety Division Public Safety (BRB)	To: Acting Corporal of Police Public Safety Division Public Safety (WWB) Eff: 08/06/11 to 10/07/11

TEMPORARY ASSIGNMENT TO HIGHER CLASSIFICATION (continued)

John P. Viniski	From: Senior Engineer Operations Division Engineering - Planning & Design (OPC)	To: Acting Manager, Planning & Design Operations Division Engineering - Planning & Design (OPC) Eff: 08/13/11 to 11/11/11
Melanie McKennie	From: Toll Collector Operations Division Bridge/Toll (WWB)	To: Acting Plaza Supervisor Operations Division Bridge/Toll (CBB) Eff: 08/27/11 to 10/21/11

PROMOTIONS

Jennifer L. McCarthy	From: Administrative Secretary Finance Division Information Services – Director’s Office (OPC)	To: User Support Administrator Finance Division Information Services – Production Systems (OPC) Eff: 08/13/11
Tamika E.C. Espino	From: Specialist, Compensation/HRIS Administration Division Human Resource Services (OPC)	To: HRS Administrator Administration Division Human Resource Services (OPC) Eff: 08/20/11

INTERAGENCY TRANSFERS to DRPA - from PATCO – None

TRANSFERS - DEPARTMENTAL – None

RETIREMENTS – None

RESIGNATIONS – None

DECEASED

William L. Rebstock	C&M Mechanic Operations Division Construction & Maintenance (BFB)	Eff: 08/04/11
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REPORT OF THE CHIEF EXECUTIVE OFFICER

SEPTEMBER 21, 2011

ATTACHMENT 3

CONTRACTS AND PURCHASES

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

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

Purchase Order P11L0025, The Revenue Markets Inc., Accord, NY. Single Strip Treadles. Contract Value NTE \$14,328.00 (Sole Source).

Purchase Order P11S0068, Schneider Electric, Horsham, PA. Surveillance & Safety System Service Agreement. Contract Value NTE \$22,488.00 (State Contract/GSA).

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

None

Re: Article XII-C, Section 8 (Emergency)

None

Re: Article XII-C, Section 5

Authorized payments for Contracts and Engineers for the Bridges and PATCO Systems
As follows: (see accompanying Schedule 1)

Contracts and Engineers:	<u>\$13,084,490.84</u>
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**2011 CAPITAL BUDGET
SUBSTITUTION OF PROJECTS**

2011 Capital Budget-Realignment of Funds- From Schedule M (Main Program) Rehabilitation Work Due To Biennial Inspection AB9803 to Schedule A (DRPA Miscellaneous Projects) A10002 Water Booster Pump & Domestic Hot Water System Replacement @ BFB Administration Building. Budget Amount \$100,000.

09/21/2011

**ARTICLE XII-C, SECTION 5
SUMMARY OF AUTHORIZED CONTRACT AND ENGINEERING PAYMENTS
BRIDGES AND PATCO SYSTEM
September 21, 2011**

Resolution #	Contract/Engineer	Contract Amount	Completed Work (billed) Amount	Retained Amount	Prior Payments	Invoice No	Amount
(DRPA-09-050)	Daidone Electric, Inc./Henkels & McCoy, Inc. Joint Venture PATCO Power Pole and Pole Line Replacement	\$28,559,305.72	\$15,079,522.86	\$1,645,468.69	\$13,117,600.59	21	\$316,453.58
(DRPA-10-020)	American Bridge Company WWB Suspension & Anchorage Spans Deck Replacement	128,085,778.00	46,080,443.30	4,242,959.78	37,660,781.07	11	4,176,702.45
(DRPA-10-152)	Iron Bridge CBB Structural Repairs	20,441,243.00	1,748,758.75	174,875.88	984,632.89	3	589,249.98
(DRPA-10-101)	Puente Construction Enterprises WWB Gloucester Building Rehabilitation	158,883.78	158,883.78	0.00	138,188.00	3	20,695.78
(DRPA-11-005)	Farfield Company PATCO Lindenwold Yard Improvements	1,829,000.00	486,584.00	48,658.40	263,642.40	3	174,283.20
(DRPA-11-005)	Vanalt Electrical Construction, Inc. PATCO Linden Interlocking Rehabilitation	2,933,800.00	279,570.00	27,957.00	67,500.00	3	184,113.00
(DRPA-10-029)	New Jersey Transit PATCO Power Cable & ROW Fencing-Flagging Services	1,100,000.00	298,408.51	0.00	207,008.69	4	91,399.82
(DRPA-10-029)	PATCO Bridge Painting & Structural Repairs	150,000.00	31,882.80	0.00	0.00	1	31,882.80
(DRPA-10-099)	Cornell & Company BRB Miscellaneous Structural Repairs	14,114,422.50	7,986,853.50	919,913.75	5,038,292.22	7 & 10	2,028,647.53
(DRPA-10-132)	BFB Structural Improvements	10,655,610.00	2,477,879.00	247,787.90	415,489.50	4	1,814,601.60
(DRPA-09-081)	HNTB Corporation PMA201- General Engineering Support	93,318.29	13,555.72	0.00	9,711.80	6 & 7	3,843.92
(DRPA-09-081)	PMA202- Penn's Landing Ferry Terminal Upgrade	59,370.13	21,078.16	0.00	11,772.44	5 & 6	9,305.72
(DRPA-09-081)	PMA 203-BFB Salt Storage Building	55,706.65	16,840.78	0.00	6,207.06	2	10,633.72
(DRPA-10-022)	PATCO Track Rehabilitation Across BFB	3,151,242.54	2,833,064.30	233,770.66	2,348,873.42	7	250,420.22
(DRPA-10-010)	PATCO Lindenwold Yard Diamond Rehab. - CMS	329,224.76	155,296.58	14,716.21	119,431.27	10 & 11	21,149.10
(DRPA-10-016)	BFB Deck Truss Rehab. - CMS	2,539,855.84	1,007,267.04	84,845.62	846,965.91	10	75,455.51
(DRPA-10-003)	Modjeski and Masters Consulting Engineers 2010 Biennial Inspection - CBB	649,946.31	648,838.78	24,962.85	598,749.47	10	25,126.46
(DRPA-09-029)	Carr & Duff, Inc. Design/Build 800 MHZ Radio PATCO Tunnels	2,217,000.00	2,185,303.06	0.00	2,156,469.74	20 & 21	28,833.32
(DRPA-10-151)	CBB Security & Lighting Improvements	1,419,800.00	1,045,505.00	87,770.25	684,272.50	3	273,462.25
(DRPA-09-001)	Urban Engineers, Inc. Task Order EM3602 CBB Security & Lighting Improvements	103,554.27	39,496.14	0.00	0.00	1	39,496.14
(DRPA-04-091)	CBB Vessel Collision Protection						
(DRPA-09-001)	Task Order CM3506 WWB Variable Message Signs & Deck Joint Work	121,646.74	108,694.99	0.00	104,132.35	11 & 12	4,562.64
(DRPA-10-021)	WWB Suspension & Anchorage Spans Deck Replacement Construction Management Services	11,688,508.67	1,482,660.25	122,346.11	1,208,680.24	5JV	151,633.90

**ARTICLE XII-C, SECTION 5
SUMMARY OF AUTHORIZED CONTRACT AND ENGINEERING PAYMENTS
BRIDGES AND PATCO SYSTEM
September 21, 2011**

SCHEDULE 1

Resolution #	Contract/Engineer	Contract Amount	Completed Work (billed) Amount	Retained Amount	Prior Payments	Invoice No.	Amount
(DRPA-09-081)	Jacobs Engineering Group, Inc. PM A307 Program Management Radio Systems Assessment	110,447.00	3,314.36	0.00	0.00	1	3,314.36
(DRPA-09-081)	PM A305 Facility Drawing Scanning Admin & Cataloging	38,397.17	35,995.38	0.00	34,385.79	6	1,609.59
(DRPA-09-081)	PM A306 Claim Review Viaduct Project	44,636.00	41,483.88	0.00	41,337.32	5	146.56
(DRPA-09-081)	PMA303 Development of RFP for PATCO/DRPA Tunnel Fire Safety	43,018.00	20,728.72	0.00	13,858.19	4	6,870.53
(DRPA-09-018)	William Nicholas Bodouva & Associates, P.C. Environmental Assessment & Design Services Camden Waterfront North Ferry Terminal	479,166.00	475,172.61	0.00	413,632.45	9	61,540.16
(DRPA-10-143)	Birdsall Services Group (formerly CMX, Inc.) PATCO Bridges Painting & Structural Repairs C.M.S	766,302.51	358,718.55	24,080.20	156,700.22	5 & 6	177,938.13
(DRPA-09-003)	CBB Chester Approach Widening - Construction Management	238,500.00	233,156.28	23,315.13	170,297.28	26 & 27	39,543.87
(DRPA-09-034)	A.P. Construction, Inc. PATCO Concourse Improvements	5,306,800.00	3,919,680.00	328,654.00	3,210,075.00	8	380,951.00
(DRPA-10-103)	PATCO Bridge Painting & Structural Repairs	6,856,656.00	2,926,579.15	295,061.19	1,819,403.55	4	812,114.41
(DRPA-11-030)	Greenman-Pedersen Inc. CMS CBB Structural Repairs	1,537,227.33	111,070.96	9,777.03	19,349.31	2	81,944.62
(DRPA-11-040)	ESCO Electric BFB Annex Building Fire Alarm System Replacement	136,464.00	61,300.00	6,130.00	20,970.00	2	34,200.00
(DRPA-09-034)	Burns Engineering, Inc. PATCO Concourse Improvements 9th/10th, 12th./13th, 15th/16th and Locust Streets	590,079.00	550,829.07	28,287.10	396,902.35	various	125,639.62
(DRPA-09-098/B)	PATCO Power Cable Pole Line Replacement Construction Monitoring Services	1,722,470.67	551,305.45	56,554.04	424,242.18	7	70,509.23
(DRPA-11-006)	CMS PATCO Interlocking Rehabilitation Contract 34-E	569,104.27	55,875.57	5,587.57	38,610.09	3	11,677.91
(DRPA-09-001)	Pennoni Associates Task Order # EG3404 Asset Management & Capital Planning CBB	59,344.13	36,156.17	0.00	32,992.87	6 & 7	3,163.30
(DRPA-11-012)	J.P.C. Group, Inc. PATCO Pumps and Compressors Replacements	3,146,000.00	856,450.00	85,645.00	445,635.00	3	325,170.00
(DRPA-09-061)	Gannett Fleming, Inc./Vertical Transportation Excellence PATCO Escalator Replacements - Woodcrest, 12/13th & Locust St., 15/16th & Locust St. Stations	613,679.00	322,997.52	25,020.32	285,846.34	12	12,130.86
(DRPA-09-060)	Gannett Fleming, Inc. PATCO Right of Way Embankment Restoration Drainage Improvements/Retaining Wall Rehabilitation	518,273.00	396,061.25	39,606.14	349,735.04	17 & 18	6,720.07
(DRPA-10-076)	Paulus, Sokolowski & Sartor, LLC BFB Light Duty Maintenance Bldg. Design & Construction Support	233,992.00	158,344.65	9,061.96	147,587.15	8	1,695.54

**ARTICLE XII-C, SECTION 5
SUMMARY OF AUTHORIZED CONTRACT AND ENGINEERING PAYMENTS
BRIDGES AND PATCO SYSTEM
September 21, 2011**

SCHEDULE 1

Resolution #	Contract/Engineer	Contract Amount	Completed Work Percent	Completed Work (billed) Amount	Retained Amount	Prior Payments	Invoice No.	Amount
(DRPA-11-050)	American Asphalt Company PATCO Haddonfield & Ashland Station Paving & Repairs	1,497,879.75	84.2%	1,261,159.21	124,727.36	1,123,153.64	4	13,278.21
(DRPA-07-019)	LTK Engineering Services PATCO Transit Car Overhaul Services Agreement	8,331,070.00	29.0%	2,416,009.81	54,208.38	2,154,023.46	48 & 49	207,777.97
(DRPA-08-093)	AECOM (formerly DMJM & Harris, Inc.) BRB & CBB Structural Repairs	1,364,796.00	90.2%	1,230,424.01	94,547.12	1,078,966.72	28 & 29	56,910.17
(DRPA-09-081)	PM Services for BFB -PMA101	173,094.75	59.4%	102,798.97	0.00	97,197.28	6	5,601.69
(DRPA-09-081)	PM Services for BFB -PMA103	105,800.17	27.6%	29,215.43	0.00	7,359.19	3 & 4	21,856.24
(DRPA-09-001)	Remington & Vernick Engineers, Inc. Task Order # CS3120 - CBB Admin Fire Alarm Replacement	31,337.05	60.0%	18,806.10	0.00	16,593.82	5	2,212.28
(DRPA-09-001)	Task Order # EM3217 -OPC 6th Floor Computer Room	21,380.18	93.2%	19,935.77	0.00	11,576.29	5 & 6	8,359.48
(DRPA-09-001)	Task Order # EM3213 - CBB Admin. Bldg. Emerg. Generator	41,382.01	59.3%	24,549.60	0.00	22,560.96	8	1,988.64
(DRPA-09-001)	Task Order # EM3202 - BRB & WWB Substation Replacements Design & Construction Administration	75,458.83	80.8%	60,937.28	0.00	57,764.08	12	3,173.20
(DRPA-09-001)	Task Order # EM3204 - BFB Administration Building Annex Fire Alarm System Replacement	31,016.65	90.4%	28,051.48	0.00	25,989.22	9	2,062.26
(DRPA-09-001)	Mechanical Room Upgrades-Task Order EM3219	89,742.22	66.8%	59,953.46	0.00	29,550.53	4 & 5	30,402.93
(DRPA-09-001)	Task Order # EM3214 - CBB Admin. Bldg. Chiller Replacement	40,626.24	67.6%	27,443.83	0.00	25,321.27	6 & 7	2,122.56
(DRPA-10-078)	Bowman & Company 2010 Audit (DRPA Portion) Year 3	122,767.00	100.0%	122,767.15	0.00	58,000.00	various	64,767.15
(DRPA 08-094)	Interstate Mobile Care DOT CDL & FTA Physicals	185,000.00	94.2%	174,246.00	0.00	172,446.00	10692	1,800.00
(DRPA-10-078)	Workstream HR Performance Management System 1/1/11-12/31/13	125,000.00	33.5%	41,875.00	0.00	40,950.00	122751	925.00
(DRPA-08-066)	Tektron Corporation Maintenance Agreement 10/2008-10/2011	241,452.00	94.4%	228,038.00	0.00	221,331.00	34	6,707.00
(DRPA-08-069)	Transcore E-Z-Pass System Equipment, Software Maintenance and Repair Services	6,642,553.60	85.8%	5,699,924.33	0.00	5,649,236.09	11-02455	50,688.24
(DRPA-08-071)	Benefit Harbor, LP Benefits Consulting Services	560,000.00	79.4%	444,727.48	0.00	434,439.98	various	10,287.50
(DRPA-09-055)	Dunbar Armored Toll Revenue Transportation & Processing - 10/1/2009-9/30/2014.	622,099.57	57.5%	357,708.58	0.00	340,549.45	2934254	17,159.13

**ARTICLE XII-C, SECTION 5
SUMMARY OF AUTHORIZED CONTRACT AND ENGINEERING PAYMENTS
BRIDGES AND PATCO SYSTEM
September 21, 2011**

SCHEDULE 1

Resolution #	Contract/Engineer	Contract Amount	Completed Work (billed) Percent	Completed Work (billed) Amount	Retained Amount	Prior Payments	Invoice No	Amount
(DRPA-10-105)	PRWT Services, Inc. Part-Time Toll Collectors 11/1/2010 - 10/31/2013	3,081,000.00	23.3%	717,547.48	0.00	680,602.36	various	36,945.12
(DRPA-09-001)	Mc Cormick Taylor & Associates Task Order TT1022 Plan Preparation for Lane Closures During Maintenance & Construction Projects	57,501.02	86.9%	49,949.36	0.00	44,130.59	9	5,818.77
(DRPA-11-004)	A.A. Duckett One Port Center Computer Room HVAC	389,000.00	84.9%	330,400.00	26,245.00	249,340.00	2	54,815.00
Total Contract and Engineer Payments								\$13,084,490.94

MONTHLY REPORT
GENERAL PROCUREMENT ACTIVITY

During the month of August there were 46 Purchase Orders awarded totaling \$264,894.63.

Approx. 50.3% or \$133,389.29 of the monthly dollar total was made available to MBE and WBE's, representing 39.1% or 18 of the monthly total number of Purchase Orders.

Of the total monthly procurement available to MBE's and WBE's, approx. 1.9% or \$2,637.58 was awarded to MBE's and approx. 40.2% or \$53,686.00 was awarded to WBE's.

Of the total number of Purchase Orders available to MBE's and WBE's, approx. 27.7% or 5 Purchase Orders were awarded to MBE's and approx. 22.2% or 4 Purchase Orders were awarded to WBE's.

REPORT OF THE CHIEF EXECUTIVE OFFICER

SEPTEMBER 21, 2011

ATTACHMENT 4

RISK MANAGEMENT AND SAFETY REPORT

**DELAWARE RIVER PORT AUTHORITY
INTEROFFICE COMMUNICATION**

To: Toni P. Brown, Chief Administrative Officer
From: Marianne Staszewski, Director, Risk Management & Safety
Subject: Risk Management & Safety August Activity Report.

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

Contractor Meetings Attended By Risk Management & Safety			
DATE	CONTRACTOR	DRPA CONTRACT NO.	PROJECT/WORK AREA
8/2, 8/23	Ammann & Whitney		BRB resurfacing design Progress meeting Non OCIP
8/2		CB-20-2010	CBB Substation Relocation to Pier E-10 Pre-construction Meeting
8/3, 8,17, & 31	American Bridge	WWB-12-2009	Bi-monthly Safety Meetings WWB Deck Rehabilitation
8/3		BF-33-2011	Pre-Bid Meeting for BFB Phila Anch 5KV Switchgear Replacement Pre-Bid Meeting
8/4, 8/18	Carr & Duff	CBB-19-2010	Bi-monthly Safety Meetings CBB Security & Lighting Improvements
8/4, 8/18	Iron Bridge	CBB-18-2010	CBB Misc Structural Repairs Progress meetings
8/5, 8/19	Esco Electrical Contractors	BF-30-2010	BFB Annex Bldg. Fire Alarm System Replacement Non OCIP project
8/10, 8/24	Cornell & Company	BFB-26-2010	Bi-monthly Safety Meetings BFB Deck Truss Rehabilitation
8/10, 8/24	Cornell & Company	BRB-11-2010	Bi-monthly Safety Meetings BRB Misc Structural Repair
Safety Meetings Attended By Safety Specialists * attended by Risk Management also			
DATE		NAME OF MEETING	
8/5		Rules & Procedures Safety Subcommittee Meeting	
8/9, 8/10		Workplace Safety – CBB, BRB, BFB, WWB	
8/9	*	Incident Accident Investigation Committee Meeting	
8/11		MPT review meeting with engineering	
8/11	*	Monthly Risk Management & Safety Staff Meeting with CAO	
8/16		Program & Activities Committee	
8/16	*	Central Safety & Health Meeting	
8/17	*	2012 Operating Budget Presentation - Safety	
8/19		Chartis Safety Training	
8/26	*	Hurricane Preparedness	
8/25	*	Budget preparation meeting	
8/30	*	SOPS for Succession Planning (Safety & Risk Management Departments)	

Risk Management Meetings Attended By Risk Management

DATE	NAME OF MEETING
8/5	Conference call with PATCO Safety Manager, PATCO Way & Power Supervisor FM Global, Willis representatives and FM Global's property engineer John Snyder.
8/10	Meeting with Chartis Loss Control Representative Steve Ondich
8/16	Meeting with Legal and CAO regarding the former Pollution Liability claim of 2002 Victor Lofts
8/18	Meeting with CAO to review final RFP's
8/19 & 8/31	Weekly Staff Meetings with CAO

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

Safety Training Conducted or Attended By Risk Management & Safety

DATE	TYPE OF TRAINING
8/22	New Hire Orientation
8/24/28	MICROSOFT 2010 TRAINING
8/25-8-31	Fleet Safety Policy training for WWB and BFB

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

- The Safety staff conducted day time and night time random drug & alcohol testing on both Public Safety personnel (under policy 147A) and Construction & Maintenance personnel (under policy 147B).
- Safety Specialists reviewed various Health and Safety plans from contractors who were awarded construction and/or design projects during the month of August.
- Safety Specialists reviewed and commented on various engineering Technical and Special Provisions documents for future DRPA projects.
- Risk Management reviewed and recommended the inclusion of proper insurance requirements on various Requests for Bids from the Purchasing Department, Request for Proposals from the Engineering Department, Finance Department and third party contracts for the Legal Department.
- Risk Management attended the quarterly OCIP Claim Services Review Meeting in Wilmington, Delaware with claims specialists from Chartis Insurance Company and The Graham Company.

DELAWARE RIVER PORT AUTHORITY
MONTHLY LIST OF PAYMENTS 8/1/11 THRU 8/31/11
MEETING DATE 9/21/2011

<u>VENDOR NAME</u>	<u>ITEM DESCRIPTION</u>	<u>RESOLUTION #/ AUTHORIZATION</u>	<u>AMOUNT</u>
STANDARD INSURANCE COMPANY	A/P Group Life & Accident	10-085	\$100,279.98
	A/P Group Life & Accident	Total	\$100,279.98
COUNTRY GAS SERVICES INC	Alternate Fuel	25KTHRES	\$145.50
	Alternate Fuel	Total	\$145.50
AMERICAN ARBITRATION ASSOCIATION	Audit, Legal, Consultant & Other	25KTHRES	\$450.00
ARCHER & GREINER	Audit, Legal, Consultant & Other	09-102	\$4,072.50
BENEFIT HARBOR, LP	Audit, Legal, Consultant & Other	08-071	\$10,312.50
BROOKS PERSONNEL INC	Audit, Legal, Consultant & Other	25KTHRES	\$12,364.75
GOVERNMENT FINANCE OFFICERS	Audit, Legal, Consultant & Other	25KTHRES	\$865.00
INTELYSIS CORPORATION	Audit, Legal, Consultant & Other	25KTHRES	\$7,884.32
JACOBS ENGINEERING GROUP INC	Audit, Legal, Consultant & Other	09-081	\$1,721.06
JOHN M SKONIER	Audit, Legal, Consultant & Other	25KTHRES	\$2,280.00
SCOTT E BUCHHEIT	Audit, Legal, Consultant & Other	25KTHRES	\$850.00
SODEXO, INC & AFFILIATES	Audit, Legal, Consultant & Other	25KTHRES	\$2,730.00
	Audit, Legal, Consultant & Other	Total	\$43,530.13
UNI-SELECT USA, INC	Barrier Machine - Repair & Maint	11-016	\$111.78
	Barrier Machine - Repair & Maint	Total	\$111.78
UNI-SELECT USA, INC	Batteries	11-016	\$1,370.67
	Batteries	Total	\$1,370.67
JACOBS ENGINEERING GROUP INC	BFB Anchorage Substation Upgrades	09-001	\$34,175.60
	BFB Anchorage Substation Upgrades	Total	\$34,175.60
REMINGTON & VERNICK ENGINEERS, INC	BFB Annex Fire Alarm System	09-001	\$3,548.19
	BFB Annex Fire Alarm System	Total	\$3,548.19
HOWARD NEEDLES TAMMEN & BERGENDOFF	BFB Contract Technical Support	10-132	\$8,726.63
	BFB Contract Technical Support	Total	\$8,726.63
CORNELL & CO INC	BFB Deck Truss Rehabilitation	10-132	\$115,917.00
HOWARD NEEDLES TAMMEN & BERGENDOFF	BFB Deck Truss Rehabilitation	10-016	\$115,811.50
	BFB Deck Truss Rehabilitation	Total	\$231,728.50
HOWARD NEEDLES TAMMEN & BERGENDOFF	BFB Salt Storage Building	09-081	\$6,207.06
	BFB Salt Storage Building	Total	\$6,207.06
CORNELL & CO INC	BFB Structural Improvments	10-099	\$880,952.75
	BFB Structural Improvments	Total	\$880,952.75
AECOM	BFB Track Rehabilitation	09-081	\$19,101.19
HOWARD NEEDLES TAMMEN & BERGENDOFF	BFB Track Rehabilitation	10-022	\$252,610.51
	BFB Track Rehabilitation	Total	\$271,711.70
BANK OF NEW YORK	Bond Service	Bond Resolution	\$765,000.00
TD BANK NORTH	Bond Service	Bond Resolution	\$4,176,000.00
	Bond Service	Total	\$4,941,000.00
AECOM	BRB & CBB Structural Repairs	08-093	\$18,551.98
	BRB & CBB Structural Repairs	Total	\$18,551.98
STANTEC CONSULTING SERVICES, INC	BRB Express E-ZPass	09-059	\$730.62
	BRB Express E-ZPass	Total	\$730.62
CORNELL & CO INC	BRB Structural Repairs	10-077	\$1,520,231.00
REMINGTON & VERNICK ENGINEERS	BRB Structural Repairs	10-100	\$76,830.25
	BRB Structural Repairs	Total	\$1,597,061.25
A.P. CONSTRUCTION INC	Bridge Rehabilitation	10-103	\$709,356.31
BIRDSALL SERVICES GROUP, INC.	Bridge Rehabilitation	10-143	\$55,192.03
	Bridge Rehabilitation	Total	\$764,548.34
PAULUS, SOKOLOWSKI, & SARTOR	Buildings	10-076	\$82,547.36
	Buildings	Total	\$82,547.36
PATRICK MCCULLOUGH	Business Meetings	25KTHRES	\$59.50
RICHARD L BROWN	Business Meetings	25KTHRES	\$14.87
SODEXO, INC & AFFILIATES	Business Meetings	25KTHRES	\$210.00
TIMOTHY M PULTE	Business Meetings	25KTHRES	\$36.80
	Business Meetings	Total	\$321.17
CERTIFIED SPEEDOMETER SERVICE	Calibration Serivces	25KTHRES	\$192.00
	Calibration Serivces	Total	\$192.00
PORT AUTHORITY TRANSIT	Capital Labor		\$141,516.82
	Capital Labor	Total	\$141,516.82
GRAHAM COMPANY	CBB Chester Approach	PRE 8-18	\$1,487.50
	CBB Chester Approach	Total	\$1,487.50
CARR & DUFF INC	CBB Security & Lighting	10-151	\$514,465.00
	CBB Security & Lighting	Total	\$514,465.00
IRON BRIDGE CONSTRUCTORS, INC.	CBB Stuctural Repairs	10-152	\$511,294.09
	CBB Stuctural Repairs	Total	\$511,294.09
DANIEL J. AULETTO	CDL License	25KTHRES	\$44.00

** Capital Expenditure

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<u>VENDOR NAME</u>	<u>ITEM DESCRIPTION</u>	<u>RESOLUTION #/ AUTHORIZATION</u>	<u>AMOUNT</u>
DAVID PEIFFER	CDL License	25KTHRES	\$44.00
EDWARD BRAUN	CDL License	25KTHRES	\$36.00
THOMAS M MIHALIC	CDL License	25KTHRES	\$44.00
	CDL License	Total	\$168.00
DELTA DENTAL PLAN	COBRA Reimbursements	10-087	\$911.22
VISION BENEFITS OF AMERICA	COBRA Reimbursements	10-084	\$139.88
	Cobra Reimbursements	Total	\$1,051.10
SODEXO, INC & AFFILIATES	Commissioner Meeting Expense	25KTHRES	\$300.00
	Commissioner Meeting Expense	Total	\$300.00
MISTRAS GROUP INC.	Contractual Services	25KTHRES	\$2,030.62
SEA TOW DELAWARE RIVER	Contractual Services	10-078	\$2,358.75
TEKTRON CORPORATION	Contractual Services	08-066	\$6,707.00
THE BRICKMAN GROUP, LTD.	Contractual Services	25KTHRES	\$1,458.00
	Contractual Services	Total	\$12,554.37
PAYMENTECH	Credit Card Fees	04-031	\$262.91
	Credit Card Fees	Total	\$262.91
KENNETH CUTLER	Cruise Terminal Deposit Refund	25KTHRES	\$2,500.00
	Cruise Terminal Deposit Refund	Total	\$2,500.00
ACS GOVERNMENT SYSTEMS INC	Data Processing	10-111	\$5,502.50
SCHNEIDER ELECTRIC	Data Processing	10-092	\$1,819.42
	Data Processing	Total	\$7,321.92
ISOBUNKERS, LLC	Diesel Fuel	10-081	\$7,329.45
WM. HARGROVE MARINA	Diesel Fuel	25KTHRES	\$295.31
	Diesel Fuel	Total	\$7,624.76
SAFETY-KLEEN	Disposal Fees	25KTHRES	\$155.00
	Disposal Fees	Total	\$155.00
DRAEGER SAFETY DIAGNOSTICS, INC	DWI Enforcement	25KTHRES	\$1,017.90
	DWI Enforcement	Total	\$1,017.90
ATLANTIC CITY ELECTRIC	Electricity	UTILITY	\$686.76
P S E & G	Electricity	UTILITY	\$63,901.79
PECO ENERGY	Electricity	UTILITY	\$42,617.76
PHILADELPHIA AUTHORITY INDUSTRIAL DEVL.	Electricity	UTILITY	\$2,466.09
	Electricity	Total	\$109,672.40
DELTA DENTAL PLAN	Employee Dental Insurance	10-087	\$24,444.64
	Employee Dental Insurance	Total	\$24,444.64
CIGNA HEALTHCARE - CGLIC	Employee Medical Insurance	10-086	\$476,181.82
	Employee Medical Insurance	Total	\$476,181.82
ANGELA CARAMBOT	Employee Mileage	25KTHRES	\$18.00
BARBARA HOLCOMB	Employee Mileage	25KTHRES	\$26.10
CARLOTTA O'CONNELL	Employee Mileage	25KTHRES	\$10.00
CECIL BISHOP	Employee Mileage	25KTHRES	\$12.21
CHARLES KAIN	Employee Mileage	25KTHRES	\$91.23
CHARLES THOMPSON	Employee Mileage	25KTHRES	\$51.00
CHONG YOUNG	Employee Mileage	25KTHRES	\$24.30
DENISE SANCHEZ	Employee Mileage	25KTHRES	\$6.06
DONALD TATHAM	Employee Mileage	25KTHRES	\$155.04
EDWARD D KASUBA	Employee Mileage	25KTHRES	\$8.67
ERIN WATTERSON	Employee Mileage	25KTHRES	\$9.18
GAIL POLK	Employee Mileage	25KTHRES	\$14.28
GERALD BASS	Employee Mileage	25KTHRES	\$9.18
GLENN CARNEY	Employee Mileage	25KTHRES	\$89.40
HEATHER ANNE GORNEY	Employee Mileage	25KTHRES	\$136.21
HOWARD KORSEN	Employee Mileage	25KTHRES	\$77.64
JAMES B QUINN	Employee Mileage	25KTHRES	\$236.91
JEANNE M AFFRONTI	Employee Mileage	25KTHRES	\$96.88
JOHN BUCK	Employee Mileage	25KTHRES	\$61.20
JOHN J. MATHEUSSEN	Employee Mileage	25KTHRES	\$129.40
JOHN T HANSON	Employee Mileage	25KTHRES	\$18.00
JOSEPH EGAN	Employee Mileage	25KTHRES	\$139.85
JOYCE GRACE-BROWN	Employee Mileage	25KTHRES	\$6.12
KEVIN LA MARCA	Employee Mileage	25KTHRES	\$23.15
KEVIN M. PRICE	Employee Mileage	25KTHRES	\$6.06
MARC GOLDE	Employee Mileage	25KTHRES	\$102.00
MARY WEIKEL	Employee Mileage	25KTHRES	\$42.96
MATTHEW LUONGO	Employee Mileage	25KTHRES	\$14.25
MICHAEL CASH	Employee Mileage	25KTHRES	\$24.20

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MICHAEL MATEY	Employee Mileage	25KTHRES	\$81.60
MICHAEL VENUTO	Employee Mileage	25KTHRES	\$196.42
PATRICK MCCULLOUGH	Employee Mileage	25KTHRES	\$169.18
PAUL MASSIMILLO	Employee Mileage	25KTHRES	\$19.17
PERSEL GILLIAM, JR	Employee Mileage	25KTHRES	\$93.24
RICHARD L BROWN	Employee Mileage	25KTHRES	\$116.00
ROBERT RODRIGUEZ	Employee Mileage	25KTHRES	\$9.18
RONALD MIDILI	Employee Mileage	25KTHRES	\$8.73
STEPHEN D SUDER	Employee Mileage	25KTHRES	\$162.10
SUSAN SQUILLACE	Employee Mileage	25KTHRES	\$73.60
SYVILLA WILLIAMS	Employee Mileage	25KTHRES	\$18.36
THOMAS AGNES	Employee Mileage	25KTHRES	\$31.08
TIM SALVATORE	Employee Mileage	25KTHRES	\$66.81
TIMOTHY M PULTE	Employee Mileage	25KTHRES	\$128.52
URSELLE GARNETT	Employee Mileage	25KTHRES	\$57.48
VIJAY R PANDYA	Employee Mileage	25KTHRES	\$26.09
WILLIAM ANDERSON	Employee Mileage	25KTHRES	\$1.60
WILLIAM EDWARDS	Employee Mileage	25KTHRES	\$6.06
	Employee Mileage	Total	\$2,904.70
VISION BENEFITS OF AMERICA	Employee Vision Insurance	10-084	\$2,796.16
	Employee Vision Insurance	Total	\$2,796.16
DELL MARKETING L.P.	Equipment	25KTHRES	\$511.28
GRAYBAR ELECTRIC COMPANY INC	Equipment	25KTHRES	\$109.52
LAWMEN SUPPLY CO OF NJ	Equipment	25KTHRES	\$1,446.60
LAWYERS DIARY & MANUAL	Equipment	25KTHRES	\$89.00
MANCINE OPTICAL	Equipment	25KTHRES	\$162.15
OAKSTONE WELLNESS	Equipment	25KTHRES	\$2,411.00
SPRINGTIME, INC.	Equipment	25KTHRES	\$59.68
BEST LINE EQUIPMENT	Equipment	25KTHRES	\$22,114.00 **
FERGUSON & MC CANN INC	Equipment	11-029	\$54,500.00 **
	Equipment	Total	\$81,403.23
NJ E-ZPASS	E-ZPass Bank Charges	04-031	\$2,076.76
	E-ZPass Bank Charges	Total	\$2,076.76
ACS STATE & LOCAL SOLUTIONS	E-ZPass Clearing Account	04-031	\$56,104.00
	E-ZPass Clearing Account	Total	\$56,104.00
AMERICAN EXPRESS	E-ZPass Credit Card Fees	04-031	\$1.13
NJ TURNPIKE AUTHORITY (NJ E-ZPASS)	E-ZPass Credit Card Fees	04-031	\$162,891.06
	E-ZPass Credit Card Fees	Total	\$162,892.19
ACS STATE & LOCAL SOLUTIONS	E-ZPass Fixed Monthly Operations Fee	04-031	\$49,417.35
	E-ZPass Fixed Monthly Operations Fee	Total	\$49,417.35
ACS STATE & LOCAL SOLUTIONS	E-ZPass Transaction Fees	04-031	\$425,017.65
	E-ZPass Transaction Fees	Total	\$425,017.65
ACS STATE & LOCAL SOLUTIONS	E-ZPass VPC	04-031	\$103,010.68
	E-ZPass VPC	Total	\$103,010.68
ACS STATE & LOCAL SOLUTIONS	E-ZPass Walk In CSC	04-031	\$82,970.80
	E-ZPass Walk In CSC	Total	\$82,970.80
INTERNAL REVENUE SERVICE-CHICAGO	Federal/FICA Payroll Taxes		\$723,141.22
	Federal/FICA Payroll Taxes	Total	\$723,141.22
JOHNSON, MIRMIRAN & THOMPSON	Ferry Terminal	09-023	\$7,147.50 **
	Ferry Terminal	Total	\$7,147.50
PFM GROUP	Financial Advisory Services	25KTHRES	\$2,500.00
	Financial Advisory Services	Total	\$2,500.00
WELLS FARGO BANK, NA	Flex/Benefit Funding-DRPA		\$28.00
	Flex/Benefit Funding-DRPA	Total	\$28.00
ISOBUNKERS, LLC	Gasoline - Unleaded	10-081	\$69,964.69
	Gasoline - Unleaded	Total	\$69,964.69
BIRDSALL SERVICES GROUP, INC.	Haddonfield & Ashland Parking Lots	09-001	\$22,996.41 **
	Haddonfield & Ashland Parking Lots	Total	\$22,996.41
P S E & G	Heat	UTILITY	\$1,852.05
PHILADELPHIA GAS WORKS	Heat	UTILITY	\$1,251.97
SOUTH JERSEY GAS COMPANY	Heat	UTILITY	\$901.93
	Heat	Total	\$4,005.95
IBEW LOCAL #351	IBEW Dues	09-098	\$2,138.48
	IBEW Dues	Total	\$2,138.48
GRAHAM COMPANY	Insurance	11-002	\$2,660,512.20
NATIONAL UNION AIGRM SPECIAL BUSINESS	Insurance	08-022	\$49,156.62

** Capital Expenditure

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	Insurance	Total	\$2,709,668.82
PORT AUTHORITY TRANSIT	Intercompany Transfers		\$1,100,000.00
	Intercompany Transfers	Total	\$1,100,000.00
O'NEILL CONSULTING CORP	IUOE Health & Welfare	09-097	\$3,547.38
	IUOE Health & Welfare	Total	\$3,547.38
IUOE 542 BENEFIT FUNDS	IUOE Medical Insurance	09-097	\$264,052.25
	IUOE Medical Insurance	Total	\$264,052.25
TUCS CLEANING SERVICE, INC.	Janitor Supplies	10-104	\$950.00
	Janitor Supplies	Total	\$950.00
DAWN WHITON	Job Certifications & Licenses	25KTHRES	\$15.00
	Job Certifications & Licenses	Total	\$15.00
WEEDS, INC.	Landscaping - Fertilizer	11-033	\$5,778.00
	Landscaping - Fertilizer	Total	\$5,778.00
BANK OF AMERICA	Letter of Credit Payment	Bond Resolution	\$250.00
TD BANK NORTH	Letter of Credit Payment	Bond Resolution	\$613,603.31
	Letter of Credit Payment	Total	\$613,853.31
ACS GOVERNMENT SYSTEMS INC	Licensing Fees - Software	11-033	\$66,593.20
CROSS MATCH TECHNOLOGIES, INC.	Licensing Fees - Software	25KTHRES	\$1,919.70
SUNGARD AVAILABILITY SERVICES LP	Licensing Fees - Software	25KTHRES	\$8,498.00
	Licensing Fees - Software	Total	\$77,010.90
CAMDEN PARKING AUTHORITY	Limited Mobility Parking	25KTHRES	\$680.00
	Limited Mobility Parking	Total	\$680.00
URBAN ENGINEERS INC	Lindenwold Yard Improvements	09-001	\$12,890.60
	Lindenwold Yard Improvements	Total	\$12,890.60
BANK OF AMERICA	LOC Fees - 2008 Ref Rev Bonds	08-021	\$551,573.19
MERRILL LYNCH, PIERCE, FENNER & SMITH	LOC Fees - 2008 Ref Rev Bonds	08-021	\$27,725.21
	LOC Fees - 2008 Ref Rev Bonds	Total	\$579,298.40
BANK OF AMERICA	LOC Fees - 2010 Ref Rev Bonds	09-075	\$637,318.99
MERRILL LYNCH, PIERCE, FENNER & SMITH	LOC Fees - 2010 Ref Rev Bonds	09-075	\$37,397.26
PNC BANK, NATIONAL ASSOCIATION	LOC Fees - 2010 Ref Rev Bonds	09-075	\$173,598.08
PNC CAPITAL MARKETS LLC	LOC Fees - 2010 Ref Rev Bonds	09-075	\$12,465.75
	LOC Fees - 2010 Ref Rev Bonds	Total	\$860,780.08
TRANSCORE	Maint. Fee - Toll Collection Equip	10-121	\$50,868.24
	Maint. Fee - Toll Collection Equip	Total	\$50,868.24
INTERSTATE MOBILE CARE, INC.	Medical Testing	08-094	\$31,340.00
	Medical Testing	Total	\$31,340.00
AMERICAN INSTITUTE OF CPA'S	Membership Dues	25KTHRES	\$430.00
HUMAN & CIVIL RIGHTS ASSOC.	Membership Dues	25KTHRES	\$200.00
NEW JERSEY BUSINESS & INDUSTRY	Membership Dues	25KTHRES	\$1,800.00
PHILADELPHIA CHAMBER OF COMMERCE	Membership Dues	25KTHRES	\$4,294.00
SOUTHERN NJ DEVELOPMENT COUNCIL	Membership Dues	25KTHRES	\$825.00
	Membership Dues	Total	\$7,549.00
DON W. MILSTEAD	Miscellaneous Equipment	25KTHRES	\$9.00
	Miscellaneous Equipment	Total	\$9.00
MODERN GROUP LTD	Mobile Equipment	11-014	\$27,662.00
	Mobile Equipment	Total	\$27,662.00
MCCORMICK, TAYLOR & ASSOCIATES	MPT Plan Preparation	PRE 8-18	\$11,443.34
	MPT Plan Preparation	Total	\$11,443.34
TD BANK NORTH	Net Payroll		\$152,085.59
WELLS FARGO BANK, NA	Net Payroll		\$1,796,584.09
	Net Payroll	Total	\$1,948,669.68
N.J. STATE - GIT	NJ Payroll Taxes		\$63,152.53
	NJ Payroll Taxes	Total	\$63,152.53
NEW JERSEY DEPT. OF LABOR	NJ Unemployment Comp Taxes		\$17,027.66
	NJ Unemployment Comp Taxes	Total	\$17,027.66
PAPER MART	Office Supplies	10-096	\$962.29
PAPER MART	Office Supplies	10-096	\$1,123.81
SIMPLEXGRINNELL, LP	Office Supplies	25KTHRES	\$825.00
W.B. MASON CO. INC.	Office Supplies	10-155	\$2,373.10
	Office Supplies	Total	\$5,284.20
PA DEPT OF REVENUE	PA Payroll Taxes		\$28,022.75
	PA Payroll Taxes	Total	\$28,022.75
PA STATE EMP RETIREMENT SYS	PA Pension Employee Share		\$244,443.24
	PA Pension Employee Share	Total	\$244,443.24
PA UNEMPLOYMENT COMPENSATION	PA Unemployment Comp Taxes		\$1,557.04
	PA Unemployment Comp Taxes	Total	\$1,557.04

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PAPER MART	Paper	10-096	\$609.25
	Paper	Total	\$609.25
AMERICAN ASPHALT CO	Parking Lots	11-005	\$433,087.74 **
	Parking Lots	Total	\$433,087.74
ACS STATE & LOCAL SOLUTIONS	Parking TXN Fees	04-031	\$947.52
	Parking TXN Fees	Total	\$947.52
PRWT SERVICES INC	Part-time Toll Collectors	10-105	\$79,797.71
	Part-time Toll Collectors	Total	\$79,797.71
REMINGTON & VERNICK ENGINEERS	PATCO 2010 Biennial Inspection	10-005	\$1,700.79
	PATCO 2010 Biennial Inspection	Total	\$1,700.79
A.P. CONSTRUCTION INC	PATCO Concourse Improvements	09-034	\$290,330.00 **
	PATCO Concourse Improvements	Total	\$290,330.00
BURNS ENGINEERING INC	PATCO Power Pole Replacement	09-098	\$82,457.34 **
DAIDONE ELECTRIC INC	PATCO Power Pole Replacement	09-050	\$1,002,918.75 **
NEW JERSEY TRANSIT	PATCO Power Pole Replacement	10-029	\$82,183.31 **
	PATCO Power Pole Replacement	Total	\$1,167,559.40
SPRINT	PATCO Telephone	UTILITY	\$3,167.26
VERIZON	PATCO Telephone	UTILITY	\$11,712.22
	PATCO Telephone	Total	\$14,879.48
STV, INC	PATCO Ventilation Vault	09-001	\$10,324.81 **
	PATCO Ventilation Vault	Total	\$10,324.81
JACOBS ENGINEERING GROUP INC	PATCO Viaduct Project	09-081	\$5,390.20 **
	PATCO Viaduct Project	Total	\$5,390.20
PNC	P-Card	PRE 8-18	\$74,277.72
	P-Card	Total	\$74,277.72
PA STATE EMP RETIREMENT SYS	Pension - SERS		\$443,833.91
	Pension - SERS	Total	\$443,833.91
CITY OF PHILADELPHIA	Phila Employee W/H Taxes		\$35,941.96
	Phila Employee W/H Taxes	Total	\$35,941.96
AMERICAN EXPEDITING COMPANY	Postage	25KTHRES	\$73.37
POSTAGE BY PHONE	Postage	25KTHRES	\$15,000.00
UNITED PARCEL SERVICE (UPS)	Postage	25KTHRES	\$799.64
	Postage	Total	\$15,873.01
ALLEN REPRODUCTION CO	Printing	25KTHRES	\$21.60
PAPER MART	Printing	25KTHRES	\$439.42
	Printing	Total	\$461.02
ALLEN REPRODUCTION CO	Professional Services	PRE 8-18	\$907.50
LEXISNEXIS	Professional Services	25KTHRES	\$1,600.00
MARCO POLO DESIGN	Professional Services	25KTHRES	\$700.00
US REGIONAL II OF NJ	Professional Services	25KTHRES	\$30.00
WALDEN M HOLL JR., M.D.	Professional Services	25KTHRES	\$2,400.00
	Professional Services	Total	\$5,637.50
CAMDEN REDEVELOPMENT AGENCY	Redevelopment Fee - Camden	PRE 8-18	\$400,000.00
	Redevelopment Fee - Camden	Total	\$400,000.00
GANNETT FLEMING, INC.	Rehabilitation Drainage	09-060	\$2,495.54 **
	Rehabilitation Drainage	Total	\$2,495.54
AUDIO VISUAL RENTAL SERVICES LLC	Rentals	25KTHRES	\$1,315.00
SELECT EVENT RENTALS	Rentals	25KTHRES	\$3,380.00
TRANSPORT PLANNING & SERVICES	Rentals	25KTHRES	\$165.00
XEROX CORPORATION	Rentals	25KTHRES	\$8,593.00
	Rentals	Total	\$13,453.00
UNITED RENTALS INC.	Repair Facilities - Equip Rental	25KTHRES	\$11,825.00
	Repair Facilities - Equip Rental	Total	\$11,825.00
LUMINATOR HOLDING, L.P.	Repair/Replacement Toll Equip	25KTHRES	\$75.00
	Repair/Replacement Toll Equip	Total	\$75.00
AMERICAN ASPHALT CO	Repairs - Bridges	25KTHRES	\$386.71
AMERICAN ASPHALT CO	Repairs - Bridges	25KTHRES	\$546.48
CORRPRO COMPANIES, INC.	Repairs - Bridges	25KTHRES	\$7,621.54
FUJITEC AMERICA INC	Repairs - Bridges	10-095	\$4,112.32
FUJITEC AMERICA INC	Repairs - Bridges	10-095	\$8,224.64
FUJITEC AMERICA INC	Repairs - Bridges	10-095	\$8,898.66
REUTER-HANNEY CO INC	Repairs - Bridges	25KTHRES	\$4,500.00
TRI-M GROUP LLC	Repairs - Bridges	11-017	\$16,125.00
	Repairs - Bridges	Total	\$50,415.35
SOUTH JERSEY OVERHEAD DOOR CO	Repairs - Buildings	25KTHRES	\$2,464.12
TRI-M GROUP LLC	Repairs - Buildings	11-017	\$16,537.50

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WASTE MANAGEMENT OF PA INC	Repairs - Buildings	25KTHRES	\$2,294.40
	Repairs - Buildings	Total	\$21,296.02
FUJITEC AMERICA INC	Repairs - Equipment	10-095	\$2,056.16
GANNETT FLEMING, INC.	Repairs - Equipment	25KTHRES	\$490.00
IRVINE FIRE PROTECTION	Repairs - Equipment	25KTHRES	\$600.00
TRI-M GROUP LLC	Repairs - Equipment	11-017	\$15,525.00
TRI-M GROUP LLC	Repairs - Equipment	11-017	\$10,282.50
	Repairs - Equipment	Total	\$28,953.66
ASSOC. REFRIGERATION INC	Repairs - Heating/AC System	25KTHRES	\$8,287.39
FERGUSON & MC CANN INC	Repairs - Heating/AC System	25KTHRES	\$933.00
TRI-M GROUP LLC	Repairs - Heating/AC System	11-017	\$10,687.50
TRI-M GROUP LLC	Repairs - Heating/AC System	11-017	\$12,532.50
TRI-M GROUP LLC	Repairs - Heating/AC System	11-017	\$2,890.00
TRI-M GROUP LLC	Repairs - Heating/AC System	11-017	\$7,440.00
TRI-M GROUP LLC	Repairs - Heating/AC System	11-017	\$9,645.00
	Repairs - Heating/AC System	Total	\$52,415.39
RADIO SYSTEMS INC	Repairs - Mobile Equipment	25KTHRES	\$1,485.00
TEKTRON CORPORATION	Repairs - Mobile Equipment	25KTHRES	\$122.00
	Repairs - Mobile Equipment	Total	\$1,607.00
CAMDEN COMPUTERS INC (CCI)	Repairs - Office Equipment	25KTHRES	\$135.00
DOCUSENSE	Repairs - Office Equipment	25KTHRES	\$346.90
	Repairs - Office Equipment	Total	\$481.90
ONE CALL SYSTEMS, INC	Repairs - Signs	25KTHRES	\$49.28
	Repairs - Signs	Total	\$49.28
ARORA SYSTEMS GROUP, LLC	Repairs Bridge	10-123	\$94,240.00 **
GREENMAN PEDERSEN INC	Repairs Bridge	11-030	\$19,349.31 **
	Repairs Bridge	Total	\$113,589.31
AA DUCKETT, INC.	Repairs to Buildings	11-004	\$249,340.00 **
ESCO ELECTRIC	Repairs to Buildings	11-040	\$20,970.00 **
JPC GROUP	Repairs to Buildings	11-012	\$323,820.00 **
	Repairs to Buildings	Total	\$594,130.00
MEREDITH PAVING CORP.	Replacement of Roadway	25KTHRES	\$914.94
W. HARGROVE RECYCLING, INC	Replacement of Roadway	25KTHRES	\$653.97
	Replacement of Roadway	Total	\$1,568.91
STANDARD INSURANCE COMPANY	Retiree Life Insurance	10-085	\$37,756.76
	Retiree Life Insurance	Total	\$37,756.76
AARP HEALTH CARE OPTIONS	Retiree Medical Insurance	10-108	\$120,234.03
CIGNA HEALTHCARE - CGLIC	Retiree Medical Insurance	10-086	\$159,380.81
HORIZON BLUE CROSS BLUE SHIELD	Retiree Medical Insurance	10-107	\$54,547.63
JEAN PRIEST	Retiree Medical Insurance	25KTHRES	\$175.00
	Retiree Medical Insurance	Total	\$334,337.47
BURNS ENGINEERING INC	Signal/Communication (Rail)	11-006	\$42,900.11 **
VANALT ELECTRICAL CONSTRUCTION INC	Signal/Communication (Rail)	11-005	\$18,000.00 **
	Signal/Communication (Rail)	Total	\$60,900.11
3M	Signs	25KTHRES	\$10,710.37
CREATIVE VISUAL SYSTEMS	Signs	25KTHRES	\$9,818.07
TRAFFIC SAFETY SERVICE CORP	Signs	25KTHRES	\$579.00
	Signs	Total	\$21,107.44
HEWLETT PACKARD COMPANY	Soft/Hardware Service Contracts	25KTHRES	\$2,460.60
SUNGARD AVAILABILITY SERVICES LP	Soft/Hardware Service Contracts	10-135	\$3,475.00
	Soft/Hardware Service Contracts	Total	\$5,935.60
AECOM	Staff Augmentation	09-081	\$2,698.72
	Staff Augmentation	Total	\$2,698.72
503 CORP	Stores Inventory	25KTHRES	\$112.40
A&A GLOVE & SAFETY CO.	Stores Inventory	25KTHRES	\$1,416.00
A&M INDUSTRIAL SUPPLY	Stores Inventory	25KTHRES	\$21.50
AIRGAS REFRIGERANTS, INC	Stores Inventory	25KTHRES	\$893.40
ARBILL SAFETY PRODUCTS	Stores Inventory	25KTHRES	\$531.36
ASPEN CHEMICAL INC.	Stores Inventory	25KTHRES	\$1,468.60
BESTWORK INDUSTRIES FOR THE BLIND	Stores Inventory	25KTHRES	\$34.25
CL PRESSER COMPANY	Stores Inventory	25KTHRES	\$475.68
EAST COAST STEEL	Stores Inventory	25KTHRES	\$2,477.54
FAIRLITE ELECTRIC SUPPLY CO INC	Stores Inventory	25KTHRES	\$564.00
FRANKLIN ELECTRIC CO	Stores Inventory	25KTHRES	\$1,361.59
GALE'S INDUSTRIAL SUPPLY	Stores Inventory	25KTHRES	\$981.07
GARDEN STATE HIGHWAY PRODUCTS	Stores Inventory	10-092	\$2,982.00

DELAWARE RIVER PORT AUTHORITY
MONTHLY LIST OF PAYMENTS 8/1/11 THRU 8/31/11
MEETING DATE 9/21/2011

<u>VENDOR NAME</u>	<u>ITEM DESCRIPTION</u>	<u>RESOLUTION #/ AUTHORIZATION</u>	<u>AMOUNT</u>
GOODYEAR TIRE & RUBBER	Stores Inventory	25KTHRES	\$3,667.30
GRAN TURK	Stores Inventory	25KTHRES	\$369.16
LAWSON PRODUCTS INC	Stores Inventory	25KTHRES	\$999.31
M A BRUDER & SONS INC	Stores Inventory	25KTHRES	\$1,415.52
MULTIFACET, INC.	Stores Inventory	25KTHRES	\$2,633.79
NATIONAL MAINTENANCE SUPPLIES	Stores Inventory	25KTHRES	\$1,497.00
OLD DOMINION BRUSH	Stores Inventory	25KTHRES	\$1,300.00
RIBBONS EXPRESS INC	Stores Inventory	25KTHRES	\$2,390.00
SALERNO TIRE CORPORATION	Stores Inventory	25KTHRES	\$5,712.44
SANDT PRODUCTS INC	Stores Inventory	25KTHRES	\$2,305.71
T & B SPECIALTIES, INC	Stores Inventory	25KTHRES	\$712.08
Y-PERS	Stores Inventory	25KTHRES	\$843.75
	Stores Inventory	Total	\$37,165.45
BUSINESS INSURANCE	Subscriptions	25KTHRES	\$24.99
DIRECTV	Subscriptions	25KTHRES	\$50.38
THOMPSON PUBLISHING GROUP, INC.	Subscriptions	25KTHRES	\$469.20
	Subscriptions	Total	\$544.57
AMERICAN RED CROSS	Supplies	25KTHRES	\$994.00
POTTY QUEEN	Supplies	25KTHRES	\$180.00
RUMSEY ELECTRIC CO	Supplies	25KTHRES	\$20,085.00
SAFETY-KLEEN	Supplies	25KTHRES	\$89.00
SOUTH JERSEY WELDING	Supplies	25KTHRES	\$840.96
TAPE4BACKUP.COM	Supplies	25KTHRES	\$2,275.00
TRI-COUNTY TERMITE & PEST CONTROL	Supplies	25KTHRES	\$80.00
	Supplies	Total	\$24,543.96
BURNS ENGINEERING INC	Support Equipment	08-013	\$754.38 **
	Support Equipment	Total	\$754.38
GOVDEALS, INC.	Surplus Equipment Fees	25KTHRES	\$5,087.37
	Surplus Equipment Fees	Total	\$5,087.37
UBS GLOBAL ASSET MANAGEMENT	Swap Interest Payments	Bond Resolution	\$3,296,663.73
	Swap Interest Payments	Total	\$3,296,663.73
AT&T	Telephone	UTILITY	\$510.56
AT&T TELECONFERENCE SERVICES	Telephone	UTILITY	\$69.34
ETHICSPOINT, INC.	Telephone	25KTHRES	\$1,722.83
SPRINT	Telephone	UTILITY	\$9,697.12
VERIZON	Telephone	UTILITY	\$49,477.23
VERIZON WIRELESS	Telephone	UTILITY	\$5,671.98
	Telephone	Total	\$67,149.06
PENNONI ASSOCIATES INC	Test Core Sampling	25KTHRES	\$4,085.36
	Test Core Sampling	Total	\$4,085.36
DUNBAR ARMORED	Toll Deposit Processing Fee	09-055	\$17,623.41
	Toll Deposit Processing Fee	Total	\$17,623.41
CASSANDRA SUTTON	Toll Refunds	25KTHRES	\$5.00
CINDY PROCOPIO	Toll Refunds	25KTHRES	\$5.00
DOROTHY AYERS	Toll Refunds	25KTHRES	\$5.00
DURSUN ALI KECE	Toll Refunds	25KTHRES	\$10.00
ESDENE HANDSUME JR	Toll Refunds	25KTHRES	\$6.00
JU TAE KIM	Toll Refunds	25KTHRES	\$15.00
RYAN MANN	Toll Refunds	25KTHRES	\$5.00
	Toll Refunds	Total	\$51.00
HOWARD NEEDLES TAMMEN & BERGENDOFF	Track Renewal	10-022	\$71,570.68 **
	Track Renewal	Total	\$71,570.68
FARFIELD COMPANY	Track Upgrading	11-007	\$130,924.35 **
HOWARD NEEDLES TAMMEN & BERGENDOFF	Track Upgrading	10-010	\$9,332.10 **
	Track Upgrading	Total	\$140,256.45
APCO INTERNATIONAL	Training - Registration	25KTHRES	\$625.00
BUSINESS 21 PUBLISHING	Training - Registration	25KTHRES	\$468.00
MAURY ABREU	Training - Registration	25KTHRES	\$792.00
NEW HORIZONS COMPUTER LEARNING	Training - Registration	25KTHRES	\$7,485.00
NEW JERSEY INSTITUTE	Training - Registration	25KTHRES	\$458.00
	Training - Registration	Total	\$9,828.00
JOSEPH O'NEILL	Training, Travel and Subsistence	25KTHRES	\$20.10
STEPHANIE JACKSON WOOLLEY	Training, Travel and Subsistence	25KTHRES	\$34.67
	Training, Travel and Subsistence	Total	\$54.77
WASTE MANAGEMENT OF NEW JERSEY	Trash Removal	25KTHRES	\$128.50
	Trash Removal	Total	\$128.50

** Capital Expenditure

DELAWARE RIVER PORT AUTHORITY
MONTHLY LIST OF PAYMENTS 8/1/11 THRU 8/31/11
MEETING DATE 9/21/2011

<u>VENDOR NAME</u>	<u>ITEM DESCRIPTION</u>	<u>RESOLUTION #/ AUTHORIZATION</u>	<u>AMOUNT</u>
JEFFREY D BADGER	Tuition Reimbursement	25KTHRES	\$707.00
JENNIFER MCCARTHY	Tuition Reimbursement	25KTHRES	\$360.00
JESSICA GABE	Tuition Reimbursement	25KTHRES	\$726.00
PETER FISCHER	Tuition Reimbursement	25KTHRES	\$1,245.00
	Tuition Reimbursement	Total	\$3,038.00
PENNSYLVANIA UNEMPLOYMENT	Unemployment Tax		\$8,230.00
	Unemployment Tax	Total	\$8,230.00
A-1 UNIFORM CITY INC	Uniforms	25KTHRES	\$2,706.25
ACME UNIFORM RENTAL SER INC	Uniforms	25KTHRES	\$91.00
KEYSTONE UNIFORM CAP	Uniforms	25KTHRES	\$240.00
LEHIGH VALLEY SAFETY SHOE	Uniforms	11-020	\$209.85
RED WING BRANDS OF AMERICA, INC.	Uniforms	11-020	\$6,013.00
ROLFERRY'S IMPRINT SPECIALTIES, INC.	Uniforms	25KTHRES	\$444.50
	Uniforms	Total	\$9,704.60
EMPLOYEE PASS THROUGH PAYMENTS	Union Dues, Employee Contributions, Etc.		\$284,937.80
	Union Dues, Employee Contributions, Etc.	Total	\$284,937.80
UNI-SELECT USA, INC	Vehicle Repairs - Inside	11-016	\$4,892.13
	Vehicle Repairs - Inside	Total	\$4,892.13
CERTIFIED SPEEDOMETER SERVICE	Vehicle Repairs - Outside	25KTHRES	\$736.00
PACIFICO FORD INC	Vehicle Repairs - Outside	25KTHRES	\$1,755.95
	Vehicle Repairs - Outside	Total	\$2,491.95
UNI-SELECT USA, INC	Vehicle Supplies	11-016	\$2,508.15
	Vehicle Supplies	Total	\$2,508.15
NEW HOLLAND AUTO GROUP	Vehicles	11-014	\$31,790.00 **
	Vehicles	Total	\$31,790.00
PROVIDENT LIFE & ACCIDENT INSURANCE CO	Voluntary Disability Program	PRE 8-18	\$178.20
	Voluntary Disability Program	Total	\$178.20
CAMDEN COUNTY MUA	Water and Sewer	UTILITY	\$1,732.50
CITY OF CAMDEN	Water and Sewer	UTILITY	\$5,501.22
MERCHANTVILLE-PENNSAUKEN	Water and Sewer	UTILITY	\$2,015.00
NESTLE WATERS NORTH AMERICA	Water and Sewer	25KTHRES	\$538.72
NEW JERSEY AMERICAN WATER	Water and Sewer	UTILITY	\$582.01
PENNSAUKEN SEWERAGE AUTH	Water and Sewer	UTILITY	\$857.00
PHILADELPHIA AUTHORITY INDUSTRIAL DEVL.	Water and Sewer	UTILITY	\$695.26
WATER REVENUE BUREAU	Water and Sewer	UTILITY	\$1,425.33
	Water and Sewer	Total	\$13,347.04
GANNETT FLEMING, INC.	Woodcrest Escalator Replacement	09-061	\$6,682.48 **
	Woodcrest Escalator Replacement	Total	\$6,682.48
SCIBAL	Workmen's Compensation	10-116	\$80,978.41
	Workmen's Compensation	Total	\$80,978.41
WSP-SELLS DBA CHAS H SELLS INC	WWB 2010 Biennial Inspection	10-004	\$50,343.99
	WWB 2010 Biennial Inspection	Total	\$50,343.99
AECOM	WWB Deck Replacement	07-018	\$52,319.28 **
AMERICAN BRIDGE CO	WWB Deck Replacement	10-020	\$3,155,031.90 **
URBAN ENGINEERS, INC	WWB Deck Replacement	10-021	\$161,351.21 **
	WWB Deck Replacement	Total	\$3,368,702.39
URBAN ENGINEERS, INC	WWB Permit Staging Area	09-001	\$4,462.95 **
	WWB Permit Staging Area	Total	\$4,462.95
			\$33,149,066.89

DELAWARE RIVER PORT AUTHORITY
BALANCE SHEET
JUNE 30, 2011
(Unaudited)

ASSETS	(Unaudited)								
	Capital Fund	Restricted Funds Project Funds	Revenue Fund	Maintenance Reserve Fund	Restricted Funds Bond Service Funds	Bond Reserve Funds	General Fund	June 30, 2011 Combined Total	Dec. 31, 2010 Combined Total
Cash (Schedule 1)			5,071,067.47				298,597.62	5,906,496.06	4,741,363.50
Investment in securities (Schedule 2):				4,170,329.39	53,136,763.56	110,430,307.05		327,132,527.51	381,801,553.37
Restricted		159,395,127.51	14,823,488.76	4,170,329.39	53,136,763.56	110,430,307.05	262,962,532.17	277,786,020.93	273,673,404.24
Unrestricted							262,962,532.17	604,918,548.44	655,474,957.61
Accrued interest receivable									
Accounts receivable		3,604.64	4,816,078.27				599,956.20	603,560.84	638,440.34
Transit system and stores inventory			387,191.92				5,031,548.42	9,847,626.69	10,270,035.33
Prepaid expenses and other assets			70,026.10				6,133,218.41	6,520,410.33	6,192,536.52
Economic development loans - Net (Schedule 5)							1,168,083.89	1,238,109.99	3,932,357.35
Investment in facilities	\$1,762,733,931.37						17,829,371.04	17,829,371.04	20,194,478.42
Less accumulated depreciation	633,015,731.91							1,763,370,811.64	1,704,691,826.10
	1,129,718,199.46						624,863.02	633,027,749.16	609,137,861.74
								1,130,343,062.48	1,095,553,964.36
Debt issuance cost, net of amortization	8,812,536.84							15,279,921.04	15,852,044.20
Deferred outflows on hedging derivatives	125,108,108.65							125,108,108.65	125,108,108.65
	1,263,638,844.95	159,935,563.12	25,167,852.52	4,170,329.39	53,136,763.56	110,430,307.05	301,115,554.97	1,917,595,215.56	1,937,958,286.28

LIABILITIES AND FUND EQUITIES

Accounts payable:									
Retained amount on contracts			68,530.44					9,287,764.06	6,081,764.37
Other			3,538,423.90					9,558,976.21	18,858,255.58
Accrued liabilities:			3,606,954.34					18,846,740.27	24,940,019.95
Interest									
Pension			287,173.49		17,812,708.19			17,812,708.19	18,187,494.34
Sick and vacation leave benefits			3,149,438.89					570,187.79	174,742.80
Derivative Instruments						2,023,505.77		4,717,809.36	4,873,627.58
Other (Includes OPEB liability)	181,940,929.07		24,846,839.79					183,964,434.84	183,964,434.84
Deferred revenue			28,283,452.17			2,023,505.77		39,097,897.79	39,097,897.79
Provisions:			6,780,132.54					64,222,108.90	246,298,197.35
Repainting								6,780,132.54	6,575,197.77
Other			66,665,966.15					66,665,966.15	64,384,766.15
Other			2,508,820.67				1,913,708.35	4,422,529.02	4,190,185.78
			69,174,786.82				1,913,708.35	71,088,495.17	68,574,951.93
Funded and long term debt	1,020,895,377.12							1,327,025,523.14	1,368,928,921.64
Total Liabilities	1,202,836,306.19				17,812,708.19			1,487,963,000.02	1,715,317,288.64
Fund Equities	60,802,538.76	159,935,563.12	(82,677,473.35)	4,170,329.39	35,324,055.37	108,406,801.28	(38,270,528.10)	247,691,286.47	222,640,697.64
	\$1,263,638,844.95	159,935,563.12	25,167,852.52	4,170,329.39	53,136,763.56	110,430,307.05	301,115,554.97	1,917,595,215.56	1,937,958,286.28

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

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

	Period ended	
	June 30, 2011	June 30, 2010
	2nd Quarter 2011	2nd Quarter 2010
Operating revenues and expenses:		
Bridge:		
Tolls (Schedule 4)	\$118,569,053.26	\$118,471,331.65
Other operating revenues	2,531,863.86	2,248,658.54
Operating expenses	23,905,292.04	23,675,531.42
Depreciation	15,354,043.92	14,413,103.58
Transit system:	81,841,581.16	82,631,355.19
Passenger fares	11,548,916.94	10,954,887.22
Other operating revenues	923,584.65	918,703.98
Operating expenses	20,921,216.68	21,162,339.87
Lease & Community impact expense	1,779,930.84	1,736,266.38
Depreciation	7,659,362.22	7,333,876.56
General Administration expenses	30,360,509.74	30,232,482.81
	(17,888,008.15)	(18,358,891.61)
	63,953,573.01	64,272,463.58
	17,424,973.91	16,118,667.15
	46,528,599.10	48,153,796.43
	3,548,090.28	4,226,787.30
Operating revenues in excess of expenses	(1,497,871.08)	(4,018,344.06)
Interest income (Schedule 3)	(11,756,466.59)	(620,045.28)
Change in fair value of SWAPS (Schedule X)	(5,097,097.62)	(17,859,893.38)
Interest on funded debt (Note 12):	(2,981,610.72)	(5,725,784.56)
Port District Project bonds, Series 1998	(537,921.12)	(3,162,491.94)
Refunding Revenue bonds, Series 2010	(7,792,998.78)	(278,535.90)
Revenue bonds, Series 2010	(9,422,592.74)	(9,759,474.93)
Excess of revenues over expenses	(39,086,558.65)	(41,424,570.07)
before other income (expenses)		
Other income (expenses):	10,990,130.73	10,956,013.66
Other	(226,860.78)	(873,749.18)
Port of Philadelphia and Camden	(90,257.23)	(179,287.19)
Depreciation and Amortization	(876,257.28)	(963,552.00)
Income (Loss) before other activities	9,796,755.44	8,939,425.29
Economic Development Activities	(1,140,496.73)	(29,453,765.19)
Net Income (Loss)	<u>\$8,656,258.71</u>	<u>(\$20,514,339.90)</u>
	\$121,100,917.12	\$120,719,990.19
	39,259,335.96	38,088,635.00
	81,841,581.16	82,631,355.19
	12,472,501.59	11,873,591.20
	21,162,339.87	21,162,339.87
	1,736,266.38	1,736,266.38
	7,333,876.56	7,333,876.56
	(17,888,008.15)	(18,358,891.61)
	63,953,573.01	64,272,463.58
	17,424,973.91	16,118,667.15
	46,528,599.10	48,153,796.43
	3,548,090.28	4,226,787.30
	(1,497,871.08)	(4,018,344.06)
	(11,756,466.59)	(620,045.28)
	(5,097,097.62)	(17,859,893.38)
	(2,981,610.72)	(5,725,784.56)
	(537,921.12)	(3,162,491.94)
	(7,792,998.78)	(278,535.90)
	(9,422,592.74)	(9,759,474.93)
	(39,086,558.65)	(41,424,570.07)
	10,990,130.73	10,956,013.66
	(226,860.78)	(873,749.18)
	(90,257.23)	(179,287.19)
	(876,257.28)	(963,552.00)
	9,796,755.44	8,939,425.29
	(1,140,496.73)	(29,453,765.19)
	<u>\$8,656,258.71</u>	<u>(\$20,514,339.90)</u>
	\$63,042,131.32	\$63,042,131.32
	1,476,861.56	1,476,861.56
	12,201,711.01	12,201,711.01
	7,677,021.96	7,677,021.96
	44,640,259.91	44,640,259.91
	5,833,978.29	5,833,978.29
	455,096.51	455,096.51
	10,913,449.42	10,913,449.42
	889,965.42	889,965.42
	3,829,681.11	3,829,681.11
	(9,344,021.15)	(9,344,021.15)
	35,296,238.76	35,296,238.76
	9,648,911.20	9,648,911.20
	25,647,327.56	25,647,327.56
	1,749,499.98	1,749,499.98
	(748,935.54)	(748,935.54)
	(5,981,306.00)	(5,981,306.00)
	(2,548,548.81)	(2,548,548.81)
	(1,490,805.36)	(1,490,805.36)
	(287,440.02)	(287,440.02)
	(3,896,499.39)	(3,896,499.39)
	(4,766,160.85)	(4,766,160.85)
	(19,719,695.97)	(19,719,695.97)
	7,677,131.57	7,677,131.57
	(76,003.17)	(76,003.17)
	(49,399.77)	(49,399.77)
	(438,128.64)	(438,128.64)
	7,113,599.99	7,113,599.99
	(58,852.66)	(58,852.66)
	<u>\$7,054,747.33</u>	<u>\$7,054,747.33</u>
	\$64,048,216.05	\$64,048,216.05
	1,224,385.91	1,224,385.91
	12,401,769.83	12,401,769.83
	7,206,551.79	7,206,551.79
	45,664,280.34	45,664,280.34
	5,574,442.90	5,574,442.90
	542,027.92	542,027.92
	11,069,453.02	11,069,453.02
	868,133.19	868,133.19
	3,666,938.28	3,666,938.28
	(9,488,053.67)	(9,488,053.67)
	36,176,226.67	36,176,226.67
	8,640,983.47	8,640,983.47
	27,535,243.20	27,535,243.20
	2,010,514.63	2,010,514.63

CONSOLIDATED STATEMENT OF CASH FLOWS

For the period ended June 30 (Unaudited)

	6 Months 2011	6 Months 2010
OPERATING ACTIVITIES:		
Operating revenues in excess of expenses	\$46,528,599.10	\$48,153,796.43
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation	23,889,663.42	22,710,532.14
Port of Philadelphia and Camden Economic development activities	(90,257.23) (1,140,496.73)	(179,287.19) (29,453,765.19)
Changes in assets and liabilities which provided (used) cash:		
Accounts receivable	422,408.64	4,424,804.22
Economic development loans - Net SWAP Instruments	2,365,107.38 -	276,910.50 -
Transit system and stores inventory	(327,873.81)	200,418.07
Prepaid expenses and other assets	2,694,247.36	954,030.29
Accounts payable	(6,093,279.68)	(8,586,009.06)
Accrued liabilities	239,626.77	(179,360.08)
Deferred revenue	204,934.77	(129,880.56)
Repainting provision	2,281,200.00	2,175,600.00
Other provisions	232,343.24	(67,265.15)
Other	(1,103,118.06)	(1,837,301.18)
Net cash provided by operating activities	<u>70,103,105.17</u>	<u>38,463,223.24</u>
CAPITAL AND RELATED FINANCING ACTIVITIES:		
Acquisition and construction of capital assets	(58,678,761.54)	(23,245,309.96)
Cash provided by capital grants	16,394,030.12	6,577,046.59
Issuance of new debt	-	-
Repayment of funded debt	(42,675,000.00)	(39,830,000.00)
Interest paid	(38,117,620.14)	(83,328,374.71)
Proceeds from facility disposals	-	-
Net cash used for capital and related financing activities	<u>(123,077,351.56)</u>	<u>(139,826,638.08)</u>
NET DECREASE IN CASH BEFORE INVESTING ACTIVITIES	<u>(52,974,246.39)</u>	<u>(101,363,414.84)</u>
INVESTMENT ACTIVITIES:		
Unrestricted:		
Net Proceeds from sale (purchases) of investments	<u>54,669,025.86</u>	<u>41,052,551.83</u>
Decrease (Increase) in investments	<u>54,669,025.86</u>	<u>41,052,551.83</u>
Restricted:		
Net Proceeds from sale (purchases) of investments	<u>(4,112,616.69)</u>	<u>57,981,722.55</u>
Decrease in investments	<u>(4,112,616.69)</u>	<u>57,981,722.55</u>
Change in fair value of SWAPS	-	-
Receipts of interest	<u>3,582,969.78</u>	<u>4,257,549.43</u>
Net cash provided by investing activities	<u>54,139,378.95</u>	<u>103,291,823.81</u>
NET INCREASE IN CASH	1,165,132.56	1,928,408.97
CASH, BEGINNING OF YEAR	<u>4,741,363.50</u>	<u>4,383,611.00</u>
CASH, END OF PERIOD	<u>\$5,906,496.06</u>	<u>\$6,312,019.97</u>
CASH AT JUNE 30		
Unrestricted	\$5,369,665.09	\$5,775,189.00
Restricted	<u>536,830.97</u>	<u>536,830.97</u>
	<u>\$5,906,496.06</u>	<u>\$6,312,019.97</u>

DELAWARE RIVER PORT AUTHORITY
STATEMENT OF CHANGES IN FUND EQUITIES
FOR THE PERIOD ENDED JUNE 30, 2011
(Unaudited)

	Restricted Funds		Restricted Funds		Restricted Funds		General Fund		Commodities	
	Capital Fund	Project Funds	Maintenance Reserve Fund	Debt Service Funds	Debt Service Reserve Funds	General Fund	General Fund	General Fund	Commodities	Commodities
Fund equities at January 1, 2011	(\$3,712,166.03)	200,581,397.37	4,097,421.35	47,618,972.30	109,833,197.85	(50,728,603.37)				\$222,640,997.64
Revenue and expenses:										
Operating revenues			121,070,031.97			12,503,386.74				133,573,418.71
Operating expenses	(23,013,406.14)		(22,751,756.04)			(23,854,683.52)				(69,619,845.70)
General administration expenses			(17,424,973.91)							(17,424,973.91)
Interest income		65,507.02	182,821.84	41,112.22	1,627,206.93	1,558,534.23				3,548,090.28
Change on fair value of SWAPS										
Economic development activities										
Interest on funded debt	(629,760.00)			(37,742,833.99)		(1,140,496.73)				(1,140,496.73)
Other income (expenses)	(876,257.28)					(713,964.66)				(39,086,558.65)
	(24,519,423.42)	65,507.02	81,076,123.86	(37,701,721.77)	1,627,206.93	(11,964,341.95)				8,656,258.71
Contributions for capital improvements, additions and other projects										16,394,030.12
Interfund transfers and payments:										
Bond service										
Funds in excess of Bond Reserve requirement			(49,377,127.39)	65,024,446.14						(15,647,318.75)
Funds free and clear of any lien or pledge				3,057,358.70	(3,053,603.50)					(3,755.20)
Retirement of Bonds			(29,327,247.99)							29,327,247.99
Net equity From 2010 Rev Bonds D	30,285,000.00			(42,675,000.00)						12,390,000.00
Net equity from 2007 Ref Rev Bonds										
Net equity from 2010 Ref Rev Bonds										
Net equity from SWAP transactions										
Funds for permitted capital expenditures										
Funds for permitted port projects										
Capital additions	58,749,128.21									58,749,128.21
Fund equities at June 30, 2011	\$60,802,538.76	159,935,563.12	4,170,329.39	35,324,055.37	108,406,801.28	(38,270,528.10)				\$247,691,286.47

NOTES TO COMBINED FINANCIAL STATEMENTS
For the Period Ended June 30, 2011 (Dollars in Thousands)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Description of Operations - The Delaware River Port Authority (the "Authority") is a public corporate instrumentality of the Commonwealth of Pennsylvania (the "Commonwealth") and the State of New Jersey (the "State"), created with the consent of Congress by compact legislation between the Commonwealth and the State. The Authority has no stockholders or equity holders. The Authority is vested with the ownership, control, operation, and collection of tolls and revenues of certain bridges spanning the Delaware River; namely, the Benjamin Franklin, Walt Whitman, Commodore Barry, and Betsy Ross bridges. The Authority has also constructed and owns a high-speed transit system that is operated by the Port Authority Transit Corporation (PATCO). The transit system operates between Philadelphia, Pennsylvania and Lindenwold, New Jersey. The Authority's Port of Philadelphia and Camden Department (PPC) is responsible for the operation of the Philadelphia Cruise Terminal at Pier 1 at the former Navy Yard, and the Riverlink Ferry System. The costs of providing facilities and services to the general public on a continuing basis are recovered primarily in the form of tolls and fares. The Authority is a member of the E-ZPass Interagency Group, the largest interoperable Electronic Toll Collection System in the world, comprised of twenty-two (22) agencies in eleven (11) states. Through December of 2010, customer participation in the E-ZPass electronic toll collection process grew to approximately sixty-seven percent (67%) of its toll collection activity during rush hour periods. E-ZPass revenues now exceed sixty three percent (63%) of total toll revenues.

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

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

D. Investment in Securities - Investment in securities is stated at amortized cost, which approximates fair value. Certain investments are maintained in connection with the Authority's funded debt (Notes 3 and 12). Likewise, as with cash and cash equivalents, the accounts that are restricted as per the various Indentures of Trust have been recorded as restricted investments on the combined financial statements (Note 11).

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

F. Debt Issuance Costs, Bond Premiums, and Bond Discounts - Debt issuance costs and the premiums and discounts arising from the issuance of the revenue bonds and port district project bonds are amortized by the straight-line method from the issue date to maturity.

G. Investment in Facilities - Investment in facilities is stated at cost, which generally includes expenses for administrative and legal expenses incurred during the construction period. Investment in facilities also includes the cost incurred for port-related projects, and improvements, enlargements and betterments to the original facilities. Replacements of existing facilities (except for primarily police and certain other vehicles whose estimated useful life is two years or less) are also recorded at cost. The related costs and accumulated depreciation of the property replaced are removed from the respective accounts, and any gain or loss on disposition is credited or charged to non-operating revenues or expenses. Assets capitalizable generally have an original cost of five thousand dollars (\$5) or more and a useful life in excess of three years. Depreciation and amortization are provided using the straight-line method over the estimated useful lives of the related assets, including those financed by federal and state contributions (Notes 7 and 15).

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

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

H. Maintenance and Repainting - Maintenance and repair costs considered necessary to maintain bridge facilities in good operating condition are charged to operations as incurred. The Authority uses accrual accounting to record the projected

cost of bridge repainting (a non-cash charge that involves debiting an expense and crediting an associated liability). Amounts sufficient to meet the estimated cost to repaint the bridges are provided by periodic charges to operations.

I. Other Provisions - The Authority provides for the uninsured portion of potential public liability claims and workers' compensation claims through self-insurance programs and charges current operations for estimated claims to be paid (Note 16).

J. Economic Development Activities - The Authority establishes loan loss provisions for economic development loans receivable.

K. Net Assets - Net assets comprise the various earnings from operating income, non-operating revenues, expenses, and capital contributions. Net assets are classified in the following three components:

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

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

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

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

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

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

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

N. Derivative Instruments and related Companion Instruments - The Authority has entered into interest rate swap agreements for the primary purposes of investing and for the aforementioned purpose of hedging interest rates on its outstanding long-term debt. For the year ended December 31, 2010, the Authority was required to implement Governmental Accounting Standards Board Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments*, with retroactive implementation for the year ended December 31, 2009. As a result, all activity related to the interest rate swap agreements has been recorded on the combined financial statements and is further detailed in Note 4.

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

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

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

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

Q. *Use of Estimates* - Management of the Authority has made certain estimates and assumptions relating to the reporting of assets, liabilities, revenues, and expenses to prepare these combined financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results may differ from those estimates.

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

2. CASH AND CASH EQUIVALENTS

Custodial Credit Risk Related to Deposits - Custodial credit risk is the risk that, in the event of a bank failure, the Authority's deposits might not be recovered. The Authority does not have a deposit policy for custodial credit risk. As of June 30, 2011 and December 31, 2010, the Authority's bank balances of \$5,906 and \$4,741 respectively, were exposed to custodial credit risk as follows:

	<u>2011</u>	<u>2010</u>
Uninsured and uncollateralized	<u>\$ 5,406</u>	<u>\$ 4,241</u>

3. INVESTMENT IN SECURITIES

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

Custodial Credit Risk Related to Investments - For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the Authority will not be able to recover the value of its investments or collateral securities that are in possession of an outside party. Of the Authority's total \$653,990 of investments at December 31, 2010, \$11,529 of investments in asset backed securities, collateralized mortgage obligations, commercial paper, corporate bonds and notes, mortgage pass-through securities, municipal bonds, repurchase agreements, U.S. federal agency notes and bonds, and U.S. government treasuries, are uninsured, not registered in the name of the Authority, and held by the counterparty, and \$237,440 are uninsured, not registered in the name of the Authority, and held by the counterparty's trust department or agent but not in the Authority's name.

As of December 31, 2010, the Authority had the following investments:

<u>Investment</u>	<u>Maturities</u>	<u>Amortized Cost</u>
Asset backed securities	137.85 months average	\$ 2,802
Collateralized mortgage obligations	306.75 months average	346
Commercial paper	6.20 months average	51,575
Corporate bonds and notes	34.69 months average	47,038
Mortgage pass-through securities	316.06 months average	4,677
Municipal bonds	282.35 months average	2,075
Repurchase agreements	daily	784
Short-term investments	1.00 months average	363,070
U.S. federal agency notes and bonds	33.62 months average	22,185
U.S. government treasuries	31.54 months average	159,438
Total		<u>\$ 653,990</u>

The short-term investments listed above consist of cash reserve funds, money market funds, and certificates of deposit. Since it is the policy of the Authority to utilize these funds for the purchase of investments with longer maturities, these amounts have been classified as investments as opposed to cash and cash equivalents.

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

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

As of December 31, 2010, the Authority's investments had the following ratings:

<u>Investment</u>	<u>Standard & Poor's</u>	<u>Moody's</u>
Asset backed securities	*	*
Collateralized mortgage obligations	*	*
Commercial paper	*	*
Corporate bonds and notes	* to AAA	* to AAA
Mortgage pass-through securities	*	*
Municipal bonds	* to AAA	BAA3 to Aaa
U.S. federal agency notes and bonds	* to AAA	* to AAA
U.S. government treasuries	* to AAA	* to Aaa
Repurchase agreements	*	*

* investment not rated or no rating available.

Concentration of Credit Risk - The Authority's policy on the concentration of credit risk states that no limitations exist on the purchase of investments in obligations of the U.S. government and U.S. federal agencies since they are fully guaranteed by the U.S. government. For the purchase of investments in obligations of all other issuers, total investments held from any one issuer shall not exceed ten percent (10%) of the aggregate market value of the entire portfolio, except for repurchase agreements, which, from any one issuer, shall not exceed twenty-five percent (25%) of the aggregate market value of the portfolio. As of December 31, 2010, more than five percent (5%), or \$40,830, of the Authority's investments is in Natexis Banques Commercial Paper. These investments represent six percent (6%) of the Authority's total investments.

4. DERIVATIVE INSTRUMENTS

In accordance with the required implementation schedule for GASB 53 related to derivative instruments, the Authority engaged a financial advisory firm to analyze the effectiveness of the two "cash-flow hedges" (specifically the 1995 and 1999 Revenue Bond swaptions). Both swaptions were found to be substantially effective.

The fair value balances and notional amounts of derivative instruments outstanding at December 31, 2010, classified by type, and the changes in fair value of such derivative instruments for the year then ended as reported in the 2010 financial statements are as follows (debit (credit)):

	Changes in Fair Value		Fair Value at December 31, 2010		
	Classification	Amount	Classification	Amount	Notional
Investment derivatives:					
Receive-fixed interest rate swaption (1999 PDP, Series B, Debt Service Reserve Fund)	Interest revenue	\$ 17	Derivative instrument	\$ (422)	\$ 10,436
Receive-fixed interest rate swaption (1999 Revenue Bonds Debt Service Reserve Fund)	Interest revenue	66	Derivative instrument	(1,602)	39,657
Pay-fixed interest rate swap	Interest revenue	9,850	Derivative instrument	(9,850)	57,565
Cash flow hedges:					
Pay-fixed interest rate swap (1995 Revenue Bonds Swaption)	Deferred outflow	(21,131)	Derivative instrument	(60,994)	347,070
Pay-fixed interest rate swap (1999 Revenue Bonds Swaption)	Deferred outflow	(38,852)	Derivative instrument	(64,115)	403,035
Pay-fixed interest rate swap (1999 PDP, Series B, Bonds Swaption)	Interest revenue	33,695 * -		-	108,470

* represents termination payment made on January 11, 2010

As of December 31, 2010, the Authority determined that a portion of the cash flow hedge, pay-fixed interest rate swap, with a notional amount of \$403,035, no longer met the criteria for effectiveness due to the partial 2010 refunding of the 1999 Revenue Bonds (Note 12). Accordingly, the accumulated changes in fair value of the swap that were reported as a deferred outflow of \$9,850 at December 31, 2009 are reported within the interest revenue classification for the year ended December 31, 2010.

The fair values of the interest rate swaptions and swaps are indicative values based on mid-market levels as of the close of business on December 31, 2010, and were derived from proprietary models based upon well-recognized financial principles and reasonable estimates about relevant future market conditions.

Objective and Terms of Hedging Derivative Instruments - The following table summarizes the objective and terms of the Authority's hedging instruments outstanding at December 31, 2010.

<u>Type</u>	<u>Objective</u>	<u>Notional Amount</u>	<u>Effective Date</u>	<u>Maturity Date</u>	<u>Terms</u>
Pay-fixed interest rate swap (1995 Revenue Bonds Swaption)	Hedge of changes in cash flows of the 2008 Revenue Refunding Bonds	\$ 358,215	01/01/06	01/01/26	Pay 5.447%; receive 66% of one-month LIBOR
Pay-fixed interest rate swap (1999 Revenue Bonds Swaption)	Hedge of changes in cash flows of the 2010 Revenue Refunding Bonds	403,035	01/01/10	01/01/26	Pay 5.738%; receive 66% of one-month LIBOR

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

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

In consideration for entering into the 1995 Revenue Bonds Swaption, the Authority received a net up-front, non-refundable option payment in the amount of \$22,446 from UBS AG, which has been recorded on the combined financial statements as a noncurrent liability (premium payment payable - derivative companion instrument). In accordance with the provisions of Governmental Accounting Standards Board Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments*, this derivative companion instrument is considered a "borrowing" resulting from the intrinsic value of the swaption at inception. During the option period, interest accretes at the effective rate implied by the cash flows on the borrowing at inception. Once the swaption is exercised, and becomes an active swap, a portion of the swap interest payments are attributed to principal and interest payments on the borrowing. The following schedule represents the accretion of interest and amortization of the premium payment payable - derivative companion instrument through the term of the interest rate swap agreement, at an effective interest rate of 4.62324%:

<u>Year Ending Dec. 31,</u>	<u>Beginning Balance</u>	<u>Interest Accrual</u>	<u>Imputed Debt Payment</u>	<u>Ending Balance</u>
2011	\$ 19,181	\$ 887	\$ (2,763)	\$ 17,305
2012	17,305	800	(2,639)	15,466
2013	15,466	715	(2,508)	13,673
2014	13,673	632	(2,371)	11,934
2015	11,934	552	(2,226)	10,260
2016-2020	10,260	1,675	(8,659)	3,276
2021-2025	3,276	365	(3,641)	-

On September 3, 2005, UBS AG advised the Authority that it was exercising its option on this swaption as of January 1, 2006. As a result, UBS AG paid the Authority \$7,144 on January 3, 2006 as an exercise premium, which has been recorded as a deferred revenue and is being amortized as interest revenue over the life of the interest rate swap agreement. The Authority made its initial net monthly swap payment in February 2006. The Authority is current on its monthly net swap interest payments to UBS AG, which have totaled \$8.7 million in 2011 as of June 30th.

The ratings of the counterparty (UBS AG) to the 1995 Revenue Bonds Swap of Moody's, S&P, and Fitch are Aa3, A+, and A+, respectively.

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

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

In consideration for entering into the 1999 Revenue Bonds Swaption, the Authority received a net up-front, non-refundable option payment in the amount of \$20,142 from UBS AG, which has been recorded on the combined financial statements as a noncurrent liability (premium payment payable - derivative companion instrument). In accordance with the provisions of Governmental Accounting Standards Board Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments*, this derivative companion instrument is considered a "borrowing" resulting from the intrinsic value of the swaption at inception. During the option period, interest accretes at the effective rate implied by the cash flows on the borrowing at inception. Once the swaption is exercised, and becomes an active swap, a portion of the swap interest payments are attributed to principal and interest payments on the borrowing. The following schedule represents the accretion of interest and amortization of the premium payment payable - derivative companion instrument through the term of the interest rate swap agreement, at an effective interest rate of 4.71425%:

Year Ending Dec. 31,	Beginning Balance	Interest Accrual	Imputed Debt Payment	Ending Balance
2011	\$ 27,801	\$ 1,311	\$ (3,960)	\$ 25,152
2012	25,152	1,186	(3,835)	22,503
2013	22,503	1,061	(3,649)	19,915
2014	19,915	939	(3,453)	17,401
2015	17,401	820	(3,245)	14,976
2016-2020	14,976	2,499	(12,665)	4,810
2021-2025	4,810	547	(5,357)	-

On September 3, 2009, UBS AG advised the Authority that it was exercising its option on this swaption as of January 1, 2010. The Authority began making net interest payments to UBS AG, the counterparty, commencing in February 2010, representing January's net interest payment. The Authority is current on its monthly net interest swap payments, having paid \$10.6 million to UBS AG in 2011 as of June 30th.

The ratings of the counterparty (UBS AG) to the 1999 Revenue Bonds Swap of Moody's, S&P, and Fitch are Aa3, A+, and A+, respectively.

Objective and Terms of Investment Derivative Instruments - On August 21, 2000, the Authority entered into two (2) interest rate agreements with Bank of America N.A. in the notional amounts of \$39,657 (the "2000 Swaption #1") and \$10,436 (the "2000 Swaption #2", and together with the 2000 Swaption #1, the "2000 Swaptions"). Under the 2000 Swaptions, Bank of America N.A. has the option on certain future dates (two business days preceding July 1, 2005 and each January 1 and July 1 thereafter through and including July 1, 2025 with respect to the 2000 Swaption #1 and two business days preceding January 2, 2006 and each July 1 and January 1 thereafter through and including July 1, 2025 with respect to the 2000 Swaption #2) to cause the 2000 Swaption #1 or the 2000 Swaption #2, as applicable, to commence on the next succeeding January 1 or July 1. Neither option relating to the 2000 Swaptions has been exercised by Bank of America N.A. If an option is exercised, the 2000 Swaption #1, or the 2000 Swaption #2, as applicable, would continue (unless earlier terminated) through January 1, 2026. The Authority's obligations under the 2000 Swaptions are general unsecured corporate obligations.

If the options relating to the 2000 Swaption #1 or the 2000 Swaption #2 are exercised by Bank of America N.A., Bank of America N.A. is obligated to pay periodic interest payments (payable monthly) to the Authority based upon a fixed rate of 5.9229% per annum and the Authority is obligated to pay periodic interest payments (payable monthly) to Bank of America N.A. at a variable rate based upon the Securities Industry and Financing Markets Association (SIFMA) (formerly the BMA Municipal Swap Index) (a tax-exempt variable rate index). Only the net difference in the periodic payments owed would be exchanged between Bank of America N.A. and the Authority.

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

Risks Related to Derivatives Instruments

Credit Risk - For the year ended December 31, 2010, the Authority is not exposed to credit risk on its hedging derivative instruments or investment derivatives as all such derivative instruments are in a liability position based on their fair values. The credit ratings of the counterparties, however, are Aa3, A+, and A+ as rated by Moody's, S&P, and Fitch, respectively.

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

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

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

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

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

Swap Management Policy

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

5. ACCOUNTS RECEIVABLE AND TOLL REVENUES

Accounts receivable at June 30, 2011 and December 31, 2010 are as follows:

	<u>2011</u>	<u>2010</u>
Reimbursements from governmental agencies - capital improvements to the PATCO system due from the Federal Transit Administration and New Jersey Transit	\$ 1,006	\$ 2,634
Other intergovernmental	4,368	3,621
Development projects	2,000	2,000
Other	<u>5,974</u>	<u>3,515</u>
Gross receivables	13,348	11,770
Less: Allowance for uncollectibles	<u>(3,500)</u>	<u>(1,500)</u>
Net total receivables	<u>\$ 9,848</u>	<u>\$ 10,270</u>

Of the intergovernmental receivables of \$4,368 above, \$4,368 is expected to be collected within one year.

6. CHANGES IN LONG-TERM LIABILITIES

Long-term liability activity for the year ended June 30, 2011 is as follows:

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>	<u>Due within 1 Year</u>
Bonds and loans payable:					
1998 Revenue Refunding Bonds	\$ 2,365		\$ (2,365)	\$ -	\$ -
1999 Revenue Bonds	57,565		(16,230)	41,335	17,110
1998 Port District Project Bonds	60,795		(2,600)	58,195	2,720
1999 Port District Project Bonds	147,820		(2,740)	145,080	2,950
2001 Port District Project Bonds	119,320		(7,050)	112,270	7,420
2008 Revenue Refunding Bonds	347,070		(11,690)	335,380	15,025
2010 Revenue Refunding Bonds	350,000			350,000	
2010 Revenue Bonds	308,375			308,375	
Less issuance discounts / premiums	<u>(24,381)</u>	<u>771</u>		<u>(23,610)</u>	
Total bonds payable	1,368,929	771	(42,675)	1,327,025	45,225
Other liabilities:					
Bridge repainting	64,385	2,281		66,666	
Self insurance	4,191	232		4,423	
Sick and vacation leave	4,873			4,873	3,655
Deferred revenue	6,575	205		6,780	2,972
Other (includes OPEB unfunded liability)	38,713			38,713	
Premium payment payable - derivative companion instrument	46,982			46,982	
Derivative instrument - interest rate swap	<u>136,983</u>			<u>136,983</u>	
Total long-term liabilities	<u>\$ 1,671,631</u>	<u>\$ 3,489</u>	<u>\$ (42,675)</u>	<u>\$ 1,632,445</u>	<u>\$ 51,852</u>

7. INVESTMENT IN FACILITIES

Capital assets for the year ended June 30, 2011 were as follows:

	<u>Beginning Balance</u>	<u>Increases</u>	<u>Decreases</u>	<u>Ending Balance</u>
Capital assets not being depreciated:				
Land	\$ 74,225			\$ 74,225
Construction in progress	<u>251,583</u>	<u>\$ 58,678</u>		<u>310,261</u>
Total capital assets not being depreciated	<u>325,808</u>	<u>58,678</u>	<u>-</u>	<u>384,486</u>
Capital assets being depreciated:				
Bridges and related building and equipment	962,437			962,437
Transit property and equipment	389,113			389,113
Port enhancements	<u>27,334</u>			<u>27,334</u>
Total capital assets being depreciated	<u>1,378,884</u>	<u>-</u>	<u>-</u>	<u>1,378,884</u>
Less accumulated depreciation for:				
Bridges and related building and equipment	(400,016)	(15,354)		(415,370)
Transit property and equipment	(193,903)	(7,659)		(201,562)
Port enhancements	<u>(15,219)</u>	<u>(876)</u>		<u>(16,095)</u>
Total accumulated depreciation	<u>(609,138)</u>	<u>(23,889)</u>	<u>-</u>	<u>(633,027)</u>
Total capital assets being depreciated, net	<u>769,746</u>	<u>(23,889)</u>	<u>-</u>	<u>745,857</u>
Total capital assets, net	<u>\$ 1,095,554</u>	<u>\$ 34,789</u>	<u>\$ -</u>	<u>\$ 1,130,343</u>

Total depreciation expense for the period ended June 30, 2011 was \$23,889.

8. DEFERRED COMPENSATION PLAN

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

9. PENSION PLANS

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

Pennsylvania State Employees' Retirement System

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

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

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

Funding Policy - The contribution requirements of plan members and the Authority are established and amended by the Pennsylvania State Employees' Retirement System Board. As of January 1, 2002, employees are required to contribute 6.25% of their gross earnings to the plan. The Authority was required to, and did, contribute an actuarially determined amount to the plan, which equaled 4.18%, 3.68%, and 3.72%, of covered payroll in 2010, 2009, and 2008, respectively. In 2010, 2009, and 2008, the Authority's required contributions to the plan were \$1,817, \$1,647, and \$1,607, respectively, which represented 100% of the required contribution for the aforementioned years.

New Jersey Public Employees Retirement System (NJ PERS)

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

Funding Policy - The contribution requirements of plan members are determined by State statute. In accordance with Chapter 62, P.L. 1994, plan members enrolled in the Public Employees' Retirement System were required to contribute 5% of their annual covered salary. Effective July 1, 2007, however, in accordance with Chapter 92, P.L. 2007 and Chapter 103, P.L. 2007, plan members are required to contribute 5.5% of their annual covered salary. For employees enrolled in the retirement system prior to July 1, 2007, the increase is effective with the payroll period that begins immediately after July 1, 2007. The State Treasurer has the right under the current law to make temporary reductions in member rates based on the existence of surplus pension assets in the retirement system; however, the statute also requires the return to the normal rate when such surplus pension assets no longer exist. The Authority is billed annually for its normal contribution, plus any accrued liability. The Authority began sending employee contributions to NJ PERS beginning in January 2006. The fiscal year 2008 was the first year that the Authority was required to, and did, contribute an actuarially determined amount to the plan. For the year

ended December 31, 2010 and 2009, the Authority's total contribution to the plan was \$196 and \$63, respectively, which represented 100% of the required contribution for the aforementioned years. For the years ended December 31, 2010 and 2009, the contributions consisted of a normal contribution amount of \$80 and \$29, respectively and an accrued liability amount of \$117 and \$34, respectively.

Teamsters Pension Plan of Philadelphia and Vicinity

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

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

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

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

Funding Policy - The Teamsters Pension Plan is controlled by the Teamsters Pension Plan of Philadelphia and Vicinity Board. The employer's contribution requirements are determined under the terms of one Collective Bargaining Agreement in force between the employer and the Teamsters. During 2010, the Authority was required to and did contribute the following amounts for PATCO employees: twenty one dollars and forty cents (\$21.40) per day from January 1, 2010 through May 31, 2010 and twenty-one dollars and eighty cents (\$21.80) from June 1, 2010 through December 31, 2010 per participating employee. The Authority's contributions totaled 9.6%, 9.89%, and 10.02% of covered payroll in 2010, 2009, and 2008, respectively. The employees of the Authority make no contributions to the plan. The Authority contributed \$1,090, \$1,068, and \$1,029 in 2010, 2009, and 2008, respectively, which represented 100% of the required contribution for the aforementioned years.

10. POSTEMPLOYMENT HEALTHCARE PLAN

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

Funding Policy - Employees become eligible for retirement benefits based on hire date and years of service. The contribution requirements of plan members and the Authority are established and may be amended by the Authority's Board of Commissioners. Plan members receiving benefits contribute the following amounts: \$55 per month for retiree-only coverage for the base plan, \$110 per month for retiree/spouse (or retiree/child) coverage, and \$165 per month for retiree/family (or children) coverage to age sixty-five (65) for the base plan, and \$55 per month, per retiree, per dependent for both the United Health Group (in partnership with AARP) and Aetna coverages. An additional amount is required for those retirees, under age sixty-five (65), who opt to participate in the "buy-up plan" for retirees and their dependents.

Retirees - The Authority presently funds its current retiree post employment benefit costs on a "pay-as-you-go" basis and, as shown above, receives annual contributions from retirees to offset a portion of this annual cost. The Authority's contributions to the plan for the years ended 2010, 2009, and 2008 were \$4,256, \$4,251, and \$4,625, respectively.

Future Retirees - In accordance with Statement No. 45 of the Governmental Accounting Standards Board, the Authority is required to expense the *annual required contribution of the employer (ARC)*, an amount actuarially determined in accordance with the parameters of Statement No. 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty (30) years. The ARC includes the costs of both current and future retirees. The current ARC was determined to be \$13,763 at an unfunded discount rate of 5%. As stated above, the Authority has funded the cost of existing retirees in the amount of \$4,256, and in 2010, the Authority has accrued the benefit costs for future eligible employees, but has not yet begun funding this outstanding liability. The Authority plans to begin funding a portion of this outstanding liability in 2011.

Annual OPEB Cost - For 2010, the Authority's annual OPEB cost (expense) of \$15,236 for the plan was equal to the ARC plus the interest on the beginning net OPEB obligation. The Authority's annual required contribution (ARC), the interest on the net OPEB obligation, the adjustment to the ARC, the increase or decrease in the net OPEB obligation, the net OPEB obligation, and the percentage of annual OPEB cost contributed to the plan for 2010, 2009, and 2008 are as follows:

	<u>2010</u>	<u>2009</u>	<u>2008</u>
Annual Required Contribution (ARC)	\$ 13,763	\$ 13,763	\$ 14,470
Interest on the Net OPEB Obligation	1,439	975	492
Adjustment to the ARC	<u>(1,782)</u>	<u>(1,208)</u>	<u>(689)</u>
Annual OPEB Cost	13,420	13,530	14,273
Pay as You Go Cost (Existing Retirees)	<u>(4,256)</u>	<u>(4,251)</u>	<u>(4,625)</u>
Increase (Decrease) in the Net OPEB Obligation	9,164	9,279	9,648
Net OPEB Obligation, January 1	<u>28,771</u>	<u>19,492</u>	<u>9,844</u>
Net OPEB Obligation, December 31	<u>\$ 37,935</u>	<u>\$ 28,771</u>	<u>\$ 19,492</u>
Percentage of Annual OPEB Cost Contributed	32%	31%	32%

Funded Status and Funding Progress - As of January 1, 2009, the most recent actuarial valuation date, the Authority's Plan was 0% funded. The actuarial accrued liability for benefits was \$132,467, and the actuarial value of plan assets was \$0, resulting in an unfunded actuarial accrued liability (UAAL) of \$132,467. The covered payroll (annual payroll of active employees covered by the plan) was \$56,034, and the ratio of the UAAL to the covered payroll was 236.4%. (For additional information, please refer to the "Required Supplementary Information Schedule of Funding Progress for Health Benefits Plan" shown at the end of the footnote section.) Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trend. Amounts determined regarding the funded status of the plan and the annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, presented as required supplementary information following the notes to the financial statements, presents multiyear trend information that shows whether the actuarial value of the plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

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

In the January 1, 2009 actuarial valuation, the projected unit credit actuarial cost method was used. Under this method, an actuarial accrued liability is determined as the actuarial present value of the portion of projected benefits which is allocated to service before the current plan year. In addition, a normal cost is determined as the actuarial present value of the portion of projected benefits which is allocated to service in the current plan year for each active participant under the assumed retirement age. The UAAL is being amortized (straight-line) for thirty (30) years on an open basis. The actuarial assumptions included the following:

- **Mortality.** The mortality table employed in the valuation was the 1994 sex distinct Group Annuity Mortality Table.
- **Discount Rate.** Future costs have been discounted at the rate of 5.00% compounded annually for GASB 45 purposes.

- *Turnover.* Assumptions for terminations of employment other than for death or retirement will occur in the future in accordance with the U.S. Office of Personnel Management regarding the experience of the employee group covered by the Federal Employees Retirement System, some excerpts from which are:

<u>Age</u>	<u>% Terminating</u>
20	70.4%
40	15.9%
50	0.0%

- *Disability.* No terminations of employment due to disability were assumed. Retirees resulting from a disability were factored into the determination of age at retirement.
- *Age of Retirement.* The assumption that the active participants, on average, will receive their benefits when eligible, but no earlier than age 55.
- *Spousal Coverage.* Married employees will remain married.
- *Prior Service.* No prior service for active employees was assumed.
- *Health Care Inflation.* Health care gross costs were assumed to increase at an annual rate of 7.0% for Pre-Medicare medical benefits and 5.0% for Post-Medicare medical benefits.
- *Administration Expenses.* The annual cost to administer the retiree claims was assumed at 2.0%, which was included in the annual health care costs.
- *Employee Contributions.* It was assumed that employees will contribute two thousand three hundred forty dollars (\$2,340) per year for family medical coverage and seven hundred eighty dollars (\$780) for single medical coverage.
- *PATCO Medical Expenses.* The medical and prescription drug expenses provided in the actuarial data were adjusted to be consistent with the medical and prescription drug expenses of \$1,083 reflected in the 2008 financial report.
- *Change in Assumptions.* Effective January 1, 2009, assumptions were changed for medical trend costs, turnover, and retirement age; however, none of these changes were deemed significant changes compared to the assumptions utilized in the previous actuarial valuation.

In accordance with Statement No. 45 of the Governmental Accounting Standards Board, the Authority will engage an actuarial consultant during 2011 to update its present analysis.

11. INDENTURES OF TRUST

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

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

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

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

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

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

In addition, in accordance with the Indentures of Trust for the Revenue Refunding Bonds of 1998 the following additional accounts are required to be maintained:

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

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

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

12. FUNDED AND LONG-TERM DEBT

At June 30, 2011, the Authority had \$1,327,026 in Revenue, Revenue Refunding, and Port District Project Bonds outstanding, consisting of bonds issued in 1999, 2001, 2008, and 2010. The 1998 Port District Project Bonds were issued pursuant to an Indenture of Trust dated August 15, 1998. The 1999 Revenue Bonds were issued pursuant to the Indenture of Trust dated July 1, 1998, a Second Supplemental Indenture dated August 15, 1998, and a Third Supplemental Indenture dated December 1, 1999. The 1999 Port District Project Bonds were issued pursuant to an Indenture of Trust dated December 1, 1999. The 2001 Port District Project Bonds were issued pursuant to an Indenture of Trust dated December 1, 2001. The 2008 Revenue Refunding Bonds were issued pursuant to the Indenture of trust dated July 1, 1998, as supplemented by a Fourth Supplemental Indenture dated October 1, 2007 and a Fifth Supplemental Indenture dated July 15, 2008. The 2010 Revenue Refunding Bonds were issued pursuant an Indenture of Trust dated as of July 1, 1998 as previously supplemented by five supplemental indentures thereto and as further supplemented by a Sixth Supplemental Indenture dated as of March 15, 2010. The 2010 Revenue Bonds are being issued pursuant to the Compact, the New Jersey Act, the Pennsylvania Act (as such terms are defined herein) and an Indenture of Trust, dated as of July 1, 1998, by and between the Authority and TD Bank, National Association, Cherry Hill, New Jersey, as successor to Commerce Bank, National Association (the "Trustee"), as supplemented by a First Supplemental Indenture, dated as of July 1, 1998, a Second Supplemental Indenture, dated as of August 15, 1998, a Third Supplemental Indenture, dated as of December 1, 1999, a Fourth Supplemental Indenture, dated as of October 1, 2007, a Fifth Supplemental Indenture, dated as of July 15, 2008, a Sixth Supplemental Indenture, dated as of March 15, 2010, and a Seventh Supplemental Indenture, dated as of July 1, 2010 (collectively, the "1998 Revenue Bond Indenture").

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

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

The 1998 Port District Project Bonds outstanding at June 30, 2011 are as follows:

<u>Maturity Date (January 1)</u>	<u>Interest Rate / Yield</u>	<u>Principal Amount</u>	<u>Maturity Date (January 1)</u>	<u>Interest Rate / Yield</u>	<u>Principal Amount</u>
Serial Bonds					
			2012	4.75%	\$ 2,720
			2013	5.00%	2,845
			2014	4.75%	2,990
			2015	5.00%	<u>3,130</u>
					<u>11,685</u>
Term Bonds					
2016	4.75%	\$ 3,290	2021	5.00%	\$ 4,175
2017	4.75%	3,445	2022	5.00%	4,385
2018	5.00%	3,605	2023	5.00%	4,605
2019	5.00%	3,790	2024	5.00%	4,835
2020	5.00%	3,975	2025	5.00%	5,075
			2026	5.00%	<u>5,330</u>
					<u>46,510</u>
Total par value of 1998 Port District Project Bonds Outstanding					58,195
Less unamortized bond discount					<u>(310)</u>
Total 1998 Port District Project Bonds, net					<u>\$ 57,885</u>

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

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

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

The 1999 Revenue Bonds, together with the Authority's Revenue Refunding Bonds, Series A of 1998 and Series B of 1998 (the "1998 Revenue Bonds") and any parity obligations hereafter issued under the 1998 Revenue Bond Indenture, are equally and ratably payable solely from and secured by a lien on and security interest in (i) the amounts on deposit in the 1995 General Fund established under the Indenture of Trust dated as of November 15, 1995, as supplemented as of November 15, 1995 (collectively, the "1995 Revenue Bond Indenture"), (ii) the amounts on deposit in the Funds established under the 1998 Revenue Bond Indenture, except for the 1998 General Fund and the 1998 Rebate Fund.

The 1999 Revenue Bonds outstanding at June 30, 2011 are as follows:

<u>Maturity Date</u> <u>(January 1)</u>	<u>Interest</u> <u>Rate / Yield</u>	<u>Principal</u> <u>Amount</u>
Serial Bonds		
2012	5.50%	\$ 12,110
2012	5.25%	5,000
2013	5.63%	18,055
2014	5.75%	1,170
2014	5.40%	<u>5,000</u>
Total par value of 1999 Revenue Bonds		<u>\$ 41,335</u>

Optional Redemption - The 1999 Revenue Bonds are subject to redemption prior to maturity at the option of the Authority on or after January 1, 2010, in whole at any time or in part at any time and from time to time in any order of maturity as specified by the Authority, in any principal amount which is an integral multiple of \$5 as specified by the Authority, and within a maturity as allocated by the Trustee or by lot (and, if 1999 Revenue Bonds of a maturity bear interest at different rates, as allocated by the Trustee or by lot among 1999 Revenue Bonds of the interest rate or rates specified by the Authority) at a redemption price equal to 100% of the principal amount of such 1999 Revenue Bonds or portions thereof to be redeemed, together with accrued interest to the redemption date. On March 31, 2010, the Authority partially redeemed \$349,360 in bonds with the issuance of \$350 million in 2010 Revenue Refunding Bonds.

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

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

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

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

The 1999 Port District Project Bonds outstanding at June 30, 2011 are as follows:

<u>Maturity Date</u> <u>(January 1)</u>	<u>Interest</u> <u>Rate / Yield</u>	<u>Principal</u> <u>Amount</u>	<u>Maturity Date</u> <u>(January 1)</u>	<u>Interest</u> <u>Rate / Yield</u>	<u>Principal</u> <u>Amount</u>
Series A Bonds					
			2012	7.50%	\$ 2,950
			2013	7.54%	<u>3,170</u>
					<u>6,120</u>
Term Bonds					
2014	7.63%	\$ 3,405	2018	7.63%	\$ 4,570
2015	7.63%	3,665	2019	7.63%	4,920
2016	7.63%	3,945	2020	7.63%	5,295
2017	7.63%	4,245	2021	7.63%	<u>1,035</u>
					<u>31,080</u>
Series B Bonds					
2021	5.70%	\$ 13,060	2022	5.70%	\$ 16,930
			2023	5.70%	<u>17,895</u>
					<u>47,885</u>
Term Bonds					
2024	5.63%	\$ 18,915	2025	5.63%	\$ 19,980
			2026	5.63%	<u>21,100</u>
					<u>59,995</u>
Total par value of 1999 Port District Project Bonds					145,080
Less unamortized bond discount					<u>(1,888)</u>
Total 1999 Port District Project Bonds, net					<u>\$ 143,192</u>

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

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

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

The 2001 Port District Project Bonds outstanding at June 30, 2011 are as follows:

<u>Maturity Date</u> <u>(January 1)</u>	<u>Interest</u> <u>Rate / Yield</u>	<u>Principal</u> <u>Amount</u>	<u>Maturity Date</u> <u>(January 1)</u>	<u>Interest</u> <u>Rate / Yield</u>	<u>Principal</u> <u>Amount</u>
Series A Refunding Bonds (Federally Taxable)					
			2015	5.50%	\$ 7,260
			2016	5.50%	7,660
			2017	5.50%	8,080
			2018	5.50%	8,525
			2019	5.10%	8,995
			2020	5.10%	9,450
2012	5.25%	\$ 6,255	2021	5.10%	1,580
2013	5.50%	5,570	2022	5.13%	1,300
2014	5.50%	6,880	2023	5.15%	<u>1,300</u>
					72,855
Term Bonds					
2024	5.20%	\$ 1,300	2026	5.20%	\$ 1,300
2025	5.20%	1,300	2027	5.20%	<u>12,900</u>
					<u>16,800</u>
Total par value of Series A Refunding Bonds					89,655
Plus unamortized bond premium					1,858
Less unamortized loss on defeasance					<u>(8,851)</u>
Total 2001 Series A Refunding Bonds, net					<u>82,662</u>

<u>Maturity Date</u> <u>(January 1)</u>	<u>Interest</u> <u>Rate / Yield</u>	<u>Principal</u> <u>Amount</u>	<u>Maturity Date</u> <u>(January 1)</u>	<u>Interest</u> <u>Rate / Yield</u>	<u>Principal</u> <u>Amount</u>
Series B Refunding Bonds					
			2017	5.00%	\$ 1,470
			2018	5.00%	1,540
2012	4.60%	\$ 1,165	2019	5.10%	1,620
2013	4.63%	1,215	2020	5.10%	1,700
2014	4.75%	1,270	2021	5.10%	1,785
2015	4.85%	1,335	2022	5.13%	1,880
2016	5.00%	1,400	2023	5.15%	<u>1,975</u>
					18,355
Term Bonds					
2024	5.20%	\$ 2,075	2025	5.20%	<u>\$ 2,185</u>
					<u>4,260</u>
Total par value of Series B Bonds					22,615
Less unamortized bond discount					<u>(224)</u>
Total 2001 Series B Bonds, net					<u>22,391</u>
Total 2001 Port District Project Bonds, net					<u>\$ 105,053</u>

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

Optional Redemption - The Series A Port District Project Refunding Bonds maturing on or after January 1, 2013 are subject to redemption prior to maturity at the option of the Authority on or after January 1, 2012, in whole at any time, or in part at any time and from time to time, in any order of maturity as specified by the Authority and within a maturity as selected by the Trustee by lot, at a redemption price equal to 100% of the principal amount of such Series A Port District Project Bonds or portions thereof to be redeemed, together with accrued interest to the redemption date.

The issuance of the 2001 Port District Project Refunding Bonds, Series A resulted in a loss of \$16,770 which represents the costs associated with the defeasance or call of the 1999 Port District Project Bonds, Series A. These costs were deferred and will be amortized over the life of the 2001 issue to the year 2021.

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

The 2008 Revenue Refunding Bonds were issued pursuant to the Compact, the New Jersey Act, the Pennsylvania Act (as such terms are defined herein) and an Indenture of Trust dated as of July 1, 1998, by and between the Authority and TD Bank, N.A., Cherry Hill, New Jersey, as successor to Commerce Bank, National Association (the "Trustee"), as supplemented by a First Supplemental Indenture dated as of July 1, 1998, a Second Supplemental Indenture dated as of August 15, 1998, a Third Supplemental Indenture dated as of December 1, 1999, a Fourth Supplemental Indenture dated as of October 1, 2007 and a Fifth Supplemental Indenture dated as of July 15, 2008 (the "Fifth Supplemental Indenture") (collectively, the "1998 Revenue Bond Indenture").

The 2008 Revenue Refunding Bonds, together with all other indebtedness outstanding under the 1998 Revenue Bond Indenture and any parity obligations hereafter issued under the 1998 Revenue Bond Indenture, are equally and ratably payable

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

The 2008 Revenue Refunding Bonds outstanding at June 30, 2011 are as follows:

Series A			Series B		
<u>Maturity Date</u> <u>(January 1)</u>	<u>Interest</u> <u>Rate / Yield</u>	<u>Principal</u> <u>Amount</u>	<u>Maturity Date</u> <u>(January 1)</u>	<u>Interest</u> <u>Rate / Yield</u>	<u>Principal</u> <u>Amount</u>
2026	Variable	<u>\$ 158,865</u>	2026	Variable	<u>\$ 176,515</u>
Total par value of 2008 Revenue Refunding Bonds					335,380
Less unamortized loss on defeasance					<u>(8,078)</u>
Total 2008 Revenue Refunding Bonds, net					<u><u>\$ 327,302</u></u>

Interest Rate Mode: Weekly

Rate Determination Date: Generally each Wednesday

Interest Payment Dates: First Business Day of each month

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

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

Sinking Fund Installments

<u>January 1</u>	<u>Series A</u>	<u>Series B</u>	<u>Total</u>
2011	\$ 5,535	\$ 6,155	\$ 11,690
2012	7,115	7,910	15,025
2013	7,505	8,340	15,845
2014	7,915	8,795	16,710
2015	8,345	9,275	17,620
2016	8,800	9,775	18,575
2017	9,280	10,310	19,590
2018	9,785	10,870	20,655
2019	10,315	11,465	21,780
2020	10,880	12,090	22,970
2021	11,475	12,745	24,220
2022	12,100	13,440	25,540
2023	12,755	14,175	26,930
2024	13,455	14,945	28,400
2025	14,185	15,760	29,945
2026	14,955	16,620	31,575
	<u>\$ 164,400</u>	<u>\$ 182,670</u>	<u>\$ 347,070</u>

2010 Revenue Refunding Bonds - On March 31, 2010 the Authority issued \$350,000 in Revenue Refunding Bonds, Series A of 2010, Revenue Refunding Bonds, Series B of 2010 and Revenue Refunding Bonds, Series C of 2010. The 2010 Revenue Refunding Bonds were issued pursuant to the Indenture of Trust dated as of July 1, 1998 by and between the Authority and TD Bank, National Association, Cherry Hill, New Jersey, as successor to Commerce Bank, National Association ("Trustee"), as previously supplemented by five supplemental indentures thereto and as further supplemented by a Sixth Supplemental Indenture ("Sixth Supplemental Indenture") dated as of March 15, 2010 (collectively, "1998 Revenue Bond Indenture"). The 2010 Revenue Refunding Bonds were issued to provide funds, together with other available funds, to (i) currently refund \$349,360 aggregate principal amount of the Authority's outstanding Revenue Bonds, Series of 1999, (ii) fund any required deposit to the 1998 Debt Service Reserve Fund (defined herein), and (iii) pay the costs of issuance of the 2010 Revenue Refunding Bond.

The 2010 Revenue Refunding Bonds outstanding at June 30, 2011 are as follows:

	<u>Maturity Date</u> <u>(January 1)</u>	<u>Interest</u> <u>Rate / Yield</u>	<u>Principal</u> <u>Amount</u>
Series A	2026	Variable	\$ 150,000
Series B	2026	Variable	150,000
Series C	2026	Variable	<u>50,000</u>
Total par value of 2010 Revenue Refunding Bonds			350,000
Less unamortized loss on defeasance			<u>(5,528)</u>
Total 2010 Revenue Refunding Bonds, net			<u>\$ 344,472</u>

Interest Rate Mode: Weekly

Rate Determination Date: Generally each Wednesday

Redemption Prior to Maturity

The 2010 Revenue Refunding Bonds shall be subject to redemption prior to maturity as follows:

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

The issuance of the 2010 Revenue Refunding Bonds resulted in a loss of \$5,624 which represents the costs associated with the defeasance or call of the 1999 Revenue Bonds. These costs were deferred and will be amortized over the life of the 2010 issue to the year 2025.

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

Sinking Fund Installments

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

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

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

issuance of the 2010 Revenue Bonds, the Authority reimbursed its General Fund, for approximately \$100 million, for prior capital expenditures made during the period October 2008 through July 2010).

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

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

The 2010 Revenue Bonds outstanding at June 30, 2011 are as follows:

<u>Maturity Date</u> <u>(January 1)</u>	<u>Interest</u> <u>Rate / Yield</u>	<u>Principal</u> <u>Amount</u>	<u>Maturity Date</u> <u>(January 1)</u>	<u>Interest</u> <u>Rate / Yield</u>	<u>Principal</u> <u>Amount</u>
Serial Bonds					
			2027	5.00%	\$ 3,465
			2028	5.00%	17,210
			2029	5.00%	18,070
			2030	5.00%	18,975
					57,720
Term Bonds					
2031	5.00%	\$ 16,245	2036	5.00%	\$ 14,575
2031	5.05%	3,675	2036	5.00%	10,860
2032	5.00%	17,055	2037	5.00%	15,310
2032	5.05%	3,865	2037	5.00%	11,400
2033	5.00%	17,905	2038	5.00%	16,075
2033	5.05%	4,060	2038	5.00%	11,970
2034	5.00%	18,810	2039	5.00%	16,875
2034	5.05%	4,260	2039	5.00%	12,570
2035	5.00%	19,750	2040	5.00%	17,720
2035	5.05%	4,475	2040	5.00%	13,200
					250,655
Total par value of 2010 Revenue Bonds					308,375
Less unamortized bond discount					(588)
Total 2010 Revenue Bonds, net					<u>\$ 307,787</u>

Optional Redemption - The 2010 Revenue Bonds are subject to redemption at the option of the Authority, prior to maturity, in whole or in part (and if in part, in such order of maturity or within a maturity as the Authority shall specify, or if the Authority

shall fail to specify, by lot or by such other method as the Paying Agent determines to be fair and reasonable and in any principal amount in Authorized Denominations) at any time on or after January 1, 2020. Any such redemption shall be made at a redemption price equal to 100% of the principal amount of the 2010 Bonds to be redeemed, plus accrued interest to the Redemption Date.

The following recapitulates the principal and interest due on all bonds outstanding as of December 31, 2010:

Year Ending December 31,	Principal	Interest	Total
2011	\$ 42,675	\$ 38,507	\$ 81,182
2012	45,225	37,404	82,629
2013	46,700	35,693	82,393
2014	50,170	33,810	83,980
2015	53,310	32,497	85,807
2016-2020	315,445	145,456	460,901
2021-2025	421,705	110,780	532,485
2026-2030	167,425	74,573	241,998
2031-2035	110,100	49,466	159,566
2036-2040	140,555	18,255	158,810
	1,393,310	\$ 576,441	\$ 1,969,751
Net unamortized bond discounts, premiums, and loss on defeasance	(24,381)		
	<u>\$ 1,368,929</u>		

Interest on the 1998, 1999, 2001 and 2010 Revenue Bonds is payable semi-annually on January 1 and July 1 in each year. Interest on the 2008 and 2010 Revenue Refunding Bonds is payable monthly on the first business day of each month. Interest expense includes interest on the bonds and amortization of bond discounts and loss on defeasance.

Total funded debt and long-term debt as of June 30, 2011 totaled \$1,327,026 of which \$45,225 is short term and \$1,281,801 is long term. The Authority is current on all of its monthly debt service payments on all obligations.

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

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

1. DRPA-09-064 authorized the Authority to issue new revenue bonds, up to a maximum of \$510 million to fund a portion of the 2010 Capital Plan. (This resolution rescinded the earlier "new money" authorization passed in October 2008.) The new bonds can be issued as fixed or variable rate bonds, along with any interest rate hedge agreements, if necessary. The DRPA issued \$308 million in fixed rate bonds in July 2010, pursuant to this resolution.
2. DRPA-09-066 authorized the Authority to refund the 1999 Revenue Bonds (as either fixed or variable rate bonds), issue any necessary interest rate hedge agreements, if necessary, or to terminate the swap. These bonds were partially redeemed with the issuance of \$350 million in 2010 Revenue Refunding Bonds on March 31, 2010.
3. DRPA-09-067 authorized the Authority to: refund the 1998B Port District Project Bonds, as tax exempt or taxable, fixed or variable rate bonds, to achieve debt service savings and to issue any necessary interest rate hedge agreements to hedge interest costs. (Note: No further actions have been taken with regards to these bonds)

Bond Ratings - Moody's Investors Service Bond Ratings - In September 2007, concurrent with the issuance of the 2007 Revenue Refunding Bonds, Moody's affirmed the Authority's existing underlying ratings on all revenue and port district project bonds (which were A3 and Baa3, respectively) and assigned a rating of A3 to the 2007 Revenue Refunding Bonds. In

addition, Moody's revised its outlook on the Authority's bonds to "stable".

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

Concurrent with the issuance of \$350 million in revenue refunding bonds on March 31, 2010, in its report dated March, 2010, Moody's assigned its A3 underlying ratings to the Authority's 2010 Revenue Refunding Bonds Series (A thru C). Moody's affirmed its 'A3 underlying ratings, on the Authority's existing revenue bond debt, and the 'Baa3' long term ratings on its PDP Bonds. The outlook was changed from "stable" to a "negative outlook" on all of the Authority's bonds.

Concurrent with the issuance of \$308.4 million in revenue bonds on July 15, 2010, in its report dated May 4, 2010, Moody's assigned its A3 underlying ratings to the Authority's 2010 Revenue Bonds (Series D). Moody's affirmed its 'A3 underlying ratings, on the Authority's existing revenue bond debt, and the 'Baa3' long term ratings on its PDP Bonds. (Note: Moody's also assigned a rating of Aa3 "negative outlook" to the 2010 Insured Revenue Bonds). As of December 31, 2010, all Authority bonds remain with a negative outlook.

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

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

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

Concurrent with the issuance of \$350 million in revenue refunding bonds on March 31, 2010, in its report dated February 24, 2010, S&P assigned its 'A-' underlying rating (SPUR) to the Authority's 2010 Revenue Refunding Bond Series A thru C. S&P affirmed its 'A- underlying ratings, on the Authority's existing revenue bond debt, and the 'BBB'- long term ratings on its PDP Bonds. The outlook remained as "stable".

Concurrent with the issuance of \$308.4 million in revenue bonds on July 15, 2010, in its report dated May 4, 2010, S&P assigned its 'A-' underlying rating (SPUR) to the Authority's 2010 Revenue Bonds (Series D). S&P affirmed its 'A- underlying ratings, on the Authority's existing revenue bond debt, and the 'BBB'- long term ratings on its PDP Bonds. (Note: S&P also assigned a rating of AAA "negative outlook" to the 2010 Insured Revenue Bonds). As of December 31, 2010, the outlook remains as "stable" on all of the Authority's bonds.

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

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

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

Credit and the Authority. Given this correlation, Moody's believes the joint probability of default results in credit risk consistent with a Aaa rating for the 2008 Revenue Refunding Bonds.

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

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

13. CURRENT REFUNDING OF DEBT

As detailed in Note 12, on March 31, 2010, the Authority issued \$350,000 in Revenue Refunding Bonds to currently refund \$349,360 aggregate principal amount of the Authority's outstanding 1999 Revenue Bonds. The refunding was executed by the Authority to manage the interest rate risk related to the counterparty's (USB AG) exercising of the 1999 Revenue Bonds Swaption, which was effective on January 1, 2010.

As a result of the current refunding of the 1999 Revenue Bonds, the Authority incurred a loss on defeasance of \$5,624, which has been recorded as a contra-asset account against the noncurrent liability of bonded debt, and is being amortized as a component of interest expense over the life of the newly issued, refunding debt.

The following schedule details the difference between the cash flow required to service the old debt (the refunded portion of the 1999 Revenue Bonds) and the new debt (2010 Revenue Refunding Bonds). In addition, the economic loss from the refunding, which represents the difference between the present value of the aforementioned old debt service and the present value of the aforementioned new debt service requirements, discounted at the effective interest rate of 5.0%, adjusted for any additional cash, is as flows:

Cash Flow Difference

Old debt service cash flows		\$ 569,719
New debt service cash flows	\$ 563,926	
Add: Authority contribution	5,863	
Add: Refunding Expenses	<u>60,726</u>	
		<u>630,515</u>
		<u>\$ (60,796)</u>

Economic Gain (Loss)

Present value of cash flow difference		<u>\$ (46,050)</u>
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14. CONDUIT DEBT OBLIGATIONS

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

As of December 31, 2010, there was one series of Charter School Project Bonds outstanding, issued for the LEAP Academy Charter School, Inc. The corresponding aggregate principal totaling \$8,500 is treated strictly as conduit debt obligations under Interpretation No. 2 of the Governmental Accounting Standards Board (GASB) and accordingly is not included in the financial statements. The following schedule details the series together with the amount outstanding:

<u>Issue</u>	<u>Issue Date</u>	<u>Issued Amount</u>	<u>Beginning Balance</u>	<u>Issued</u>	<u>Paid</u>	<u>Ending Balance</u>
Charter School Project Bonds, Series 2003	09/01/03	\$ 8,500	\$ 7,570	-	\$ 260	\$ 7,310

15. GOVERNMENT CONTRIBUTIONS FOR CAPITAL IMPROVEMENTS, ADDITIONS AND OTHER PROJECTS

The Authority receives contributions in aid for financing capital improvements to the rapid transit system from the Federal Transit Administration and New Jersey Transit. Capital improvement grant funds of \$20,603 and \$11,443 were received in 2010 and 2009, respectively. The Authority receives federal and state grants for specific construction purposes that are subject to review and audit by the grantor agencies. Although such audits could result in disallowances under terms of the grants, it is the opinion of management that any required reimbursements will not be material to the Authority's net assets.

16. CONTINGENCIES

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

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

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

Self-insurance

	<u>2010</u>	<u>2009</u>
Beginning balance	\$ 4,946	\$ 5,086
Incurred claims	2,938	2,361
Payment of claims	(3,693)	(2,501)
Other - administrative fees, recoveries	-	-
	<hr/>	<hr/>
Ending balance	<u>\$ 4,191</u>	<u>\$ 4,946</u>

17. COMMITMENTS

A. Development Projects - In accordance with the economic development powers and responsibilities granted to the Authority by its amended compact, the Board of Commissioners authorized the Authority to participate in the funding of certain projects or activities of various organizations in support of regional economic development. The funding of these projects is provided through loans, grants or other means. The Authority formalizes its participation with these organizations by written agreement, and may retain a legal or equitable interest in certain projects. The Authority has established a loss reserve in the amount of \$1,345 for its economic development loans outstanding.

In support of various economic development projects, the Authority had entered into loan guarantees with various banks to complete the financing aspects of a particular project. The Authority's Board has authorized loan guarantees in an amount not to exceed \$27,000.

As of June 30, 2011, the Authority had executed loan guarantees with various banks, totaling \$21,500. The loan guarantees include: L3 Communications (\$10.0 million), World Trade Center (\$8.0 million), and the Home Port Alliance (\$1.0 million). These guarantees all remain in force; however, the Authority has made no cash outlays relating to these guarantees.

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

B. Leases - The Authority currently leases certain subway properties from the City of Philadelphia (City) for use by the PATCO high-speed transit system. During 1995, the Authority and City agreed to amend and extend the lease agreement, which will now expire on December 21, 2050. For the lease years 1998 through 2000, the Authority was required to pay \$1,000 in base rent to the City and \$6,000 annually in Special Economic and Community Development Grants (SECD Grants) to the City. In 2010, the base rent payable to the City totaled \$3,060 as adjusted for the cumulative increases in the Consumer Price Index (CPI) between 1999 and 2009. Base rent payments for 2012 through 2017 shall equal the previous year's base rent adjusted by any increase in the CPI for that year. For the years 2018 through 2050, annual base rent shall equal one dollar. No SECD Grants are payable to the City for the lease years 2001 through 2050.

In addition, for the duration of the lease the Authority is required to annually create a PATCO Community Impact Fund in the amount of \$500, with payment of such fund to be divided annually between communities within the Commonwealth and the State, based on PATCO track miles in the respective states. The significant minimum lease commitments, based on current operations and including future adjustments for CPI, are as follows:

<u>Year</u>	<u>Amount</u>
2012	\$ 3,612
2013	3,665
2014	3,720
2015	3,775

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

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

As of June 30, 2011, the unused amount of the Letter of Credits totaled \$9,647. No draw downs have been made against any Letter of Credit.

Direct Pay Letters of Credit (2008 Revenue Refunding Bonds)

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

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

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

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

Letter of Credit Provider Ratings - Ratings for these banks, as of December 31, 2010, are shown below:

	Long-Term		Short-Term	
	Moody's	S&P	Moody's	S&P
Bank of America, N.A. (Series A)	Aa3 Negative	A+ Negative	P-1	A-1
TD Bank (Series B)	Aa2 Negative	AA- Stable	P-1	A-1+

Direct Pay Letters of Credit (2010 Revenue Refunding Bonds)

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

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

for principal and interest or Purchase Price creates a Reimbursement Obligation (as defined in the 1998 Revenue Bond Indenture) on the part of the Authority.

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

Letter of Credit Provider Ratings -. Ratings for these banks, as of December 31, 2010, are shown below:

	Long-Term		Short-Term	
	Moody's	S&P	Moody's	S&P
JP Morgan Chase Bank N.A. (Series A)	Aa1 Negative	AA- Stable	P-1	A-1
Bank of America, N.A. (Series B)	Aa3 Negative	A+ Negative	P-1	A-1
PNC Bank, N.A. (Series C)	A2 Positive	A+ Stable	VMIG1	A-1

D. Contractual Commitments - As of June 30, 2011, the Authority had board-approved capital projects with remaining balances as follows (in thousands):

	<u>Total</u>
Benjamin Franklin Bridge:	
Deck truss rehabilitation	\$16,294
Structural improvements	10,533
Engineering services- program management	11,890
Engineering services- task orders	4,316
Other	954
Walt Whitman Bridge:	
Permit vehicle staging area	1,664
Deck condition assessment and design	115,619
Replacing of variable message signs	319
Other	515
Commodore Barry Bridge:	
Structural repairs	20,441
Fender replacement	2,141
Lighting and security improvements	1,420
Other	372
Betsy Ross Bridge:	
Structural repairs	14,099
Other	103
PATCO System:	
Lindenwold yard improvements and yard diamond crossover	3,712
Car Overhaul program	200,660
Power cable and pole line replacement	19,506
Track rehab across BFB	2,747
Bridge painting and structural repairs	7,695
Linden interlocking	3,505
Concourse improvements	4,126
Other	4,036
Other:	
Ferry System	345
	<u>\$447,192</u>

18. BRIDGE TOLL AND PATCO FARE SCHEDULES

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

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

The toll schedule is shown below:

	<u>Old Schedule</u>	<u>New Schedule</u>	<u>Increase</u>
Class 1 - Motorcycle	\$2.00	\$4.00	\$2.00
Class 2 - Automobile	3.00	4.00	1.00
Class 3 - Two Axle Trucks	9.00	12.00	3.00
Class 4 - Three Axle Trucks	13.50	18.00	4.50
Class 5 - Four Axle Trucks	18.00	24.00	6.00
Class 6 - Five Axle Trucks	22.50	30.00	7.50
Class 7 - Six Axle Trucks	27.00	36.00	9.00
Class 8 - Bus	4.50	6.00	1.50
Class 9 - Bus	6.75	9.00	2.25
Class 10 - Senior Citizen (With 2 Tickets Only)	1.00	2.00	1.00
Class 13 - Auto w/trailer (1 axle)	5.25	6.00	0.75

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

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

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

PATCO Passenger Fares: In addition, effective September 14th, 2008, PATCO's passenger fares increased by 10% across all zones. The fare schedule is shown below:

	<u>Old Schedule</u>	<u>New Schedule</u>	<u>Increase</u>
Lindenwold/Ashland/Woodcrest	\$2.45	\$2.70	\$0.25
Haddonfield/West Haddonfield/Collingswood	2.15	2.35	0.20
Ferry Avenue	1.85	2.05	0.20
New Jersey	1.30	1.45	0.15
City Hall/Broadway/Philadelphia	1.15	1.25	0.10
Off-peak Reduced Fare Program	0.57	0.62	0.05

As noted above, PATCO has a federally mandated reduced off-peak fare program for "elderly persons and persons with disabilities". These off-peak rates increased from \$0.57/trip to \$0.62/trip.

At its December 2009 meeting, the Authority's Board approved a delay in the implementation of the previously scheduled 10% fare increase from September 1, 2010 to January 1, 2011. At a December 2010 Board meeting, the Authority's Board approved another delay in the fare increase from the revised date of January 1, 2011 to July 1, 2011.

19. RECLASSIFICATION IN PRESENTATION OF COMPARATIVE STATEMENTS

For the year ended December 31, 2010, the Authority was required to implement Governmental Accounting Standards Board Statement No. 53, *Accounting and Financial Reporting for Derivative Instruments*, with retroactive implementation for the year ended December 31, 2009. As a result of the retroactive implementation to the year ended December 31, 2009, net assets, as of January 1, 2009, was restated as follows:

Net Assets, January 1, 2009 <i>(as previously reported)</i>		\$ 334,679
Recording of Derivative Instruments (Fair Value) at Jan. 1, 2009	\$ (1,407)	
Recording of Up-Front Premium Payment (Borrowing) at Jan. 1, 2009	(61,229)	
Recognition of Unamortized Termination Payments at Jan. 1, 2009	<u>(13,221)</u>	
		(75,857)
Recognition of Unamortized Exercise Premium at Jan. 1, 2009		<u>652</u>
Net Assets, January 1, 2009 <i>(Restated)</i>		<u><u>\$ 259,474</u></u>

20. SUBSEQUENT EVENTS

Bond Ratings – In its report dated July 29, 2011, Standard & Poor’s affirmed its “A-” long-term ratings (SPUR) on all Authority revenue bonds, with a “stable outlook.” Long-term ratings on the Authority’s Port District Project Bonds were also affirmed at “BBB-”, with a stable outlook.

In addition, S&P also affirmed the “AAA/A-1” and “AAA/A-1+” ratings on the Authority’s 2008 and 2010 variable rate revenue refunding bonds. These joint ratings are based on the ratings of the obligor and the letter of credit provider banks.

Bridge Toll and PATCO Fare Schedule Changes - Both the DRPA toll and PATCO fare schedules changed effective July 1, 2011. The new toll and passenger fare schedules are shown below:

	<u>Old Schedule</u>	<u>New Schedule</u>	<u>Increase</u>
Class 1 - Motorcycle	\$4.00	\$5.00	\$1.00
Class 2 - Automobile	4.00	5.00	1.00
Class 3 - Two Axle Trucks	12.00	15.00	3.00
Class 4 - Three Axle Trucks	18.00	22.50	4.50
Class 5 - Four Axle Trucks	24.00	30.00	6.00
Class 6 - Five Axle Trucks	30.00	37.50	7.50
Class 7 - Six Axle Trucks	36.00	45.00	9.00
Class 8 - Bus	6.00	7.50	1.50
Class 9 - Bus	9.00	11.25	2.25
Class 10 - Senior Citizen (With 2 Tickets Only)	2.00	2.50	0.50
	<u>Old Schedule</u>	<u>New Schedule</u>	<u>Increase</u>
Lindenwold/Ashland/Woodcrest	\$2.70	\$3.00	\$0.30
Haddonfield/West Haddonfield/Collingswood	2.35	2.60	0.25
Ferry Avenue	2.05	2.25	0.20
New Jersey	1.45	1.60	0.15
City Hall/Broadway/Philadelphia	1.25	1.40	0.15
Off-peak Reduced Fare Program	0.62	0.70	0.08

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

DELAWARE RIVER PORT AUTHORITY
CASH
JUNE 30, 2011

Schedule 1

REVENUE FUND:

Cash on hand:			
Change funds for bridges	\$10,000.00		
Undeposited tolls and ticket sales	<u>1,564,313.03</u>	<u>1,574,313.03</u>	
Sovereign Bancorp		7,592.21	
TD Bank N.A.		2,647,914.77	
Bank of America		566,545.04	
Bank Of New York Mellon		(101,069.31)	
Wells Fargo Bank		<u>375,771.73</u>	\$5,071,067.47

1998 PORT DISTRICT PROJECT FUND:

Sovereign Bancorp			4,107.65
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1999 PORT DISTRICT PROJECT FUND:

Wells Fargo Bank			473,157.54
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1999 PROJECT FUND:

Sovereign Bancorp			59,565.78
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GENERAL FUND:

Cash on hand - change and working funds for PATCO Transit			
System Stations		210,844.60	
Wells Fargo Bank		762,530.94	
Sovereign Bancorp		131,942.31	
TD Bank N.A.		<u>(806,720.23)</u>	<u>298,597.62</u>
Total			<u>\$5,906,496.06</u>

**DELAWARE RIVER PORT AUTHORITY
INVESTMENTS
JUNE 30, 2011**

Schedule 2

	<i>Par Value</i>	<i>Fair Value</i>
REVENUE FUND:		
AIM Money Market	\$ 14,027,489	14,027,488.76
Mellon Bank Money Market	<u>796,000</u>	<u>796,000.00</u>
	\$ 14,823,489	14,823,488.76
MAINTENANCE RESERVE FUND (Restricted):		
FNMA Pool # 467875 due 7/1/11	\$ 3,037,000	3,037,050.00
Goldman Sachs Money Market	<u>1,133,279</u>	<u>1,133,279.39</u>
	\$ 4,170,279	4,170,329.39
1998 DEBT SERVICE FUND (Restricted):		
Goldman Sachs Money Market	\$ <u>3,755</u>	<u>3,755.20</u>
	\$ 3,755	3,755.20
1998 PORT DISTRICT DEBT SERVICE FUND (Restricted):		
Federal Home Loan Bank Notes due 7/1/11	\$ 1,473,000	1,473,000.00
Federated Treasury Obligations Fund	<u>6,191,123</u>	<u>6,191,123.21</u>
	\$ 7,664,123	7,664,123.21
1999 DEBT SERVICE FUND (Restricted):		
Goldman Sachs Money Market	\$ 9,902,910	9,902,909.74
	\$ 9,902,910	9,902,909.74
1999 PDP DEBT SERVICE FUND (Restricted):		
Federated Treasury Cash Series II	\$ 5,447,240	5,447,239.55
	\$ 5,447,240	5,447,239.55
2001 PORT DISTRICT DEBT SERVICE FUND (Restricted):		
Goldman Sachs Money Market	\$ 6,673,126	6,673,125.83
2010 DEBT SERVICE FUND (Restricted):		
Goldman Sachs Money Market	\$ 14,232,402	14,232,402.49
2008 DEBT SERVICE FUND (Restricted):		
Goldman Sachs Money Market	\$ 7,971,840	7,971,839.53
1998B BOND RESERVE FUND (Restricted):		
Goldman Sachs Money Market	\$ 37,637,107	37,637,107.37
Natexis Banques Commercial Paper due 7/1/11	<u>40,830,000</u>	<u>40,830,000.00</u>
	\$ 78,467,107	78,467,107.37
2010 REVENUE REFUNDING DEBT SERVICE FUND (Restricted):		
Goldman Sachs Money Market	\$ 1,241,368	1,241,368.01
1999 PDP BOND RESERVE FUND (Restricted):		
Federated Treasury Cash Series II	\$ 788,229	788,229.34
Natexis Banques Commercial Paper due 7/1/11	<u>10,745,000</u>	<u>10,745,000.00</u>
	\$ 11,533,229	11,533,229.34

DELAWARE RIVER PORT AUTHORITY
INVESTMENTS
JUNE 30, 2011

Schedule 2

	<i>Par Value</i>	<i>Fair Value</i>
1998 PORT DISTRICT DEBT SERVICE RESERVE FUND (Restricted):		
Federal Home Loan Bank Notes due 7/1/11	\$ 5,739,000	5,739,000.00
Federated Treasury Obligations Fund	<u>1,117,649</u>	<u>1,117,648.96</u>
	\$ <u>6,856,649</u>	<u>6,856,648.96</u>
2001 PORT DISTRICT DEBT SERVICE RESERVE FUND (Restricted):		
Goldman Sachs Money Market	\$ <u>13,573,321</u>	<u>13,573,321.38</u>
	\$ <u>13,573,321</u>	<u>13,573,321.38</u>
GENERAL FUND:		
AIM Money Market	\$ 94,548,320	94,548,320.32
TD BankNorth Money Market	742	741.91
Commonwealth Cash Reserve Money Market	8,902,542	8,902,541.83
UBS Investments	29,709,298	30,055,921.75
Morgan Stanley / Dean Witter Investments	26,170,059	25,720,589.74
Swarthmore Group Investments	50,512,610	51,097,946.98
Haverford Trust Investments	5,135,104	5,158,281.75
Haverford Trust C/D	6,328,905	6,328,904.84
TD Bank Investment Account	38,494,400	38,494,400.23
US Treasury Bills due 7/14/11	<u>2,655,000</u>	<u>2,654,882.82</u>
	\$ <u>262,456,980</u>	<u>262,962,532.17</u>
1998 PORT DISTRICT PROJECT FUND:		
Commonwealth Cash Reserve Money Market	\$ <u>3,971,401</u>	<u>3,971,400.87</u>
	\$ <u>3,970,187</u>	<u>3,971,400.87</u>
1999 PORT DISTRICT PROJECT FUND		
TD Bank C/D due 7/31/11	\$ <u>23,883,110</u>	<u>23,883,109.52</u>
	\$ <u>23,883,110</u>	<u>23,883,109.52</u>
2001 PORT DISTRICT PROJECT FUND:		
TD Bank C/D due 7/31/11	\$ <u>7,105,226</u>	<u>7,105,225.71</u>
	\$ <u>7,105,226</u>	<u>7,105,225.71</u>
2010 PROJECT FUND:		
TD Bank C/D due 7/31/11	\$ <u>124,435,391</u>	<u>124,435,391.41</u>
	\$ <u>124,435,391</u>	<u>124,435,391.41</u>
Total investments	\$ <u>604,411,732</u>	<u>604,918,548.44</u>

DELAWARE RIVER PORT AUTHORITY

Schedule 3

INTEREST INCOME BY FUND

	<i>Period Ended</i>	
	<u>6/30/11</u>	<u>6/30/10</u>
Revenue Fund	\$182,821.84	\$181,063.67
Maintenance Reserve Fund	72,908.04	72,898.47
1998 Port Project Fund	2,849.00	3,027.81
1999 Port Project Fund	23,893.38	104,281.52
2001 Port Project Fund	5,219.10	23,355.83
2010 Project Fund	33,545.54	0.00
1998 Debt Service Fund	0.00	25.22
1998 Port District Debt Service Fund	36,831.87	37,905.17
1999 Debt Service Fund	3,688.86	245.30
1999 Port District Debt Service Fund	1.90	0.00
2001 Port District Debt Service Fund	117.30	133.64
2010 Debt Service Fund A, B, C	44.18	3.38
2010 Debt Service Fund D	279.20	0.00
1998 Bond Reserve Fund	1,175,873.05	60,518.95
1999 Debt Service Reserve Fund	0.00	1,174,487.24
1998 Port Debt Service Reserve Fund	142,275.51	140,660.43
1999 Port Debt Service Reserve Fund	309,058.37	309,058.33
2001 Port Debt Service Reserve Fund	0.00	561.17
2008 Debt Service Fund	148.91	138.63
2008 Debt Service Reserve Fund	0.00	992.37
General Fund	<u>1,558,534.23</u>	<u>2,117,430.17</u>
	<u>\$3,548,090.28</u>	<u>\$4,226,787.30</u>

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

Schedule 4

	<i>Period Ended</i>		<i>2nd Quarter</i>	
	<u>6/30/11</u>	<u>6/30/10</u>	<u>2011</u>	<u>2010</u>
BENJAMIN FRANKLIN BRIDGE				
Operating revenues:				
Bridge tolls	\$39,760,937.00	\$38,950,520.83	\$20,941,650.36	\$20,841,131.26
Other	<u>2,503,851.88</u>	<u>2,107,000.25</u>	<u>1,467,558.38</u>	<u>1,153,761.48</u>
Total operating revenues	42,264,788.88	41,057,521.08	22,409,208.74	21,994,892.74
Operating expenses	<u>8,182,356.83</u>	<u>8,332,086.86</u>	<u>4,155,664.43</u>	<u>4,408,790.50</u>
Net operating revenues	<u>\$34,082,432.05</u>	<u>\$32,725,434.22</u>	<u>\$18,253,544.31</u>	<u>\$17,586,102.24</u>
WALT WHITMAN BRIDGE				
Operating revenues:				
Bridge tolls	\$45,409,422.11	\$46,386,846.67	\$24,354,465.04	\$25,206,526.76
Other	<u>28,011.98</u>	<u>141,658.29</u>	<u>9,303.18</u>	<u>70,624.43</u>
Total operating revenues	45,437,434.09	46,528,504.96	24,363,768.22	25,277,151.19
Operating expenses	<u>7,993,188.26</u>	<u>7,782,647.30</u>	<u>4,106,110.27</u>	<u>4,088,131.73</u>
Net operating revenues	<u>\$37,444,245.83</u>	<u>\$38,745,857.66</u>	<u>\$20,257,657.95</u>	<u>\$21,189,019.46</u>
COMMODORE BARRY BRIDGE				
Operating revenues:				
Bridge tolls	\$18,423,472.23	\$18,287,452.43	\$9,971,976.71	\$10,037,252.99
Other	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>
Total operating revenues	18,423,472.23	18,287,452.43	9,971,976.71	10,037,252.99
Operating expenses	<u>3,768,388.40</u>	<u>3,644,902.90</u>	<u>1,896,320.98</u>	<u>1,839,416.76</u>
Net operating revenues	<u>\$14,655,083.83</u>	<u>\$14,642,549.53</u>	<u>\$8,075,655.73</u>	<u>\$8,197,836.23</u>
BETSY ROSS BRIDGE				
Operating revenues:				
Bridge tolls	\$14,975,221.92	\$14,846,511.72	\$7,774,039.21	\$7,963,305.04
Other	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>
Total operating revenues	14,975,221.92	14,846,511.72	7,774,039.21	7,963,305.04
Operating expenses	<u>3,961,358.55</u>	<u>3,915,894.36</u>	<u>2,043,615.33</u>	<u>2,065,430.84</u>
Net operating revenues	<u>\$11,013,863.37</u>	<u>\$10,930,617.36</u>	<u>\$5,730,423.88</u>	<u>\$5,897,874.20</u>
COMBINED TOTALS				
Operating revenues:				
Bridge tolls	\$118,569,053.26	\$118,471,331.65	\$63,042,131.32	\$64,048,216.05
Other	<u>2,531,863.86</u>	<u>2,248,658.54</u>	<u>1,476,861.56</u>	<u>1,224,385.91</u>
Total operating revenues	121,100,917.12	120,719,990.19	64,518,992.88	65,272,601.96
Operating expenses	<u>23,905,292.04</u>	<u>23,675,531.42</u>	<u>12,201,711.01</u>	<u>12,401,769.83</u>
Net operating revenues	<u>\$97,195,625.08</u>	<u>\$97,044,458.77</u>	<u>\$52,317,281.87</u>	<u>\$52,870,832.13</u>

**DELAWARE RIVER PORT AUTHORITY
ECONOMIC DEVELOPMENT ACTIVITY
FOR THE PERIOD ENDED JUNE 30, 2011**

Schedule 5

	<i>Period Ended</i>		<i>2011 YTD Activity</i>
	<i>06/30/11</i>	<i>12/31/10</i>	<i>(New Loans and</i>
			<i>Principal Payments)</i>
ECONOMIC DEVELOPMENT LOANS:			
Cooper River Boathouse	\$ 863,387.80	\$ 884,985.88	(\$21,598.08)
Vintek Inc.	196,032.46	246,997.17	(50,964.71)
Camden Yards Steel Co.	43,333.62	74,900.82	(31,567.20)
LEAP Academy	2,000,164.06	2,103,947.35	(103,783.29)
Mutual Pharmaceutical	-	4,606.13	(4,606.13)
Packaging Coordinators	-	11,777.65	(11,777.65)
US Vision	(87,413.29)	2,026,923.84	(2,114,337.13)
Victor Lofts	2,976,761.78	2,976,761.78	-
Camden Aquarium	14,892,509.00	14,902,952.00	(10,443.00)
Home Line Furniture	289,146.27	305,176.46	(16,030.19)
Total Loans	21,173,921.70	23,539,029.08	(\$2,365,107.38)
Provision for loan losses	<u>(3,344,550.66)</u>	<u>(3,344,550.66)</u>	<u>-</u>
Total Loans per Balance Sheet - Net	<u>\$17,829,371.04</u>	<u>\$20,194,478.42</u>	<u>(\$2,365,107.38)</u>

**Report of Operations and Maintenance Committee
DELAWARE RIVER PORT AUTHORITY
One Port Center, Camden, New Jersey
Wednesday, August 17, 2011, 9 a.m.**

Committee Members

William Sasso, Committee Chair
Governor Tom Corbett, Chair
Joanna Cruz, Esquire (absent)
Joann Bell
Richard Sweeney (absent)
Charles Fentress
Albert F. Frattali
E. Frank DiAntonio

Officers and Chiefs

John Matheussen, CEO
Robert Gross, Deputy CEO
John Hanson, CFO
Toni Brown, CAO
Mike Venuto, Chief Engineer
Timothy Pulte, COO

DRPA Staff

Fran DiCicco, Administrative Coordinator
Ann DuVall, Executive Assistant to CEO
Joe Egan, Manager, Special Projects
Gerry Faber, Assistant General Counsel
Ken Freeman, DRPA, Public Safety
Sylvia Gray–Newman, Administrative Coord.
Karen Jacobson, Assistant General Counsel
Edward Kasuba, Director of Corp. Comm.
Brian Kelly, Captain, Public Safety
Lisa Kmiec, Assistant General Counsel
Howard Korsen, Manager, Contracts Admin
Kevin LaMarca, Director, IS
Roxanne LaRoc, Assistant General Counsel
Byrd Lennon, Train Operator, PATCO
Mark Lopez, Manager, Gov. Relations
Sheila Milner, Administrative Coordinator
Orville Parker, Manager, Budget
Jim Quinn, Director of Revenue
John Rogale, Dir., Labor Contract Compliance
John Shea, Director, Equipment, PATCO
Cheryl Spicer, Asst. Gen. Manager, PATCO
Phil Spinelli, Project Manager, PATCO
Jack Stief, Captain, Public Safety
Steve Suder, Manager, Purchasing
Mike Williams, Graphic Desgn. Admin.
Dawn Whiton, Administrative Coordinator

Commissioners

Jeffrey L. Nash, Esquire, Vice Chair
Rick Taylor
Tamarisk Jones (absent)
Denise Y. Mason
Walter D'Alessio
David Simon, Esquire
Robert Teplitz, Esquire (Wagner)
John Lisko (McCord) (via telephone)

Counsel

David Rapauno, Archer & Greiner, NJ Counsel
Tom Ellis, Duane Morris, PA Counsel

Others

David Reiner, NJ Gov. Authorities Unit
Kathleen Duffy Bruder, PA Governor's Office
Marcella Ridenour, CAC
John Timmins, Penn Terminals
Joanne Bernier, CAC
Sean Leonard, CAC
Sean Garry, CAC
Ed Nesmith

Karen Jacobson, substituting for the Corporate Secretary, announced that pursuant to the By Laws of this Authority, public notice of this meeting of the DRPA Operations and Maintenance Committee has been given by posting proper notice in the lobby at One Port Center, and issuing proper notice to the public and news media.

Chairman Sasso called the meeting of the DRPA Operations and Maintenance Committee to order and asked that Ms. Jacobson call the roll. Ms. Jacobson then called the roll for the Committee and announced that there was a quorum. Chairman Sasso presided.

Item 1 – Authorization to Approve and Execute Contracts for Purchase of Electric Energy

Cheryl Spicer, Assistant General Manager of PATCO, deferred to Phil Spinelli, Project Manager, PATCO, who has been working on this issue. Mr. Spinelli stated that the Resolution before the Committee grants the Chair and Vice Chair the authorization to enter into contracts for electrical power for the DRPA and PATCO. Mr. Spinelli noted that PATCO consumes about 75% of the power used by the Authority.

Mr. Spinelli explained to the Committee that New Jersey deregulated its electrical industry in 2005 and Pennsylvania did so in 2011. As a result, all of the Authority's facilities are located in deregulated markets. Mr. Spinelli stated that deregulation offers the Authority the opportunity to get more competitive, favorable rates on electrical power. He explained that if the Authority does not shop for rates, it will pay the default rates offered by the power providers. The default rates are generally higher than the competitively procured rates and they also can fluctuate from day to day. Mr. Spinelli explained that the rates are affected by various factors, for instance, weather, the economy, emerging markets, world politics, etc.

Mr. Spinelli stated that in an effort to obtain better pricing for the Authority as a whole, the Authority would like to leverage PATCO's larger buying power and engages in a reverse auction for rates. He explained that in a reverse auction the low bidder gets the business. In order to participate in the reverse auction, the Authority contracts with an electrical consulting firm that has the ability to host an auction. The consultant pre-qualifies the bidders prior to the auction. Mr. Spinelli stated that there are approximately 200 potential bidders nationwide. He noted that there is no direct cost for the consultant's services. Those services are built into the price bid by the generator. The generators are informed prior to the auction what the consultant's fees are.

Mr. Spinelli noted that once the auction begins, the Authority will have a very short window of time, perhaps as short as 15 or 20 minutes, to accept the prices offered. For that reason, staff is seeking authorization from the Board to allow the Chair and Vice Chair to agree to the prices and enter into an agreement.

CEO Matheussen stated that this is the process that has been used in the past.

Ms. Spicer stated that the previous authorization expired in September 2010. She stated that staff is asking for a renewal of that authorization.

CEO Matheussen stated that, in practice, either Mr. Spinelli or Ms. Spicer would telephone the Chair and Vice Chair to let them know the price that has been offered and the current default rates. With the Boards' authorization, the Chair and Vice Chair will decide whether to accept the offered rates.

Commissioner Taylor stated that this has been done in the private sector and he knows that there has been a lot of complaining about the results. He asked if this is a different approach than the private sector. He stated that he has heard that there have been allegations of some disreputable companies in the industry. Mr. Spinelli stated that he learned that Concord Township just went through this process, as did the Chicago transit system. He stated that Concord has saved approximately \$27,000 in the last few months. He noted that there are numerous other agencies about to go through this process.

Commissioner Taylor asked if the Authority is locked into a specific timeline. Mr. Spinelli responded that the consultant would look at the Authority's facilities and usage and other details and determine what is best. The power can be purchased in one block or can be split up into different deals. He stated that the Authority can decide what to do based on the recommendations of the consultant.

Commissioner Sasso asked if the Committee was authorizing the hiring of the electrical consultant. Mr. Spinelli stated that the consultant will not be paid any monies by the Authority. Commissioner Sasso asked if the consultant's contract would be brought to the Board for approval. Ms. Spicer stated that it would. Commissioner Sasso stated that the consultant is critical in this process. He stated that it is important that the Board review the potential consultants, especially those Board members that have been involved in this type of process in the past. Mr. Spinelli stated that the Authority received seven responses to the Request for Qualification and the staff selection committee selected the top three for the Request for Proposal process.

Commissioner Sasso stated that he is a little bothered that the Board has only three consultants from which to choose.

Commissioner Teplitz asked how the \$8 million estimated price was determined. Mr. Spinelli stated that the Authority's current electrical power expenditure is at \$7.6 million. He stated that with a \$.01 increase to the average cost would increase the DRPA's electric budget by almost \$500,000, so \$8 million seemed to be a reasonable number. Mr. Spinelli stated that the main PATCO account keeps the average rate down. He explained that the Authority has no way to know if rates will come back down, but that staff is trying to prepare for the worst case.

Commissioner Teplitz asked if the consultant will look at energy use in general and suggest ways to decrease usage. Mr. Spinelli responded that the consultant's role will be to obtain the best possible pricing for the Authority. He stated that there are other programs, like PECO's Smart Ideas program that look at usage. Mr. Spinelli stated that in order for PATCO to reduce usage, it would need to cut back on service.

Commissioner Teplitz asked if any decision made by the Chair and Vice Chair would be reported back to the Board. CEO Matheussen stated that any decision would be reported to the Board.

CEO Matheussen stated that the RFP process is pending and staff will soon be bringing the consultant selection to the Board. He asked Mr. Spinelli if the Resolution being proposed today can be delayed until a consultant is in place. Ms. Spicer added that PATCO is trying to possibly take advantage of the buying power of either Amtrak or SEPTA and join with them

to purchase power. To do so, PATCO would have to be on the same purchasing timeline as those organizations.

Vice Chair Nash asked if the auction locks the Authority into a particular amount of usage. Mr. Spinelli responded that generally the contract allows for usage that is plus or minus 10% of the estimate. He explained that the consultant will look at usage over the last 12 months to determine potential usage.

Vice Chair Nash stated that through the Green Ports Initiative, other agencies have explored alternative energy. He inquired whether the Authority was looking at that. Mr. Spinelli stated that it is possible to put alternative energy into the Authority's plan by telling the consultant and the generators that the Authority wants a specific percentage of its energy to be from alternative sources. He noted that the more renewable energy that is in the plan, the more costly it will be.

Vice Chair Nash asked what the term of a typical contract would be. Mr. Spinelli stated that the contracts are generally six month increments.

Commissioner Sasso stated that he found in a prior situation that the consultants can sometimes be an obstacle to working out an arrangement with another agency to increase buying power. He suggested contacting Amtrak and SEPTA to find out which consultants they are using and see if those consultants are open to working out such an arrangement. He asked if those consultants could be added to the list of possibilities for the Authority.

At the request of the Committee, this item was tabled.

Item 2 – Contract No. BR-14-2011, Betsy Ross Bridge Administration Building Concrete Replacement

Mike Venuto, Chief Engineer, requested that the Board authorize staff to negotiate a construction contract with Aliano Brothers, Inc. to replace the existing concrete deck slab at the Betsy Ross Bridge Administration Building in the amount of \$147,700.00. Mr. Venuto explained that the project was identified in a previous biennial inspection. The Administration Building concrete floor slab is experiencing cracking and deterioration which requires replacement. The replacement is directly over the toll tunnel and the electronics repair room. The work consists of concrete removal and installation of a new reinforced deck slab and tile floor. Mr. Venuto explained that the project would involve concrete removal and replacement in a 20x25 foot area.

Mr. Venuto stated that the project was publicly advertised, eight sets of documents were sold and three bids were received. Staff has evaluated the bids and recommends award of a construction contract to Aliano Brothers, Inc. in an amount of \$147,700.

Mr. Venuto stated that this item was tabled at the June O&M Committee meeting so that staff could, at the Committee's request, more closely review the qualifications of the contractor. Mr. Venuto stated that staff has re-evaluated the bid, spoken to the owner of Aliano Brothers and compared the bid price to the engineer's estimate. Mr. Venuto also explained that he, Mr. Pulte, Mr. Gross and Mr. Matheussen toured the project area. He is comfortable that the contractor understands the scope of the project and is capable of performing the work.

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

**DRPA -11-xxx Contract No. BR-14-2011, Betsy Ross Bridge
Administration Building Concrete Replacement**

**Item 3 – Contract No. PPC-20-2010 RiverLink Ferry System Penn’s Landing Ferry
Barge Rehabilitation and Terminal Upgrade**

This item was tabled.

Item 4 – Contract No. PATCO-49-2011, PATCO Lindenwold Shop Annex Building

Mike Venuto, Chief Engineer, stated that he would like to present the project to the Committee and then defer to John Shea, Director of Equipment at PATCO on the operational need for the building. Mr. Venuto explained that staff is seeking authorization to negotiate a construction contract with The JPC Group, Inc. to perform the Design/Build Services for the PATCO Shop Annex Building Project in the amount of \$8,231,000.00. Mr. Venuto explained that over the years, the PATCO has expanded the Lindenwold shop capabilities and are at the point where additional maintenance area is required. Current maintenance activities are limited due to the track availability in the existing shop. The work to be performed under this design-build contract consists of final engineering and construction of a 17,000 square foot shop annex building with an inspection pit, additional track and material storage. The building will also be used as a commissioning building when the new cars arrive from the rebuilder. Mr. Venuto stated that the project was publicly advertised, twenty sets of bid documents were sold and 4 bids were received. Staff has evaluated the bids and recommends award of a construction contract to JPC Group, Inc. as the lowest responsible bidder in an amount of \$8,231,000.

Mr. Shea explained to the Board that the current shop at Lindenwold was installed in 1969 and was originally intended as an inspection shop. During the 1980s, a small addition to the shop was built that had improved machine shop capabilities. The existing building was originally built to perform limited maintenance on the original 75 car fleet. The fleet has expanded to 121 cars and so additional space is needed. He stated that PATCO does some work outside of the shop building because there is no properly ventilated area in which to do that work. He added that some work that is done on the shop floor creates interference with the other work being done in that area, but there is no other place to perform the work. He stated that the shop is fairly crowded and the employees are limited in what they can accomplish as a result. He explained that there are often a few cars in the shop for longer term repairs and this limits what is feasible in the shop. The new building would provide space for two additional cars in the shop building. Mr. Shea added that in a few months the department will have to maintain two separate fleets, in addition to working on the commissioning of the new cars as they return from New York. He explained that the cars will need to be tested and adjusted when they return before then can be returned to service. He anticipates that the commissioning work will take approximately 2 weeks per car.

Commissioner Sasso asked Mr. Shea to comment on the cost of the building. He noted that the price is approximately \$500 per square foot, which seems high. In addition, he asked Mr. Shea to comment on why the commissioning process will take two weeks. He also asked that Mr. Shea explain why they need more shop space when all the cars will be brand new.

Mr. Shea stated that there is considerable excavation work to be done, which drives the cost of the building up. In addition, the building is designed to accommodate an overhead crane and that aspect of the construction increases the cost as well. Commissioner Sasso asked if the price included the cost of the crane and Mr. Shea responded affirmatively.

Mr. Shea explained that the estimate of two weeks for the commissioning of the cars is based on conversations with the Baltimore transit system, who informed PATCO that it took them that long. Mr. Shea stated that it may go quicker as the process progresses. He stated that the refurbisher has a track that is only a quarter mile long, which means the cars will not have been tested at full speed until they arrive back in Lindenwold. As a result, several tests will have to be conducted with alterations done in between. He explained that tests would be done nightly and then systems adjusted.

Commissioner Sasso asked why this was necessary when the cars would be new. Mr. Shea explained that even with the new cars, routine maintenance activities would be ongoing. He acknowledged that there may be a small gap where the work is lighter, but that maintenance would need to continue on the new cars. He stated that PATCO builds and maintains the train trucks in house and those activities would continue as well.

Commissioner Simon stated that he is not sure there is a compelling need for an \$8 million building. He stated that it appears to be a nice to have item versus a needed item. He asked why the procurement was done as a design/build project, as opposed to bidding out the design separately. He noted that this usually leads to a higher cost. Mr. Venuto stated that the DRPA does not do many design/build projects. He explained that the Authority typically use design/build in construction of pre-fabricated building. Each pre-fabricated building requires different foundation loads based on their building. Mr. Venuto further explained that \$2 million of the price is work associated with electrical and power feed. \$1 million of the price is for concrete and the inspection pits that will need to be constructed. He stated that staff could evaluate performing more design and only having the building portion as design-build.

Commissioner Simon suggested that with the cost of the building, it may be more cost effective to continue having the work currently done off site, done in that manner. Mr. Shea clarified that the activities he was referring to are not done off-site, but in the apron of the building. He stated that there is no proper ventilation system in the shop building, so those activities are done outside when the weather permits. He stated that some of the Commissioners have visited the shop space. He stated that it is not a very efficient area. He explained that some major repairs can take several months and during that time a large amount of space is used by the car being repaired.

CEO Matheussen stated that staff will present this item to the O&M Committee for further action. He noted that this is a high priority for PATCO with the new cars and with the increase in the number of cars. He stated that the original fleet was 78 cars and the fleet has grown to 121 cars. He explained that PATCO has made do, at some expense to the people working at PATCO. He stated that staff could present this at the next O&M Committee to respond to some of these inquiries.

Commissioner Sasso stated that he would prefer that.

Ms. Spicer extended an invitation to all Commissioners to come to Lindenwold to see the shop area and other aspects of PATCO. Commissioner Sasso stated that he has visited the shop.

The item was tabled.

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

Respectfully submitted,

Chairman William Sasso

SUMMARY STATEMENT

ITEM NO.: DRPA-11-070

SUBJECT: Contract No. BR-14-2011,
Betsy Ross Bridge Administration
Building Concrete Replacement

COMMITTEE:

Operations & Maintenance

COMMITTEE MEETING DATE:

August 17, 2011

BOARD ACTION DATE:

September 21, 2011

PROPOSAL: That the Board authorizes staff to negotiate a construction contract with the firm of Aliano Brothers, Inc. to perform all work required to replace the existing concrete deck slab at the Betsy Ross Bridge Administration Building.

Amount: \$147,700.00

Contractor: Aliano Brothers, Inc.
2560 Industrial Way
Vineland, NJ 08360

Other Bidders:	Kyle Conti Construction Co.	\$282,282.00
	JPC Group, Inc	\$344,316.00

Engineers Estimate: \$154,140.00

PURPOSE: To perform all work required to replace the existing deteriorated concrete deck slab at the entrance to the Administration Building.

BACKGROUND: As a result of recent Biennial Inspections, a detailed investigation was performed on the concrete deck slab. The concrete deck slab which is directly over the toll tunnel and electronics repair room is experiencing cracking and spalling deterioration which requires replacement. The replacement consists of concrete removal and installation of a new reinforced concrete deck slab.

The project was publicly advertised and bid documents were offered to the public beginning on April 7, 2011 with a bid opening date of May 17, 2011. Eight (8) sets of documents were sold. A total of three (3) bids were received. The low responsive and responsible bid was submitted by Aliano Brothers, Inc. in the amount of \$147,700.00.

**SUMMARY STATEMENT
O&M 9/21/11**

**Contract No. BR-14-2011,
Betsy Ross Bridge Administration Building Concrete Replacement**

Staff has completed the evaluation of bids and recommends that the contract be awarded to Aliano Brothers, Inc., in the amount of \$147,700.00 as the low responsive and responsible bidder.

SUMMARY:	Amount:	\$147,700.00
	Source of Funds:	General Fund
	Capital Project #:	A11008
	Operating Budget:	N/A
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	120 calendar days
	Other Parties Involved:	N/A
	Estimated Number of Jobs Supported:	4

DRPA-11-070
Operations & Maintenance Committee: August 17, 2011
Board Date: September 21, 2011
Contract No. BR-14-2011, Betsy Ross Bridge
Administration Building Concrete Replacement

RESOLUTION

RESOLVED: That the Board of Commissioners of the Delaware River Port Authority accepts the bid of \$147,700.00 to perform all work required to replace the existing concrete deck, and that the proper officers of the Authority be and hereby are authorized to negotiate a contract with Aliano Brothers, Inc. for the required work in an amount not to exceed \$147,700.00, as per the attached Summary Statement; and be it further

RESOLVED: The Chairman, Vice Chairman and the Chief Executive Officer must approve and are hereby authorized to approve and execute all necessary agreements, contracts, or other documents on behalf of the DRPA. If such agreements, contracts, or other documents have been approved by the Chairman, Vice Chairman and Chief Executive Officer and if thereafter either the Chairman or Vice Chairman is absent or unavailable, the remaining Officer may execute the said document(s) on behalf of DRPA along with the Chief Executive Officer. If both the Chairman and Vice Chairman are absent or unavailable, and if it is necessary to execute the said document(s) while they are absent or unavailable, then the Chief Executive Officer shall execute such documents on behalf of DRPA.

SUMMARY:	Amount:	\$147,700.00
	Source of Funds:	General Fund
	Capital Project #:	A11008
	Operating Budget:	N/A
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	120 calendar days
	Other Parties Involved:	N/A
	Estimated Number of	
	Jobs Supported:	4

Delaware River Port Authority
Finance Committee
August 3, 2011
Minutes

Attendance:

Commissioners

Jeffrey Nash, Esquire (Committee Chair)
David Simon, Esquire
Walter D'Alessio
William Sasso, Esquire
Denise Mason (via telephone)
Richard Sweeney (via telephone)
Christopher Craig (McCord) (via telephone)

Others

Kathy Bruder, Esquire, PA Governor's Office
Susan Kase, NJ Governor's Authorities Unit
Tom Ellis, Esquire, PA Counsel
Patricia Ettore, Citizens Advisory Committee
John Matheussen, Chief Executive Officer
John Hanson, Chief Financial Officer
Jim Quinn, Director of Revenue
Jim White, Director of Finance
Mike Venuto, Chief Engineer
John Lotierzo, Senior Accountant
Ron Gilbert, Manager, Accounting
Howard Korsen, Manager, Contracts Administration
Kevin LaMarca, Director, Information Services
Karen Jacobson, Assistant General Counsel
Nancy Farthing, Assistant to the CFO
Ann DuVall, Assistant to the CEO

Insurance/Benefits Issues

Benefits Administration Contract Renewal

Toni Brown, Chief Administrative Officer, began by discussing the Summary Statement and Resolution before the Committee regarding the renewal of the benefits administration contract. Ms. Brown explained that the DRPA has been partnering with Benefits Harbor for benefits administration services since 2007. Benefits Harbor provides those services to current benefit

eligible Authority employees and to DRPA retirees who are under 65 years of age. Benefits Harbor provides services such as open enrollment support, ongoing employee and retiree benefits administration, vendor output processing, eligibility reviews, retiree billing, COBRA and FSA administration, call center services and web-based services, among other things. Ms. Brown explained that the current contract expires on December 31, 2011.

Ms. Brown informed the Committee that, on April 25, 2011, at staff's direction, the DRPA's broker, Willis of NJ, issued a Request for Information ("RFI") for a Benefits Enrollment and Administration provider. Willis received responses from five vendors: (1) Benefit Harbor, (2) Bswift, (3) Impact Benefit Management Services; (4) Morneau Shepell, and (5) Vantagen, LLC. Ms. Brown explained that the RFI asked for proposals based on three-year pricing.

Ms. Brown stated that, based on the strength of their proposals and price quotes, neither Bswift nor Impact Benefit Management Services were invited for an interview. Staff interviewed Morneau Shepell and Vantagen, LLC. Ms. Brown informed the Committee that, following the interviews in which the vendors learned of the manual interventions and the call center demands, both vendors requested an opportunity to provide revised pricing. In their revision, Morneau Shepell increased its three-year pricing by \$31,000 and Vantagen increased its proposal by \$873. Staff also afforded Benefits Harbor an opportunity to submit revised pricing for a program that would include some web-based and more automated service. Ms. Brown informed the Committee that Benefits Harbor's revised pricing reflected a significantly reduced per member, per month rate, from \$12.50 to \$6.50.

Ms. Brown stated that Benefits Harbor submitted the most competitive pricing, and it meets the needs of the Authority. She informed the Committee that the Authority has been pleased with the service provided by Benefits Harbor. She further noted that they have a dedicated office in Radnor, Pennsylvania that is fully staffed. They have provided exceptional customer service to the Authority since 2007. She stated that staff recommends that the Authority renew the contract through December 2015. Ms. Brown noted that the Authority's broker, Willis of NJ, will receive no commission for placing this contract.

Commissioner Sasso asked Ms. Brown to comment on why the price proposal from Benefits Harbor decreased. Ms. Brown responded that, under their proposal, Benefits Harbor intends to rely more heavily on a web-based portal for employees and retirees. They intend to populate the web-portal with information developed based on the most frequently asked questions from the call center. The web-portal will allow Benefits Harbor to cut back on the call center, which will not be used as heavily. She further stated that employees' reimbursements from their flexible savings accounts (FSAs) will be reimbursed by direct deposit, which she believes the employees will prefer. The direct deposit will decrease costs for processing the reimbursements.

Commissioner Simon stated that he would like to compliment Ms. Brown on all her hard work to bring the cost down. He acknowledged that it has been a long process and stated that he believes that the decrease in the cost proves the power of a competitive process in controlling costs. Ms. Brown stated that the Authority has a very good relationship with this company, specifically the president, who she believes values the Authority's business very highly.

Chairman Nash called for a motion to approve the Resolution and recommend it to the Board for adoption. On motion duly made and seconded, the following Resolution was approved and is recommended to the Board for adoption:

DRPA-11-xxx Benefits Administration Contract (DRPA)

CEO Matheussen confirmed that the Committee would like to place the item on the Agenda for the August 17, 2011 Board Meeting without the Minutes of the Finance Committee Meeting, which will be presented to the Board later.

Chairman Nash stated that the Committee will advise the Board at the August 17, 2011 Meeting that the Committee has approved the Resolution and that the Minutes of this meeting will be presented at a later date.

Update on CIGNA Renewal

Ms. Brown stated that CIGNA is currently the Authority's provider of medical and prescription insurance coverage for all benefit-eligible employees, under 65 retirees and their respective dependents. The Authority's contract with CIGNA expires on December 31, 2011.

Ms. Brown explained that the Authority had only recently contracted with CIGNA for health insurance coverage. For 13 years, Amerihealth was the health insurance carrier for these groups. Ms. Brown stated that in August 2010, Amerihealth presented the Authority with a renewal premium of \$10,626,147, which represented an 11.6% increase over the 2010 premium.

Ms. Brown stated that, at the Board's direction, the coverage was competitively marketed. The Authority received quotes from Aetna, CIGNA, and United Healthcare. Horizon BC/BS of NJ declined to quote. Ms. Brown acknowledged that the Board recognized that switching carriers might be difficult for some employees, but the Board voted to accept CIGNA's quote because of the significant cost savings offered. She stated that the Authority is saving approximately \$1,099,830 in 2011 by contracting with CIGNA.

Ms. Brown explained that staff has been working with the Authority's broker and CIGNA on the renewal. CIGNA intends to examine all claims experience through July 2011 and to get any run off claims from Amerihealth. She stated that CIGNA will not have the claims experience through July until sometime in August, so staff does not expect to receive a quote from CIGNA until the third week in August. Ms. Brown acknowledged that if the Authority has not received a quote by third week in August, that CIGNA will need to be pushed to produce a price quote or the Authority will be forced to take the coverage to market. Ms. Brown stated that the broker understands the timing concerns and will make sure that CIGNA understands them as well.

Commissioner Simon stated that the issue with the CIGNA quote from last year was that it only guaranteed the pricing for the first year. He stated that he believes that if the price increase proposed by CIGNA is beyond the rate of medical inflation, then the coverage should be sent to

the market for alternative price proposals. Commissioner Simon acknowledged that the Authority went through a very robust competitive process last year. He inquired why the Authority's broker is recommending contracting with CIGNA for second year without knowing what the cost will be. Ms. Brown responded that staff has no problem with marketing the coverage, but that the broker is concerned that, due to the immature claims data that will be available from CIGNA, that an underwriting team will be forced to give a higher estimate because of the insufficient data. Ms. Brown further explained that for many years no companies wanted to quote for the Authority because of the claims history. She stated that through use of higher co-pays, especially on brand name drugs, the Authority's claims-loss ratio has improved and there was significant interest in quoting last year. She is hopeful that the same would be true this year.

Commissioner Sasso asked whether there are any plans to continue working on reducing utilization. Ms. Brown responded that staff is working with CIGNA on wellness programs throughout the Authority. She stated that the wellness programs are helping and claims are going down. In addition, staff is looking at drug usage and attempting to tailor programs to see drug claims go down as well. CEO Matheussen added that CIGNA provided a \$10,000 budget for wellness that includes flu shots. He stated that the "little" things like flu shots can make a difference and it attracted the Authority to CIGNA. Ms. Brown explained that initially CIGNA did not want employees not on the CIGNA plans to have access to the wellness budget. After speaking with staff, CIGNA acquiesced and the Authority is now able to use that fund for all Authority employees.

Chairman Nash asked what percentage of the individuals on the CIGNA plan are under 65 retirees. Ms. Brown responded that there are about 450 individuals in the plan and approximately 175 of them are under 65 retirees.

Chairman Nash asked whether the package offered to the retirees has changed over the past few years. Ms. Brown stated that under 65 retirees have the exact same coverage that current employees have. She further explained that what has changed is that anyone hired on or after January 1, 2007 does not receive retiree benefits. Chairman Nash asked whether there has been any consideration of changing the benefits for the existing retirees, like a change in co-pay levels or a change in coverage. Ms. Brown responded that there has been no discussion of that. Chairman Nash asked why the under 65 retirees are covered under the CIGNA plan, but the over 65 retirees are not. Ms. Brown responded that the Authority provides the over 65 retirees supplemental insurance as their primary insurance is Medicare. On the other hand, the Authority provides primary insurance to the under 65 retirees. Chairman Nash stated that Camden County is looking into changing retiree coverage and noted that the Authority should probably look into it as well.

CEO Matheussen stated that staff has communicated with both Governors about the insurance coverage issue. He further noted that the DRPA began to make changes to employee's insurance coverage, like requiring employees to contribute, before other government agencies did. He stated that the Authority will consider what is happening in Pennsylvania and New Jersey when considering insurance coverage here. He stated that the Authority now requires

retirees to pay co-pays, they used to pay nothing. He stated that the Authority will look at the market and will make sure that it is doing what it should be doing on this issue.

Chairman Nash stated that Camden County is taking away benefits.

Commissioner Sasso stated that a lot of savings can be made if there is a change in utilization. He noted that utilization tends to drop when it has to be paid for out-of-pocket by the employee.

Commissioner Sasso asked if any of the union contracts come into play when changing health insurance. CEO Matheussen responded affirmatively. He stated that the Authority will have to address the issue with the unions, which involves a significant number of employees.

Commissioner Sasso asked what percentage of employees are unionized. CEO Matheussen estimated that 55% of Authority employees are unionized and 45% are not. He noted that the Teamsters and IUOE are not covered under the Authority's CIGNA plan, but get their insurance coverage through the unions.

Ms. Brown stated that the Authority's co-pays for drugs were changed and, as a result, there has been a decrease in the usage of brand name drugs. She noted that the increased use of generic drugs has decreased costs significantly.

CEO Matheussen asked Ms. Brown when the coverage would be presented to the Board. Ms. Brown estimated that it would likely be brought to the Board in October.

Update on the Status of the Early Retiree Reinsurance Program ("ERRP")

Ms. Brown explained that she wanted to provide the Committee with an update on the status of the Authority's application to the ERRP. She stated that the Patient Protection and Affordable Care Act established a temporary program to help defray the cost of providing retiree health coverage to early retirees until the insurance exchanges become available. Ms. Brown informed the Board that the federal government appropriated \$5 billion for the program and that approximately \$3 billion has already been distributed.

Ms. Brown stated that the DRPA submitted its application on July 1, 2010. On September 28, 2010, the DRPA was informed that its application was approved and the DRPA is now certified to participate in program. The DRPA successfully uploaded its member file to the ERRP site on July 27, 2011. Confirmation of the successful upload was received from HHS. The DRPA must now await word from HHS as to whether it will qualify for a reimbursement of approximately \$225,595. Ms. Brown stated that this reimbursement may be used to defray the cost of health care premiums, but it may not be placed in the General Revenue Fund. The Committee unanimously congratulated Ms. Brown on a job well done. CEO Matheussen added his compliments to Ms. Brown on a job well done.

Update on the Insurance Broker Request for Proposal ("RFP") Process

Ms. Brown began by stating that the memo the Committee received on the issue of the insurance broker RFP process was sent at the suggestion of Commissioner Simon to update the Committee. Ms. Brown explained that, until last year, it was not the Authority's practice to issue an RFP for insurance broker services. However, at the instruction of the Board, staff issued RFPs for those services in the spring of 2010. The RFP was issued a Request for Qualifications ("RFQ"), which addressed three insurance programs: (1) Bridge Property & Casualty; (2) Traditional Property & Casualty; and (3) Owner Controlled Insurance Program ("OCIP"). Ms. Brown explained that the first program is currently serviced by The Graham Company, and the second program is serviced by Willis of NJ.

Ms. Brown reminded the Committee that, on June 28, 2010, staff received authorization from the Board to bind the renewals of the Bridge Property & Casualty program through The Graham Company. On June 8, 2011, the Board approved the renewal of these policies with Graham as the broker of record. On July 27, 2010, staff received authorization from the Board to bind the renewals of the Traditional Property & Casualty program through Willis. On July 6, 2011, the Board approved the renewal of these policies using Willis as the broker of record.

Ms. Brown stated that the Authority does not have a broker/consultant service agreement with either broker. She informed the Committee that staff is looking for guidance on how to proceed. She stated that staff recommends re-issuing the RFPs for both programs and that broker/consultant services be rendered for a fixed fee, as opposed to earned commissions.

Chairman Nash asked for confirmation that staff was simply seeking guidance on whether to re-issue RFPs for broker/consultant services. He asked whether a new RFQ should be issued. Commissioner Simon stated that he believes that staff is comfortable with the RFQ responses from last year and does not need to be requested. He asked whether there are any firms that might have qualified last year that now also should be considered. Ms. Brown stated that a new RFQ process could be done. Howard Korsen, Manager, Contract Administration, stated that the only firm that qualified in the RFQ last year that did not bid was Marsh. He further stated that the Authority only received 7 or 8 Statements of Qualification. Ms. Brown stated that the Authority received 6 Statements of Qualification. Mr. Korsen stated that since there are not that many interested firms, he would recommend that the Authority proceed directly to the RFP process. He stated that he would recommend issuing an RFQ if there are 15-20 companies qualified and interested, so it is not necessary to review a lot of bids. Mr. Korsen explained that the Statements of Qualifications are over a year old and are stale. Chairman Nash agreed that the Statements of Qualifications are stale, but stated that the Authority will need brokers in place to renew the coverage.

Mr. Korsen explained that issuing an RFQ before the RFP would add approximately four to five weeks to the process, and would delay the contract awards. Ms. Brown stated that she believes it is necessary to have a broker of record by January 1, 2012 so that the broker can assist the Authority with placing the coverage. The first program due for renewal will expire on May 31, 2012. The Pollution Legal Liability policy expires on March 26, 2012.

Commissioner Simon asked if staff did not think that the RFQ process was necessary because of the limited number of companies that will qualify. Ms. Brown responded that there would be no pre-qualification necessary to respond to the RFP. CEO Matheussen stated that any company that is interested can bid on the work.

Ms. Brown stated that the RFP will ask that the bidder quote a fixed fee for the services, as opposed to earned commissions. Commissioner Simon added that the current draft RFPs provide for fixed fee, not earned commissions. He further stated that Ms. Brown has worked very hard with the brokers and carriers earlier this year to bring the percentage rate of commission down from very high proposed levels. He informed the Committee that the current best practice is to pay a fixed fee for broker services because earned percentage commissions give the broker a motivation to secure a higher priced policy.

Commissioner Sasso asked if a Resolution was needed. CEO Matheussen responded that none was needed. The Committee indicated their agreement with staff's proposal that an RFP be issued for broker/consultant services.

Update on Pollution Legal Liability Policy

Ms. Brown stated that she would like to update the Committee on the status of the Pollution Legal Liability policy, which the Board approved on March 2, 2010. The Board approved a one year policy and that policy will expire on March 26, 2012. Ms. Brown explained that in the meantime, the Board approved a settlement of ongoing litigation at one of the buildings covered under the policy. Ms. Brown explained that staff believes it would be prudent to combine the Pollution Legal Liability policy with one of the property programs, Bridge Property or Traditional Property. She stated that staff is only looking for guidance from the Committee on this issue. She confirmed that it would be included in the fixed fee agreement.

Commissioner Sasso asked if the coverage would remain the same after the policy was combined with one of the other programs. Ms. Brown responded affirmatively. She explained that the Authority would merely be asking the broker to provide service on that policy as part of the program for which they are responsible. She further stated that it does not make a difference where it is placed, but that staff believes it should be combined with one of the existing programs, so there is no additional fee for service on this policy. Commissioner Sasso asked whether the settlement corrected the issue with coverage that led to the litigation in the first place. CEO Matheussen stated that he would check on that issue and report back to the Committee.

Chairman Nash stated that the Board had expressed the desire to attempt to extract the DRPA from this situation. He suggested meeting with the Economic Development Authority ("EDA") and transferring this obligation to them. Chairman Nash requested a memo that outlines the Authority's obligations with regard to this property and an analysis of how the DRPA can extract itself from those obligations. He stated that after the memo is prepared and reviewed, the DRPA can meet with the EDA to see if an agreement can be reached. CEO Matheussen stated that staff would likely need to prevail on the Board to make some contacts to set up that

meeting. Chairman Nash agreed and stated that he would like to see the memo before any meetings are scheduled.

Ms. Brown stated that a RFP was issued last year for the Pollution Legal Liability policy, and so there is no recommendation that another RFP be issued this year. She stated that the only recommendation is that it be included in one of the other two programs.

Commissioner Simon asked Ms. Brown which program she believed was a better fit for the policy. Ms. Brown responded that she believes that the Traditional Property & Casualty program is a better fit. Chairman Nash noted that staff should find out whether Commissioner Sasso's concern regarding the settlement and the coverage issues was addressed.

Commissioner Sasso stated that he is comfortable with rolling the policy into the Traditional Property & Casualty program. Commissioner Simon agreed.

Update on the Health and Welfare Benefits Program

Ms. Brown explained that, on July 9, 2010, staff issued an RFP for broker/consultant services for the Authority's Health & Welfare Benefits program. Ms. Brown stated that the Authority received eight proposals and staff believes they are stale and so the RFP should be re-issued. Ms. Brown stated that the Summary Statement and Resolution was to be presented to the Board in April, but was put on hold. She explained that staff is using Willis of NJ for the renewal of the policy. She further stated that staff is seeking permission from the Board to re-issue the RFP. The Committee agreed to the re-issuance of the RFP.

Owner-Controlled Insurance Program ("OCIP")

Ms. Brown began by stating that she would like to defer to Mike Venuto, Chief Engineer, on the merits of the OCIP and will address only the renewal issues.

Ms. Brown informed the Committee that the current OCIP is the third OCIP that the Authority has had and its term is from 2008 through 2012. Graham is the broker of record for the Authority's OCIP. She added the caveat that she has never been involved in the renewal of an OCIP. She explained to the Committee that the OCIP costs the Authority approximately \$6.5 million in premiums and that the Graham Company has earned approximately \$1.3 million in earned commissions on the program. She also explained that Graham provides the Loss Control & Safety Services for the OCIP at an annual cost of \$175,000, for a total cost of \$700,000.

Ms. Brown stated that staff issued an RFP last year for the OCIP and received only three responses. She further stated that if the Committee agrees, staff proposes to re-issue an RFP for the OCIP and to also issue a second RFP for the Loss Control & Safety Services.

Mr. Venuto explained that the safety services involve the provider visiting project sites and conducting safety inspections. They also provide an observation report to the DRPA and to the Contractor on safety issues and give risk evaluations. They will highlight safety situations that need to be rectified.

Chairman Nash asked if the DRPA is required to have safety services provided by an outside vendor. CEO Matheussen responded that every contract that the DRPA issues requires the contractor to follow a safety program. Engineering staff reviews those programs to ensure that it meets the Authority's requirements. In addition, the contractors' insurance companies also require a safety program.

Commissioner Sweeney noted that the collective bargaining agreement with the IUOE requires that the DRPA require a safety program.

Ms. Brown explained that if a contractor qualifies for participation in the DRPA's OCIP, then the contractor subtracts the amount it would have charged for insurance from the bid price and they are insured under the OCIP. Mr. Venuto noted that he believes the threshold for OCIP to be of value to the DRPA is over \$100 million of construction work. He stated that the Engineering staff has never received any supporting data to analyze whether the OCIP saves the DRPA money or not. He stated that contractors have told him that workers' compensation insurance is a large cost for them. He stated that staff may be able to do an analysis of the numbers over the next phase of capital projects.

Chairman Nash asked how the DRPA knows what work will be done during the policy term in order for the insurer to determine premiums. CEO Matheussen stated that the potential insurers review the capital budget, but they do not have definitive answers on that before the coverage is placed. Mr. Venuto agreed that the OCIP rates are based on the 5-year capital plan.

Commissioner Sasso asked for clarification that the DRPA is paying for insurance to insure that contractors who have an obligation to abide by a safety program actually abide by their program. Mr. Venuto stated that the DRPA purchases insurance and any claims from projects covered under the OCIP are actually made against the OCIP insurance. CEO Matheussen stated that staff cannot definitively say that it saves the Authority money. He explained that the OCIP is a substitute for individual insurance policies. The Authority controls and pays for the insurance and, in return, the contractors remove insurance costs from their bid prices. He explained that the theory is that the owner has the purchasing power of a large capital program, so saves money on the insurance and gets a reduced bid price because the contractor does not have to charge the Authority for their insurance costs.

Chairman Nash stated that it is similar to buying in bulk. Mr. Matheussen agreed. He stated that he is not advocating for the OCIP, but merely trying to explain to the Committee how it works. He stated that the OCIP was renewed in 2004 based on what was to be an aggressive capital program. However, due to a delay in the toll increase, the capital program was scaled back. He informed the Committee that the Authority received a rebate on the OCIP premium as a result of the cut backs in the capital program. Mr. Matheussen acknowledged that staff cannot say if the OCIP is still cost effective, but he explained that generally OCIPs are recommended with large capital programs, such as the Authority has currently.

Ms. Brown stated that the Authority did receive a refund for the 2004 through 2008 OCIP, and is hopefully going to receive a refund for the 2000 through 2004 OPIC. She stated that she would update the Committee when she had further information.

Chairman Nash asked if the premium for the OCIP goes up if the Authority does more work than was originally anticipated. Mr. Matheussen stated that he is not sure if that is the case or not.

Commissioner Sasso stated that his concern is that the Authority is assuming the risk for workers' compensation claims, which removes the motivation for the contractor to be "safe" on the job. He stated that he believes that the contractor on the job should be bearing the risk.

CEO Matheussen stated that, without knowing the actual savings, he would lean towards not having the OCIP. He stated that the Authority has an internal safety department that can do the safety work. He further recommended bifurcating the RFP process to make it more efficient.

Commissioner Simon asked how contracts currently on the OCIP would have to be transitioned if the OCIP is not renewed. Mr. Venuto stated that there would be only a few projects in the OCIP when it expires in March. He believes that the Authority could get an extension of the OCIP to complete those projects. The only major project left to be dealt with would be the Walt Whitman Re-Decking project. Mr. Venuto stated that we could ask the Contractor for a price to supply insurance after the expiration of the OCIP. Commissioner Simon stated that the scope of the broker/consultant RFPs would change if the OCIP is discontinued.

Commissioner D'Alessio left the meeting.

Chairman Nash asked the Committee if staff should do two separate RFPs. The Committee agreed.

CEO Matheussen stated that Ms. Brown and Mr. Korsen will work together to get estimates on the OCIP and to determine how the Authority might transition out of it.

Update by the Chief Financial Officer

The Authority's Bond Ratings

John Hanson, the Chief Financial Officer, began by providing an update on the Authority's bond ratings. He explained that the ratings agencies both normally do an annual update. He stated that the Authority has heard nothing from Moody's, but that Standard & Poors affirmed the Authority's rating of A-. He reminded the Committee that the S&P rating review had been sent to all Commissioners via email. He explained that S&P liked the diversity of the Authority's assets and its strong liquidity position. In addition, S&P liked that the Authority's management has controlled costs. S&P pointed out that the Authority's weaknesses are the amount of the PATCO subsidy and questions regarding the ownership and operation of the Gloucester-Camden Line ("GCL"). CFO Hanson stated that staff has corrected S&P by clarifying that the DRPA will be neither the owner, nor the operator, of the GCL and that the DRPA is only funding the Environmental Impact Study ("EIS"), which will cost approximately \$8 million.

Chairman Nash asked when staff expected to hear from Moody's. CFO Hanson responded that there was no way to know when Moody's would issue a report. He stated that the only time the Authority will definitely hear from them is when it issues bonds. Commissioner Simon suggested that perhaps Moody's would look at the S&P report. CFO Hanson responded that generally S&P and Moody's operate as if the other does not exist.

Chairman Nash complimented CFO Hanson and CEO Matheussen on holding expenses down. He stated that he is confident that they will continue to do so.

Update on the Budget Process

CFO Hanson informed the Committee that the budget process is underway. He reminded the Committee that he had provided a briefing on how the process would proceed and stated that the internal kick-off meeting that he previously told the Committee about had occurred. He stated that the meetings with all functional areas will begin in August and preliminary financial discussion with the Committee will happen at the end of September. Budget hearings will follow the Committee discussion and staff will make a formal presentation to the Committee in November.

Authority Revenue Highlights

Mr. Hanson informed the Committee that bridge traffic has dropped slightly compared to last year at the same time, by about .14%. He stated that overall traffic has been down by about 2% each month on average.

Commissioner Simon asked whether the numbers show that the decrease is related to the toll increase. CFO Hanson responded that there appeared to be a decrease related to the tolls shown on recent reports, but that it was not reflected in performance through June 30. Commissioner Simon asked if the drop was the result of bridge passengers using less expensive bridges or taking PATCO. CFO Hanson stated that the same phenomenon occurred after the last toll increase. He noted that PATCO has seen an uptick in revenues.

Chairman Nash asked staff to provide the Committee with an analysis of the bridge revenue compared to the bridge revenue following the last toll increase. CFO Hanson agreed to provide that analysis after more data was available.

Mr. Hanson stated that revenues are up from last year at this time, but he explained that the increase is largely the result of an increase in the average toll; this results from increased truck traffic relative to passenger traffic. He explained that the revenue numbers for June 2011 are not complete yet so the June numbers are projected based on available data. He stated that he is confident that the numbers he is citing today are close, but with the caveat that staff has not yet received numbers on the E-ZPass transactions from ACS.

CFO Hanson stated that bridge traffic overall is down, but that PATCO has had 250,000 more riders than were budgeted. He stated that PATCO has \$11.6 million in revenues, which is above what was budgeted through June 30, 2011. CEO Matheussen stated that the Authority is seeing a slight decrease in bridge traffic each week and a slight increase in PATCO ridership

each week. CFO Hanson stated that PATCO revenues are up by about \$600,000 over last year.

Chairman Nash noted the fact that the PATCO numbers went up shows that gas prices are playing a role. CFO Hanson agreed and added that the economy in general is playing a role. He noted that people are taking fewer discretionary trips.

Mr. Hanson stated that, while the Authority's books are not closed yet, DRPA expenses are approximately \$5.6 million under budget and PATCO's expenses are approximately \$1 million under budget. Chairman Nash asked how Mr. Hanson explains this. CFO Hanson responded that about \$3.5 million of it is associated with payroll, specifically unfilled positions, some of which will be filled later in the year.

Commissioner Simon asked the status of the PATCO subsidy. CFO Hanson stated that the subsidy was budgeted at approximately \$10.1 million. The actual operating loss was \$8 million, so the subsidy is \$2.1 million under what was budgeted. Commissioner Sasso asked if the variance in the operating loss could also be attributed to payroll. CFO Hanson responded affirmatively. CEO Matheussen added that staff anticipates filling some of those vacancies in the second half of the year.

CFO Hanson informed the Committee that the Authority has paid down approximately \$42.7 million in debt this year, \$30.3 million of that was in revenue bond debt. He explained that the Authority still has an issue with debt service on the remaining unhedged SWAPs, which cost the Authority approximately \$150,000 to \$200,000 per month. He stated that staff is looking into the possibility of paying off some of the PDP bond debt. He stated that staff will report to the Committee before taking any action on that. He further stated that the Authority has seen its SWAP exposure decrease. In addition, U.S. Vision re-paid a \$2.1 million loan. He informed the Committee that the General Fund is approximately \$261 million. In addition, the DRPA has drawn approximately \$41 million from the Project Fund since January 1, 2011.

Chairman Nash asked for an analysis of what amounts were borrowed and when those would be paid off. CEO Matheussen stated that the subject of reducing the debt might be a good subject for a Committee meeting. He noted that staff is not sure how much can be done before the Authority issues bonds in 2012.

Update on the Gloucester-Camden Line Project

CEO Matheussen stated that, in 2002, the Board approved the monies for a feasibility study for a new rail line, which encompassed both Philadelphia, Pennsylvania and South Jersey to improve mass transit in New Jersey and Pennsylvania. He explained that the feasibility study was funded by the DRPA for approximately \$600,000. After the study was completed, the Board authorized staff to take the next step in the process, which was an alternative analysis study. This analysis is required by the federal government and includes public hearings, which involve stakeholder groups from both sides of the River. The alternative analysis studies were done on both sides of the River, but were separate and apart from each other. The New Jersey

study was done by the DRPA, but was paid for through a grant from New Jersey Transit ("NJT") in the amount of \$1.5 million. The total cost of the study was approximately \$1.4 million.

CEO Matheussen stated that the Pennsylvania study cost approximately \$725,000. The difference in price was largely the result of the amount of area involved. In Pennsylvania, the area involved was far more consolidated than the area in New Jersey. DRPA funded the alternative analysis study on the Pennsylvania side of the River.

CEO Matheussen stated that the next step on both sides of the River will be the environmental studies. He stated that New Jersey has committed to paying for the Environmental Impact Study for the New Jersey side, which will cost approximately \$8.9 million. Commissioner Simon asked if there was a contractual agreement to that effect. CEO Matheussen responded that there are two agreements that pertain to this issue. He explained that the DRPA awarded the EIS work to STV in 2009. At that time, New Jersey agreed to fund the study. In 2010, the new administration in New Jersey asked the DRPA to revise the process used to select the contractor to do the work. At that time, New Jersey put its agreement to fund the study in writing, however New Jersey and NJT indicated that they do not have the funding right now and would reimburse the DRPA when they did. CEO Matheussen added that the DRPA has paid STV \$400,000 so far and staff will be asking the Board soon to pay the balance on work authorized before the contractor selection process revision.

Commissioner Sasso stated that there seems to be a difference in the language of the two agreements regarding the degree of commitment, and the change in language makes it much more uncertain to our detriment. He stated that he is very uncomfortable with this sort of unclear commitment when the DRPA was not reimbursed for 2 years in a much better economy. He noted that this reimbursement will be for work on an expansion of transit where it is unclear when the expansion will be built. He stated that if NJT wants the expansion, they should get the funding themselves. He stated that the whole thing is a little too indefinite for him.

CEO Matheussen stated that it is his recollection that there was no timing specified for receiving the \$1.5 million. Commissioner Sasso stated that it seems more uncertain this time. CEO Matheussen stated that receiving cash makes it certain. He further stated that he does not believe you can compare the two situations because the DRPA has a contract for the \$8.9 million. It states that NJT will reimburse the DRPA. It also requires NJT to be involved in the process. CFO Hanson stated that the commitment to pay is contingent on the availability of funds and the NJT Trust Fund has no money. Chairman Nash stated that it seems like there is a commitment, but there is also no commitment.

Kathy Bruder, Deputy Chief of Staff to Governor Corbett, asked why the agreement is with NJT and not with the State of New Jersey. Chairman Nash explained that when the idea of an expansion was first conceived, it was thought to be a PATCO project that would extend into Philadelphia. After some analysis was done, it was decided that the best course would be to build a light rail system, much like the RiverLine. All light rail in the region is run by NJT, so they were the logical organization to own and operate it. It was to be a bi-state project at first. NJT is to own and operate it, but they do not have the money to do the studies.

CEO Matheussen stated that there have been conversations with the New Jersey Department of Transportation (“NJDOT”) Commissioner and the Executive Director of New Jersey Transit. He explained that NJT receives a large amount of federal funding and they have the expertise to run the project. CEO Matheussen stated that he and Mr. Venuto visited NJT a few weeks ago and were given a great deal of information.

Chairman Nash stated that it would be better for NJT and SEPTA to assume responsibility for these projects, but noted that SEPTA does not have the money for it either.

CEO Matheussen showed the Committee the proposed lines on a map. He stated that the Locally Preferred Alternative for the light rail line is the yellow line on the drawing. He further noted that the green line on the drawing, Bus Rapid Transit, is currently being studied by NJT and the purple line is the extension of the current NJT line that runs between Philadelphia and Atlantic City, also being studied by NJT. He stated that the NJDOT Commissioner has asked the DRPA to take the lead on the project because the DRPA did the feasibility and alternative analysis studies. Mr. Matheussen stated that New Jersey understands that the DRPA will not own or operate the line. He stated that NJT is a partner in this project. He explained that the DRPA is a leader on the yellow line on the map and that NJT is paying for all of it.

CEO Matheussen reiterated that there is an agreement in writing to pay for the next phase of the study, the EIS. He stated it is simply the timeline that is not set. He explained that the line in New Jersey will either be a continuation of an existing line or something similar to the RiverLine. He stated that New Jersey would be the recipient of federal funds for the project. CEO Matheussen stated further that there is no funding for the environmental study on the Pennsylvania side of the river. He stated that the route in Pennsylvania is along an existing line, so will be less intrusive, but the study is required to get federal funding. He explained that both SEPTA and the Philadelphia Mayor have assisted in identifying the appropriate route. He stated that Philadelphia recognizes a need for a master plan for the waterfront. He further stated that on the Pennsylvania side the project would be a build/operate project. He stated that it would not be similar to PATCO in that PATCO is an electrified rail system. This would be a light rail system, so better run by NJT and SEPTA.

Commissioner Simon stated that this is not a bi-state project, DRPA would not own or operate it, and DRPA will not be reimbursed for a long time, if at all. He stated that bridge users will be subsidizing a line that may never be built. He stated that the extension of existing bus lines is more likely to happen and may possibly be better than something requiring a huge capital outlay.

Commissioner Nash stated that the studies by NJT on the Bus Rapid Transit are moving forward, but he said that this is not an alternative to the light rail.

CEO Matheussen stated that it has been determined that all three components, light rail, Bus Rapid Transit and the improvements to the NJT line running between Philadelphia and Atlantic City, were needed to improve the transit services in the area, to connect the small communities with the city and each other. He stated that the analysis indicated that there would be approximately 15,000 riders daily on the light rail line.

Commissioner Simon asked who would be paying for the work. CEO Matheussen stated that these are Board decisions and everything thus far has been approved by the Board. He stated that it is the Board's prerogative. He further stated that certain people think these have been individual decisions and they have not. They have all been made by the Board.

Chairman Nash stated that the light rail project is the number one transit project in South Jersey, its importance is at the top of the scale. He stated that this is not going to be a DRPA project and DRPA should not fund the project if reimbursement is not assured. He stated that the DRPA needs to make reimbursement more certain before it funds anything.

Commissioner Sasso stated that, given importance of the project in New Jersey, then they should be willing to make reimbursement more certain.

The meeting adjourned.

DRPA-11-071
New Business: September 21, 2011
Board Date: September 21, 2011
Consideration of Pending DRPA Contracts
(Between \$25,000 and \$100,000)

RESOLUTION

RESOLVED: That the Board authorizes and directs that subject to approval by counsel and the Chief Executive Officer, staff proceed to negotiate and enter into the contracts listed on the Attachment hereto.

SUMMARY:

Amount:	N/A
Source of Funds:	See Attached List
Capital Project #:	N/A
Operating Budget:	N/A
Master Plan Status:	N/A
Other Fund Sources:	N/A
Duration of Contract:	N/A
Other Parties Involved:	N/A

OGC

CONSIDERATION OF PENDING DRPA CONTRACTS (BETWEEN \$25,000 AND \$100,000) SEPTEMBER 21, 2010

Item #	Vendor/Contractor	Description	Amount	Procurement Method	Bids Received	Bid Amounts	Source of Funds
1	Kehoe Construction Bridgeport, PA	Milling and Paving of Hedley Street in Philadelphia at the Betsy Ross Bridge	\$54,828.00	Formal Bid. Request for Bid B0005941 was publicly advertised and issued to ten (10) prospective bidders. Three (3) bids were received and publicly opened on September 6, 2011.	1. Kehoe Construction, Bridgeport, PA 2. SJA Construction Marlton, NJ 3. James J. Anderson Constr. Philadelphia, PA	\$54,828.00 \$64,740.00 No Bid	2010 Revenue Bonds (Series D)
2	Dell Marketing LP Round Rock, TX	Purchase of Computers (Desktops and Laptops) to support IS policy to refresh computers every five (5) years	\$50,000.00	New Jersey State Contract through Western States Contracting Alliance (WSCA) National Cooperative Contract.	Dell Marketing LP Round Rock, TX	\$50,000.00	Revenue Fund

SUMMARY STATEMENT

ITEM NO.: DRPA-11-072

SUBJECT: Girl Scouts of New Jersey
100th Year Anniversary Bridging
Ceremony Support Services and
Restricted Public Access to Ben Franklin
Bridge Walkway

COMMITTEE:

New Business

COMMITTEE MEETING DATE:

N/A

BOARD ACTION DATE:

September 21, 2011

PROPOSAL: That the Board authorizes staff to provide support services and temporarily restrict public access to the Ben Franklin Bridge walkway during the Girl Scouts of New Jersey 100th Year Anniversary Bridging Ceremony to be held on Sunday, November 13, 2011 from 10:30 a.m. to 2:30 p.m.

Amount: \$540 (estimated)

PURPOSE: To temporarily restrict access to the Ben Franklin Bridge walkway from 10:00 a.m. to 3:00 p.m. to the general public during this scheduled organized community crossing event with operational services consisting of signage fabrication and placement by Bridge Operations and Public Safety presence on the day of the event.

BACKGROUND: The Ben Franklin Bridge walkway is open to the public daily from 6 a.m. to 8 p.m. weather permitting. The walkway closure time is extended to 9 p.m. annually from May 1 to September 30.

The Girl Scouts of New Jersey will hold its annual event on Sunday, November 13, 2011 from approximately 10:30 a.m. to 2:30 p.m. The event is part of a national “bridging ceremony” celebration and consists of a one-way walk from Camden to Philadelphia. Approximately 5,000 participants including Girl Scouts ranging in ages from 5 to 18 years of age, parents, troop leaders, Girl Scout staff and volunteers are expected to attend. The event is in commemoration of Girl Scouts’ 100th Year Anniversary.

DRPA received a written request for walkway access to the Ben Franklin Bridge in a timely fashion prior to the requested access date. DRPA staff circulated this request among the following DRPA management staff for review and approval: CEO, COO, Bridge

Director, Police Chief, Chief Engineer, Director of Risk Management/Safety, General Counsel, Director of Homeland Security and other designated Operations staff. DRPA Operations and Public Safety Departments have reviewed the request and recommends restricted walkway access to the general public for this event based on the estimated number of participants. The temporary closure time is expected to be from 10:00 a.m. to approximately 3:00 p.m. DRPA will provide appropriate notice of restricted public access via onsite signage, press advisories, email broadcasting and website notification. The requesting organization is willing to comply with all requisite walkway rules and insurance/indemnification requirements.

SUMMARY: It is recommended that the Board authorize DRPA to provide restricted public access to the Ben Franklin Bridge walkway for the Girl Scouts of New Jersey 100th Year Anniversary Bridging Ceremony event scheduled on Sunday, November 13, 2011, along with support services by DRPA Bridge Operations for signage fabrication and placement (\$220) and Public Safety presence (\$320) not to exceed a total of \$540.

Source of Funds:	Amount:	\$540
	Source of Funds:	Operating Budget (if necessary)
	Capital Project #:	N/A.
	Operating Budget:	\$540
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	N/A
	Other Parties Involved:	N/A

DRPA-11-072
New Business: September 21, 2011
Board Date: September 21, 2011
Girl Scouts of New Jersey 100th Year
Anniversary Bridging Ceremony
Support Services and Restricted Public
Access to the Ben Franklin Bridge Walkway

RESOLUTION

RESOLVED: That the Board authorizes staff to temporarily restrict public access to the Ben Franklin Bridge walkway from 10:00 a.m. to approximately 3:00 p.m. during the proposed Girl Scouts of New Jersey 100th Year Anniversary Bridging Ceremony event on Sunday, November 13, 2011 which will be held on the walkway from approximately 10:30 a.m. to 2:30 p.m. as part of a national “bridging ceremony” celebration and to provide Bridge Operations and Public Safety support services at a cost not anticipated to exceed \$540.

SUMMARY:	Amount:	\$540
	Source of Funds:	Operating Budget
	Capital Project #:	N/A
	Operating Budget:	\$540
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	N/A
	Other Parties Involved:	N/A

SUMMARY STATEMENT

ITEM NO.: DRPA-11-073

SUBJECT: Use of DRPA Property by Philabundance

COMMITTEE:

New Business

COMMITTEE MEETING DATE:

N/A

BOARD ACTION DATE:

September 21, 2011

PROPOSAL: That the Board authorizes staff to enter into a one year Right of Entry Agreement with Philabundance for the use of parking lot space at the PATCO Lindenwold Station.

Amount: \$300.00 (in-kind services)

PURPOSE: To grant Philabundance limited use of Lot 1 at Lindenwold Station to operate their weekly fresh food distribution program.

BACKGROUND: Beginning in July, 2009, Philabundance entered into an agreement with DRPA/PATCO regarding the distribution of food on Saturday afternoons at the Lindenwold Station parking lot. A Fresh For All truck stocked with 5,000 to 6,000 pounds of food, at least 80% of which was fresh produce, has served approximately 200-250 people each week.

Philabundance staff and volunteers unloaded the Fresh for All truck and set the food out for display early on Saturday afternoons. Anyone interested in receiving the free food may join the program and select items between 1:30 and 2:30 p.m. on Saturdays. Each family would choose approximately 20 pounds of nutritious food from the display of fresh produce, after which staff and volunteers spent a half hour cleaning up so that the lot was as clean when the truck departed as it was upon arrival.

Philabundance has provided a vital service to Lindenwold and the surrounding community by ensuring access to the fresh produce necessary for good health. Approximately 3,000 people have registered to participate in the program at the Lindenwold location. All food is distributed at no charge to the public.

Lindenwold Station parking lots accommodate more than 3,000 cars, with approximately 1,000 spaces in Lot #1. Average Saturday ridership at Lindenwold, including those passengers who park as well as those who transfer from the Atlantic City Rail Line and NJ Transit buses, is less than 2,000 riders. There is plenty of space on a Saturday for the Fresh For All truck, display of food, and members of the community who take advantage of this community service.

It is recommended that the Board approve the Authority's renewal of a one year Right of Entry Agreement for Philabundance to continue their food distribution program in the Lindenwold Station parking lot provided that Philabundance indemnifies the Authority and provides adequate insurance.

SUMMARY:	Amount:	\$300 (in-kind services)
	Source of Funds:	General Fund
	Operating Budget:	N/A
	Capital Project #:	N/A
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	1 year
	Other Parties Involved:	N/A

DRPA-11-073
New Business: September 21, 2011
Board Date: September 21, 2011
Use of DRPA Property by Philabundance

RESOLUTION

RESOLVED: That the Board authorizes staff to enter into a one year Right of Entry Agreement with Philabundance to enable their distribution of free, nutritious food in the Lindenwold Station parking lot on Saturday afternoons.

SUMMARY:	Amount:	\$300 (in-kind services)
	Source of Funds:	General Fund
	Operating Budget:	N/A
	Capital Project #:	N/A
	Master Plan Status:	N/A
	Other Fund Sources:	N/A
	Duration of Contract:	1 year
	Other Parties Involved:	N/A

CYS
PATCO