

MINUTES OF MEETING
THE DELAWARE RIVER AND BAY AUTHORITY
James Julian Board Room
Wednesday, February 18, 2026

The meeting convened at 10:01 a.m. in the James Julian Board Room, with Chairperson Ransome presiding.

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

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

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

Commissioners from New Jersey

M. Earl Ransome, Jr., Chairperson
Heather Baldini – via TEAMS
Debra Behnke – via TEAMS
Sheila McCann
James Mehaffey
Shirley R. Wilson – Absent

Commissioners from Delaware

Samuel Lathem, Vice-Chairperson
Crystal Carey – via TEAMS*
James Collins – via TEAMS***
Veronica Faust – via TEAMS**
Michael Houghton
Michael Ratchford

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Chairperson Ransome called for the acceptance of the Agenda.

Commissioner Ratchford made a motion to accept the agenda, seconded by Commissioner McCann, and the motion was carried out by a voice vote of 10-0.

Chairperson Ransome called for public comment.

Nichoals Clabbers, Attorney from Kaplan Kirsch has been DRBA's outside counsel for airport matters over 10 years. Mr. Clabbers provided brief remarks about the relationship between DRBA and FAA regarding grants and federal obligations. He noted that millions have been accepted for projects at all airports operated by the Authority. Mr. Clabbers highlighted that as a sponsor the DRBA cannot unreasonably deny access to a public use airport by a qualified aeronautical user. Mr. Clabbers indicated that this essential point has been under particular focus in recent months and he stressed that should a grant assurance violation occur, the FAA can place a hold on grant approvals, terminate eligibility, and in rare instances, claw back previously awarded grant funding. Mr. Clabbers thanked the Board for the opportunity to present.

Amber Patti, a New Castle, Delaware resident and Stop Avelo member, noted the pivotal period we are in with the mass violation of basic human rights with ICE deportation activities. She noted the deafening silence from the DRBA despite citizens voicing concerns. Ms. Patti noted that continued ignorance of acts by Daedalus and others leads to the marginalization of individuals within society. She concluded by pointing out that the Board's place in history as leaders should be considered as lives are traded for the sake of profit.

The Honorable Ray Seigfried, Delaware State Senator 5th District, thanked the Board for the opportunity to address the work they do, specifically the many challenging months Avelo carried out deportation contracts without due process. Senator Seigfried mentioned his prior introduction of SB 207 (to prohibit airlines with ties to ICE from receiving fuel tax incentives) and SCR123 (to express discontent with DRBA for continuing to provide marketing incentive monies to Avelo Airlines). Senator Seigfried noted that Avelo has reversed its decision to contract with ICE, and Daedalus has withdrawn interest in a hangar lease at Wilmington Airport. Senator Seigfried noted that he recognizes DRBA's strong focus on fiduciary responsibility, but questions why the DRBA does not have equal focus on rule of law. He pointed out that Delaware's status as the first state to ratify the Constitution of the United States and noted that Delaware continues to stand by those values. Senator Seigfried indicated that he plans to introduce new legislation on this issue. He concluded that everyone should be treated with fairness and dignity and DRBA should not blindly welcome organizations that deny civil rights.

Maria Sebelist, who is a member of the Stop Avelo Delaware Coalition, voiced her view that public trust has been eroded. She indicated her belief that the DRBA does have the ability to set minimum standards that are not unjustly discriminatory and would provide the DRBA the discretion not to do business with certain types of businesses. She cited several federal laws and FAA regulations where she believed this allowance exists. She further stated that DRBA did not act transparently in the removal of certain action items from the Commission Agenda, the denial of FOIR requests and the lack of proper notification to the public of pending matters before the Commission. She expressed the need for clear tenant evaluations, the creation of appropriate standards and the need for consistent policies to help mitigate the unlawful actions of airport tenants.

Jeffrey Molenda, a Dover resident, expressed his displeasure of the DRBA contracting with businesses who have ICE contracts. He noted that members of the Stop Avelo Coalition have presented at six recent Board meetings. Mr. Molenda noted that people are being captured and transported without basic rights or due process. He further stated that even in so-called red states, citizens have spoken out against such atrocities and local governments should do the same. He indicated his appreciation of Senator Seigfried's stance and believes together, they can persuade DRBA to act accordingly. Mr. Molenda stated further that the DRBA, the State of Delaware and ILG are being viewed negatively and suffered reputational harm in the media. Mr. Molenda noted that the character of DRBA business should match values and that means rejecting those that work with ICE on human trafficking. He noted that he is in favor of new business efforts, but that he recommended the addition of exit and morals clauses in contracts to protect DRBA from those that change their operations mid-contract. Mr. Molenda concluded by expressing a desire for Mr. Clabbers to explore loopholes, precedents and requirements for more public, transparent actions.

Chairperson Ransome thanked everyone for their comments.

Chairperson Ransome called for a motion to move to Executive Session. Commissioner Ratchford made a motion, seconded by Commissioner McCann, and the motion was carried out by voice vote of 10-0.

Members of the public and certain staff were excused from the room during the Executive Session. The Executive Session started at 10:28 a.m.

* Commissioner Carey joined the meeting via TEAMS at 11:03 a.m.

** Commissioner Faust departed the meeting at 11:44 a.m.

*** Commissioner Collins departed the meeting at 11:45 a.m.

At 11:44 a.m. Chairperson Ransome called for a motion to close the Executive Session, and recess to conduct Committee Meetings. Commissioner Ratchford made a motion, seconded by Commissioner Mehaffey, and the motion was carried by a voice vote of 10-0.

The Committee meetings began at 11:44 a.m. and ended at 12:11 p.m. During that time, the following Committee meetings were held:

Budget & Finance
Economic Development
Personnel
Projects

At the conclusion of the Committee meetings, Chairperson Ransome called the Board meeting back to order at 12:13 p.m.

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12555. APPROVAL OF THE JANUARY MINUTES

Commissioner Ratchford made a motion to approve meeting minutes for January 18, 2026 seconded by Commissioner Houghton, and approved by a voice vote of 9-0.

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12556 DELAWARE RIVER AND BAY AUTHORITY – TRAFFIC AND REVENUE SUMMARY.

The Chief Financial Officer (CFO) presented charts showing Actual versus Projected Revenues for the Delaware Memorial Bridge, the Cape May-Lewes Ferry, Airports, Delaware City-Salem Ferry Crossing and Food Service for January 2026. Without objection, the charts were ordered filed with the permanent records of the Authority.

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12557. DELAWARE RIVER AND BAY AUTHORITY – STATEMENT OF INCOME AND EXPENSE.

The CFO presented charts showing statements of income and expenses for January 2026 with comparisons to the same periods last year.

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

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12558. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The CFO presented charts for January 2026 showing expenses by division for the quarter to date vs. the projected quarter and for year to date vs. total budget.

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

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12559. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The CFO presented charts for January 2026 showing the capital budgets for crossings and economic development projects and dollars committed to date for the projects. The charts also included cash expenditures spent to date for the committed projects.

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

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12560. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION (MARKET VALUE) FOR JANUARY 31, 2026.

The CFO presented charts showing the cash fund balances for the entire Authority for January 2026.

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

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12561. PUBLIC COMMENT ON ACTION ITEMS

Chairperson Ransome noted that one (1) Contract Award and four (4) Resolutions were being considered at today's meeting.

All items requiring committee action have been reviewed and recommended for consideration during today's Committee meetings. He then called for public comments on any action items. There were no public comments.

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12562. AWARD OF CONTRACT #DMB-26-01 Catwalk Railing Upgrades
Phase II

The Chief Operations Officer (COO) noted that a public bid opening was held on February 4, 2026. The COO and Projects Committee recommended awarding the contract to the lowest bidder responsible, JD Eckman of Atglen, PA. The bid price is \$3,857,250.00

A motion to award Contract #DMB-26-01 to the aforementioned firm was made by Commissioner Mehaffey seconded by Commissioner Houghton and approved by a voice vote of 9-0.

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12563. CHAIRPERSON'S CALL FOR RESOLUTIONS BEFORE THE
BOARD

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RESOLUTION 26-05 - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO
RESOLUTION 24-17 FOR THE PERIOD JANUARY 1, 2026, THROUGH DECEMBER 31, 2026

WHEREAS, The Delaware River and Bay Authority (the "Authority") adopted Resolution 24-17 requiring Commissioner review and approval of any professional service contract, non-professional service contract, materiel contract, or supply contract valued at \$50,000 or above and any construction management or construction contract valued at \$200,000 or above; and

WHEREAS, the Authority anticipates expenditures at or above the aforementioned thresholds to the following vendors:

DELAWARE RIVER & BAY AUTHORITY
VENDORS PROJECTED BE AWARDED
A MATERIEL, SUPPLY, PROFESSIONAL SERVICE, OR NON-PROFESSIONAL SERVICE CONTRACT
VALUED \$50,000 OR ABOVE
OR
A CONSTRUCTION MANAGEMENT/CONSTRUCTION CONTRACT
VALUED \$200,000 OR ABOVE
DURING THE PERIOD 1/1/26 THROUGH 12/31/26

VENDOR	PURCHASE DESCRIPTION	CLASSIFICATION	ESTIMATED \$
Adelte Ports and Maritime SLU	Refurbishment of Passenger Boarding Bridges at Cape May and Lewes Terminals	Sole Source	\$2,400,000

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

Resolution **26-05** was moved by Commissioner Houghton, seconded by Commissioner Mehaffey, and was approved by a roll call vote of 9-0.

Resolution 26-05 - Executive Summary

Resolution: Authorizing Authority Expenditures Pursuant to Resolution 24-17 for the period January 1, 2026, through December 31, 2026.

Committee: Budget & Finance

Committee and

Board Date: February 18, 2026

Purpose of Resolution: To receive Commissioner approval of the identified vendors and expenditures for those specific professional service contracts, non-professional service contracts, materiel, and supply contracts valued at \$50,000 or above, and for those specific construction management or construction contracts valued at \$200,000 or above, that otherwise would require a public competitive process per Resolution 24-17.

Background for Resolution: The proposed Resolution meets the requirements of Resolution 24-17, whereby the Authority shall not enter into any contract committing the Authority to spend or make any

other expenditures relating to services, material and supplies in the amount of \$50,000 or more, or a construction management or construction contract in the amount of \$200,000 or more, unless it has first been approved by a vote of Commissioners.

Purchase Detail: Adelte Ports and Maritime SLU: Refurbishment of Passenger Boarding Bridges at Cape May and Lewes Terminals. The Authority has planned a capital improvement project to refurbish the mechanical systems of the passenger boarding bridges at Cape May and Lewes Terminals. Adelte, the manufacturer of the equipment installed in 2013 during the replacement of the existing passenger bridges, will be completing the refurbishment to enhance operational performance and extend the service life of the equipment. The Authority also has a service agreement for annual preventative maintenance with Adelte and provides training on inspection, testing, and lubrication of the system's mechanical, electrical and control equipment.

Classification Definitions: Sole Source. A purchase made without a competitive process, based on the justification that only one known source exists or that only one single supplier can fulfill the requirements of the Authority. Sole source procurement is appropriate when the goods or services being acquired: are uniquely qualified to meet the objectives of the Authority; must be compatible with existing equipment; are available within a limited geographic boundary (e.g. distributor with exclusive rights or sales area); are required for use in conjunction with a grant or contract, etc. "A contract may be awarded without competition if the General Manager or Director of Operations of an Authority facility, or Police Administrator, prior to procurement, determines in writing that there is only one source for the required contract and no other reasonable alternative sources exist that will satisfy the requirements of the Authority." (DRBA Resolution 24-17 Part 2.f.)

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RESOLUTION 26-06 - AUTHORIZING AN AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND SPRUCE TECHNOLOGY,INC. TO PROVIDE WEBSITE REDEVELOPMENT SERVICES

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is a bi-state Authority of the State of Delaware and the State of New Jersey, created by compact, that operates and maintains the Delaware Memorial Bridge, Cape May-Lewes Ferry, Forts Ferry Operation, five regional airports, and the adjoining facilities and infrastructure at each of those sites; and

WHEREAS, the Authority it seeks to engage a firm to provide the web development services necessary to standardize all Authority websites on the same platform for consistency, security, and ease of content management (the “Services”). The Services will be implemented in two phases and includes annual maintenance and support; and

WHEREAS, the Authority publicly advertised a Request for Proposals (“RFP”) for Website Development Services in compliance with Resolution 24-17, as amended, which governs the Authority’s procurement rules and approval thresholds; and

WHEREAS, the Authority received sixteen (16) proposals in response to the RFP, performed a preliminary evaluation of each proposal, and ranked each response in accordance with the advertised selection criteria; and

WHEREAS, following preliminary review and evaluation, the Authority created a short list of those firms with the highest ranking and held interviews with those firms.

WHEREAS, SPRUCE TECHNOLOGY, INC., was awarded the most favorable ranking following interviews and final evaluation, and the Authority subsequently negotiated an agreement with SPRUCE TECHNOLOGY, INC. to deliver the proposed services for compensation not-to-exceed One Hundred Ninety-Eight Thousand Seven Hundred Dollars (\$198,700.00), which the Authority has determined to be fair and reasonable; and

WHEREAS, with the consent of the Chairman and Vice-Chairman of the Board of Commissioners, the Authority desires to enter into a Service Agreement with SPRUCE TECHNOLOGY, INC.; and

WHEREAS, the Budget and Finance has reviewed this recommendation and concurs; and

THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of a Services Agreement with SPRUCE TECHNOLOGY, INC., to provide the Services to the Authority, and, with the advice and consent of Counsel, to have such Service Agreement executed by the Chairman, Vice-Chairman and Executive Director.

Resolution **26-06** was moved by Commissioner Houghton, seconded by Commissioner Mehaffey, and was approved by a roll call vote of 9-0.

Resolution 26-06 Executive Summary Sheet

Resolution: Authorizes an agreement between the Authority and Spruce Technology, Inc., to provide Website Redevelopment Services.

Committee: Budget and Finance

Committee/

Board Date: February 18, 2026

Purpose of Resolution: The Authority currently maintains multiple websites and has planned a two-year project to standardize all such sites on the same platform for consistency, security, and ease of content management; and it seeks to engage a firm to provide the web development services necessary to complete said project.

Background for Resolution: The following firms submitted proposals in response to the RFP:

- ActuaDigital
- Ask the Egghead
- Bigmouth Creative*
- BluCreative
- Mighty Union
- MinoriLabs
- Norsoft
- Spruce Technology*

- Concourse
- Exemplifi
- GDG Media Management
- Hubspire
- Stokes Creative Group
- The Tactile Group
- Think It First
- Invictech

**Shortlisted/Interviewed*

The Authority performed an evaluation of each submission and utilized the advertised evaluation criteria to establish a ranked list, with Spruce Technology receiving the highest ranking. The Authority conducted an analysis of the firm's proposed fees for the Services and negotiated for costs that the Authority has determined to be fair and reasonable.

The procedures leading to this Resolution followed the requirements of Resolution 24-17, which governs the Authority's solicitation and approval thresholds for all purchases.

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RESOLUTION 26-07 - AUTHORIZES THE EXECUTION OF A TRANSPORTATION NETWORK COMPANY (TNC) OPERATING AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND RASIER, LLC, A SUBSIDIARY OF UBER TECHNOLOGIES, INC., AT THE NEW CASTLE AIRPORT.

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

WHEREAS the Authority allows Transportation Network Companies (TNC) to provide car pick up and drop off ride share services at the New Castle Airport for their customers; and

WHEREAS, Uber Technologies, Inc. ("Uber") is a "Transportation Network Company" and desires to operate a transportation network business at the airport wherein the network provided by Operator will be used to connect Riders to pre-arranged transportation services offered by TNC Drivers wherein the network provided by Operator will be used to connect Riders to pre-arranged transportation services offered by TNC Drivers; and

WHEREAS, the terms of the Agreement will commence on the effective date and continue until terminated. Either party may terminate this Agreement with thirty (30) days' notice; and

WHEREAS, Uber will submit a monthly report to the Authority and will pay to the Authority a Per Trip Fee of two dollars and fifty cents (\$2.50) for each trip originating or terminating at the Airport; and

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

Resolution **26-07** was moved by Commissioner Houghton, seconded by Commissioner Ratchford, and was approved by a roll call vote of 9-0.

Resolution 26-07 Executive Summary Sheet

Resolution: Authorizing the Execution of a Transportation Network Company Operating Agreement between the Delaware River and Bay Authority and Rasier, LLC, a subsidiary of Uber Technologies, Inc. at New Castle Airport.

Committee: Economic Development

Committee Date: February 18, 2026

Board Date: February 18, 2026

Purpose of Resolution: To permit the Executive Director, Chairman and Vice Chairman to execute and deliver a Transportation Network Company Operating Agreement for ride share service operations at the New Castle Airport.

Background for Resolution: Uber is a ride-sharing program currently operating at the Airport. Whereas the Authority wishes to capture a monthly report on ride-share vehicle use at the New Castle Airport and to collect a per-trip fee of two dollars and fifty cents for each trip originating or terminating at the Airport. Uber drivers are permitted to use designated pick-up areas and should not idle for more than five (5) minutes. Uber drivers who need more than five (5) minutes to pick up the rider will be permitted to utilize the cell phone waiting lot as a designated waiting area.

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RESOLUTION 26-08 – AUTHORIZES THE RESTATEMENT OF THE DELAWARE RIVER AND BAY AUTHORITY EMPLOYEES’ SECTION 457(b) DEFERRED COMPENSATION PLAN

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

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

WHEREAS, the date of the last restatement of the 457(b) Plan was January 1, 2019; and

WHEREAS, the Authority desires to incorporate into the 457(b) Plan all individual Authority Amendments as approved by resolutions from April 2021 through December 2025 by restating the 457(b) Plan; and

WHEREAS, these approved resolutions include the following:

- **Resolution 21-13** - Created the Defined Contribution Investment Committee (DCIC), appointing members and creating bylaws.
- **Resolution 23-04** - Added specific provisions of the CARES ACT and SECURE 2.0 to comply with the changes to the Required Minimum Distribution (RMD) requirements under each act.
- **Resolution 25-46** - Added provisions to the Authority's Section 457(b) Deferred Compensation Plan to add Plan-to-Plan Transfers and Personal Loan Provisions.
- **Resolution 25-58** – Added specific mandatory provisions of the SECURE 2.0 Act that are effective on or before January 1, 2026.

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

Resolution **26-08** was moved by Commissioner Houghton, seconded by Commissioner Ratchford, and was approved by a roll call vote of 9-0.

Resolution 26-08 Executive Summary Sheet

Resolution: Authorizing the Restatement of the Delaware River and Bay Authority Employees' Section 457(b) Deferred Compensation Plan (the "457(b) Plan") with resolutions approved between April 2021 and December 2025.

Committee: Personnel Committee

Committee/Board Date: February 18, 2026

Purpose of Resolution: To restate the Plan Document for the Delaware River and Bay Authority

Employees' Section 457(b) Plan Deferred Compensation Plan (the "457(b) Plan") to add amendments adopted through resolutions approved between April 2021 and December 2025.

Background

for Resolution: The Plan document for the 457(b) plan has not been updated since January 1, 2019. The following resolutions were approved and will be incorporated into the 457(b) Plan Document:

Resolution 21-13 - Created the Defined Contribution Investment Committee (DCIC), appointing members and creating its bylaws.

Resolution 23-04 - Added specific provisions of the CARES ACT and SECURE 2.0 to comply with the changes to the Required Minimum Distribution (RMD) requirements under each act.

Resolution 25-46 - Added provisions to the Authority's Section 457(b) Deferred Compensation Plan to add Plan-to-Plan Transfers to buy back casual service time through the 457(b) and to add a personal loan provision that will allow employees to take personal loans from the 457(b) plan account for general purposes.

Resolution 25-58 – Added specific mandatory provisions of the SECURE 2.0 Act that are effective on or before January 1, 2026.

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12551. EXECUTIVE DIRECTOR'S COMMENTS

The Executive Director gave an update on community sponsorships and reminded the Board of the following upcoming events:

- Leadership Roundtable to be held in mid-March; comprised of directors who report to the C-suite executives
- Spring Town Halls – sometime in April (and every quarter thereafter)
- DMB Ship Collision Protection System ribbon cutting ceremony to be held sometime between mid-April and mid-May. Jim Salmon discussed the tentative details and assured the New Jersey delegation that formal invitations will be sent to dignitaries.
- The Thomas R. Carper passenger terminal dedication ceremony at Wilmington Airport - August/September

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12564. COMMISSIONERS PUBLIC FORUM

Commissioner Ratchford suggested a Resolution on the passing of former Executive Director Scott Green.

Chairperson Ransome announced DRBA's sponsorship of the Calvary Community Development Corporation's annual banquet and recognition dinner to be held on February 28 and advised how people can register.

With no further comments, a motion to adjourn the Board meeting at 12:29 p.m. was made by Commissioner Houghton, seconded by Commissioner Ratchford, and approved by a voice vote of 9-0.

Respectfully submitted,

THE DELAWARE RIVER AND BAY AUTHORITY

James Salmon
Assistant Secretary