

**MINUTES OF MEETING
THE DELAWARE RIVER AND BAY AUTHORITY
VIDEO/TELECONFERENCE CONDUCTED FROM
Delaware Memorial Bridge Complex
Tuesday, November 16, 2021**

The meeting convened via Zoom at 10:05 a.m. with Chairperson Hogan presiding.

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

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

The Assistant Secretary announced in order to adhere to applicable guidelines, until further notice, the public will not be permitted physical attendance to DRBA Committee and Board meetings. Therefore, until further notice, meetings are held electronically via Zoom.

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

Commissioners from New Jersey

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

Commissioners from Delaware

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

*Attended via telephone/Zoom

** Physically present in James Julian Boardroom

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Chairperson Hogan called for the acceptance of the Agenda.

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

Chairperson Hogan called for a motion to move to Executive Session. Vice-Chairperson Lathem made a motion, seconded by Commissioner Smith, and the motion carried by voice vote of 11-0.

Members of the public attending via Zoom were placed into the waiting room during the Executive Session.

The Executive Session started at 10:11 a.m. and ended at 10:16 a.m.

At the conclusion of the Executive Session, Chairperson Hogan reopened the meeting to the public, and recessed the Board meeting for the purpose of conducting Committee Meetings.

The Committee meetings started at 10:17 a.m. and ended at 12:15 p.m. During that time, the following committee meetings were held:

Personnel
Budget & Finance
Economic Development
Projects

At the conclusion of the Committee meetings, there was a brief recess and Chairperson Hogan called the meeting back to order at 12:26 p.m.

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11854. APPROVAL OF THE OCTOBER 19, 2021 MINUTES

Vice-Chairperson Lathem made a motion to approve meeting minutes for October 19, 2021, seconded by Commissioner McCann, and approved by a voice vote of 11-0.

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11855. 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 October 2021.

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

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11856. DELAWARE RIVER AND BAY AUTHORITY – STATEMENT OF INCOME AND EXPENSE.

The CFO presented charts showing statements of income and expense for October 2021 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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11857. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The CFO presented charts for October 2021 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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11858. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The CFO presented charts for October 2021 showing the capital budget for crossing and economic development projects and dollars committed to date for the projects. The chart also included cash expenditures spent to date for the committed projects.

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

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11859. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION (MARKET VALUE) FOR OCTOBER 31, 2021.

The CFO presented charts indicating the cash fund balances for the entire Authority.

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

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11860. PUBLIC COMMENT ON ACTION ITEMS

Chairperson Hogan noted that No Contract Awards, (1) Contract Close-Out, and (4) Resolutions were being considered at today's meeting.

All action items have been reviewed, and recommended for consideration, during today's Committee meetings. He then called for public comment.

There were no public comments.

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11861. CLOSE-OUT CONTRACT #CMLF-20-06 – DRY-DOCKING AND REPAIRS M/V DELAWARE

CONTRACT #CMLF-20-06 – DRY DOCKING AND REPAIRS M/V DELAWARE was awarded to Caddell Dry Dock & Repair Co., Inc. of Staten Island, New York.

It is recommended that the Authority accept this project and make the final payment to the contractor. The final cost of this project is \$1,844,802.25.

A motion to Close-Out Contract #CMLF-20-06 was made by Commissioner Ransome, seconded by Commissioner Becker, and approved by a voice vote of 11-0.

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11862. CHAIRPERSON’S CALL FOR RESOLUTIONS BEFORE THE BOARD

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RESOLUTION 21-44 – CHANGES THE DATE OF THE JANUARY AND JUNE 2022 BOARD OF COMMISSIONERS MEETINGS

WHEREAS, pursuant to Section 5.1 of the Bylaws adopted by the Delaware River and Bay Authority (the “Authority”), the regular monthly meeting of the Commissioners shall be held to the third Tuesday of each month; and

WHEREAS, the January 2022 meeting is currently scheduled for Tuesday, January 18, 2022; and

WHEREAS, due to scheduling conflicts with Martin Luther King Day, the Commissioners desire to reschedule the meeting to the third Wednesday of January, January 19, 2022; and

WHEREAS, the June 2022 Board meeting is currently scheduled for Tuesday, June 21, 2022; and

WHEREAS, due to scheduling conflicts with Juneteenth, the Commissioners desire to reschedule the meeting to the third Wednesday of June, June 22, 2021.

NOW, THEREFORE, BE IT RESOLVED, that the January monthly meeting of the Board of Commissioners of the DRBA shall be moved from January 18, 2022 to January 19, 2022.

NOW, THEREFORE, BE IT RESOLVED, that the June monthly meeting of the Board of Commissioners of the DRBA shall be moved from June 21, 2022 to June 22, 2022.

Resolution 21-44 was moved by Commissioner Smith, seconded by Commissioner Wilson, and was approved by a roll call vote of 11-0.

Resolution 21-44 - Executive Summary

Resolution: Changes the Date of the January and June 2022 Board of Commissioners Meetings

Committee: N/A

Board Date: November 16, 2021

Purpose of Resolution: To change the date of the January and June regular monthly meetings of the Board of Commissioners from January 18, 2022 to January 19, 2022 and from June 21, 2022 to June 22, 2022.

Background for Resolution:

Due to the Martin Luther King Holiday, there are scheduling conflicts with the regularly scheduled January meeting.

Due to the Juneteenth Holiday, there are scheduling conflicts with the regularly scheduled June meeting.

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RESOLUTION 21-45 – ADOPTION OF THE DELAWARE RIVER AND BAY AUTHORITY’S 2021 OPERATING BUDGET

WHEREAS, Section 505 of the Trust Agreement, dated October 1, 1993, requires that The Delaware River and Bay Authority (the “Authority”) adopt a budget for each fiscal year; and

WHEREAS, the proposed operating expenses for FY2022, excluding the Airports division and Economic Development Facilities are \$82,569,835 and

WHEREAS, the budget includes funds for salaries and wages of Authority personnel, and materials and services for Authority activities; and

WHEREAS, for FY2022, principal and interest on outstanding bonds are \$31,748,781.26 in aggregate debt service; and

WHEREAS, the amount to be deposited to the credit of the Reserve Maintenance Fund with respect to Crossing Facilities shall be \$175,000.00 per month or \$2,100,000.00 for FY2022; and

WHEREAS, the projected revenue of the Authority for FY2022, excluding the Airports division and Economic Development facilities, is approximately \$174,140,500 resulting in a debt service coverage of 2.63x; and

WHEREAS, the proposed operating budget for the Airports division is \$9,257,841; and

WHEREAS, the proposed operating budget for the Economic Development facilities is \$313,828; and

WHEREAS, the proposed operating budget for FY2022 has incorporated principles of activity-based budgeting, which allocate certain costs to individual divisions rather than a central administrative budget; and

WHEREAS, the Budget and Finance Committee has developed, reviewed, and approved the proposed 2022 Operating Budget and recommends its adoption to the Board of Commissioners.

NOW, THEREFORE, BE IT RESOLVED, that the Commission hereby adopts an operating budget (see Exhibit A attached hereto and incorporated by reference) of \$82,569,835 for the Bridge, Ferry, Food Services, Forts Ferry, Police, and Administration Divisions, and a budget of \$9,257,841 for the Airports division, a budget of \$313,828 for Economic Development facilities for a total of \$92,141,504 for FY2022, and authorizes the Executive Director to exercise the approved management discretion and spend within the approved FY2022 budget.

BE IT FURTHER RESOLVED that the Executive Director is authorized to exercise management discretion to transfer funds within a division, as well as, between divisions for such identified costs associated with ED, DED, ITS, HR, Finance, Engineering, Education, Communications, and Infrastructure Preservation expenses as long as such transfer does not exceed the total expenditures of the Authority. (See Exhibits A & B attached hereto and incorporated by reference).

Resolution 21-45 was moved by Commissioner Wilson, seconded by Commissioner Smith, and was approved by a roll call vote of 11-0, with one partial abstention.

**DELAWARE RIVER & BAY AUTHORITY
EXPENDITURE ANALYSIS
BY DIVISION
FOR THE PERIOD 2018-2022**

EXHIBIT A

		2018 Adopted	% +,-	2019 Adopted	% +,-	2020 Adopted	% +,-	2021 Adopted	% +,-	2022 Proposed	% +,-
1	Administration	\$ 15,642,682	5.9	\$ 16,151,001	3.2	\$ 16,653,157	3.1	\$ 16,484,772	(1.0)	\$ 17,300,679	4.9
2	Bridge	20,173,571	5.4	20,817,707	3.2	21,390,095	2.7	21,447,528	0.3	23,459,612	9.4
3	Ferry	25,648,465	(0.1)	26,438,029	3.1	26,907,660	1.8	25,251,810	(6.2)	26,466,111	4.8
4	Authority Police	10,381,674	4.9	10,814,995	4.2	11,567,634	7.0	11,673,313	0.9	11,759,982	0.7
5	Sub-Total	✓ 71,846,392	3.4	✓ 74,221,732	3.3	✓ 76,518,546	3.1	✓ 74,857,423	(2.2)	✓ 78,986,384	5.5
6	Food Services	5,984,508	0.9	5,906,681	(1.3)	4,234,774	(28.3)	3,981,350	(6.0)	3,455,321	(13.2)
7	Forts Ferry Crossing	120,681	(17.0)	125,458	4.0	126,797	1.1	126,519	(0.2)	128,130	1.3
8	Sub-Total	✓ 77,951,581	3.2	✓ 80,253,871	3.0	✓ 80,880,117	0.8	✓ 78,965,292	(2.4)	✓ 82,569,835	4.6
9	Airports Division	7,793,858	1.1	8,029,493	3.0	8,284,620	3.2	8,568,366	3.4	9,257,841	8.0
10	Economic Development	840,847	6.4	711,932	(15.3)	714,159	0.3	627,656	(12.1)	313,828	(50.0)
11	Total DRBA Budget	✓ \$ 86,586,286	3.0	✓ \$ 88,995,296	2.8	✓ \$ 89,878,896	1.0	✓ \$ 88,161,314	(1.9)	✓ \$ 92,141,504	4.5

**DELAWARE RIVER & BAY AUTHORITY
ALLOCATION OF ADMINISTRATIVE EXPENSES
BUDGET SUMMARY
FOR THE YEAR 2022**

EXHIBIT B

DEPARTMENT	ADMIN.	DMB	CMLF	POLICE	AIRPORTS	FOOD & RETAIL	FORTS FERRY	TOTAL
EXECUTIVE DIRECTOR	\$ 1,699,765	\$ 50,200	\$ 5,000	\$ 2,500	\$ 12,500	\$ -	\$ -	\$ 1,769,965
DEPUTY EXECUTIVE DIRECTOR	812,783	-	179,984	-	489,560	-	-	1,482,327
HUMAN RESOURCES	2,187,402	-	196,668	21,000	-	-	-	2,405,070
EDUCATION & DEVELOPMENT	217,986	80,091	122,035	58,300	8,200	4,150	-	490,762
INFORMATION SERVICES	3,097,110	274,100	740,550	298,925	168,760	65,535	-	4,644,980
SAFETY	570,309	88,750	121,250	-	82,400	15,000	-	877,709
ELECTRONICS DEPARTMENT	971,304	182,420	282,688	70,500	148,600	7,500	-	1,663,012
FINANCE	1,877,687	2,137,118	1,727,106	262,559	608,311	105,631	23,439	6,741,851
ENGINEERING	689,549	1,468,027	354,634	-	104,971	-	12,500	2,629,681
TOTAL ADMINISTRATION:	\$ 12,123,895	\$ 4,280,706	\$ 3,729,915	\$ 713,784	\$ 1,623,302	\$ 197,816	\$ 35,939	\$ 22,705,357
INFRASTRUCTURE PRESERVATION:	-	484,500	150,000	-	365,500	-	-	1,000,000
GRAND TOTAL:	\$ 12,123,895	\$ 4,765,206	\$ 3,879,915	\$ 713,784	\$ 1,988,802	\$ 197,816	\$ 35,939	\$ 23,705,357

Resolution 21-45 - Executive Summary Sheet

Resolution: Resolution 21-45 – Adoption of the Delaware River and Bay Authority’s 2021 Operating Budget

Committee: Budget & Finance

Committee Date: November 16, 2021

Board Date: November 16, 2021

Purpose of Resolution:

Resolution 21-45 formally authorizes funds for the fiscal year's current operating expenses.

Background for Resolution:

The Authority has issued outstanding debt under a Trust Agreement dated October 1, 1993. Section 505 of the Agreement stipulates that the Authority covenants to adopt a final budget for each ensuing fiscal year. The budget is to address Current Expenses, Amounts Deposited into the Reserve Maintenance Fund, Revenue Projections and Compliance with the Covenant as to tolls, in Section 501 (a) (i).

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RESOLUTION 21-46 - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1, 2021 THROUGH DECEMBER 31, 2021

WHEREAS, The Delaware River and Bay Authority (the "Authority") adopted Resolution 01-84 requiring Commissioner review and approval of all Authority expenditures in excess of \$25,000; and

WHEREAS, the Authority anticipates expenditures at or over the \$25,000 amount to the following vendors:

DELAWARE RIVER & BAY AUTHORITY
VENDORS PROJECTED TO BE PAID OVER \$25,000
FOR THE PERIOD 1/1/21 THROUGH 12/31/21

VENDOR	PURCHASE DESCRIPTION	CLASSIFICATION	ESTIMATED \$
Cisco Systems, Inc., c/o Info Solutions of North America, LLC	Data Communications, Products and Services	State Contract	\$100,000
Engine Systems, Inc. d/b/a Marine Systems Inc. (MSI)	M/V Delaware Main Engine Service	Proprietary	\$102,000
G.A. Blanco and Sons, Inc.	Replacement Lockers and Office Furniture	Quotes	\$25,000

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

Resolution 21-46 was moved by Commissioner Ransome, seconded by Commissioner Becker, and was approved by a roll call vote of 11-0, with one partial abstention. Prior to the vote, Commissioner Carey noted that she had a conflict of interest as it relates to the approval of Cisco Systems, Inc., c/o Info Solutions of North America, LLC and abstained from action on that item.

Resolution 21-46 - Executive Summary Sheet

Resolution: Authorizing Authority Expenditures Pursuant to Resolution 01-84 for the period January 1, 2021 through December 31, 2021.

Committee: Budget & Finance

Committee and Board Date: November 16, 2021

Purpose of Resolution:

Authorizes expenditures of \$25,000 or greater with the identified vendors during the 2021 calendar year.

Background for Resolution:

The proposed Resolution meets the requirements of Resolution 01-84, whereby the Authority shall not enter into any contract committing the Authority to spend or make any other expenditures relating to services, material and supplies in the amount of \$25,000 or more unless it has first been approved by a vote of Commissioners.

Purchase Detail:

Cisco Systems, Inc. c/o Info Solutions of North America, LLC: Data Communications, Products and Services

The Authority plans to purchase various Cisco Systems data communications, products and services at prices pursuant to their current state contract for the same. Purchases will be made via Info Solutions, a local authorized reseller of Cisco Systems under state contract GSS20579-DATACOMMV33, *Data Communications, Products and Services*.

Engine Systems, Inc. d/b/a Marine Systems Inc. (MSI): M/V Delaware Main Engine Service

MSI is the regional sales, parts and service distributor for the Electro Motive Division (EMD) main engines installed on the M/V Delaware. This purchase is for the 16,000-hour maintenance of the port and starboard engines, including inspection of engine internals and aftercoolers, and replacement fuel injectors, valve bridges, sensors, and wiring harnesses.

G.A. Blanco and Sons, Inc.: Replacement Lockers and Office Furniture

The Authority plans to purchase replacement metal lockers and hardwood benches for the Men's and Women's locker rooms at the Delaware Memorial Bridge Maintenance

facilities. DRBA staff contacted three (3) suppliers with the purchase specifications and received a quote from each. G.A. Blanco and Sons submitted the lowest quote at approximately \$24,000. This is an under-threshold purchase, and thereby does not require prior Board authorization to proceed, however the vendor has been added to this Resolution as a proactive measure in case it becomes necessary for the Authority to purchase additional office furniture from the vendor prior to the end of the year.

Classification Definitions:

Quotes. A purchase of equipment supplies or non-professional services or a contract for construction or construction management that is anticipated to cost between \$25,000 and \$49,999 during a calendar year and for which the Authority has solicited written quotes. *“Contracts for materiel and supplies and non-professional services, awarded to any [vendor for an amount of] more than \$25,000 but less than \$50,000 in the aggregate require the solicitation of three written quotes or all available sources, whichever is less...Construction management contracts or construction contracts...which are less than \$50,000 do not require formal solicitation of competitive prices and, if more than \$25,000 but less than \$50,000 require the solicitation of three written quotes or all available sources, whichever is less...”* (DRBA Resolution 98-31 Part 4).

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

State Contract. A purchase of equipment, supplies or non-professional services which, under normal circumstances, would require competitive bidding, however the vendor has agreed to provide the goods or services to the Authority at fees less than or equal to that vendor’s respective contract as awarded by the State of Delaware or New Jersey. *“Any contract for the purchase of materiel and supplies and non-professional services....which contract individually exceeds \$50,000, or in the combination with other contracts, exceeds \$50,000 in any one calendar year shall be pursuant to a contract entered into by the Authority after competitive bidding. This provision shall not apply to purchases by the Authority from suppliers in cases where the Authority is purchasing at prices pursuant to contracts awarded by the States of Delaware or New Jersey for state agencies.”* (DRBA Resolution 11-36 Part 2.a.).

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RESOLUTION 21-48 AUTHORIZES AN UTILITY EASEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND AT & T COMMUNICATIONS, INC. AND ITS AFFILIATES AT THE DELAWARE MEMORIAL BRIDGE

WHEREAS, the Delaware River and Bay Authority (the “Authority”), is the operator of the Delaware Memorial Bridge (the “Bridge”), New Castle, Delaware; and

WHEREAS, AT & T Communications, Inc., and its affiliates (“AT & T”) desires easements to run parallel to Route 295 in Delaware, across the Delaware Memorial Bridge and along Route 295 in New Jersey in order to install and update a communication fiber line; and

WHEREAS, AT & T has agreed to pay the Authority annual rental at or above the appraised Fair Market Value (FMV); and

WHEREAS, the initial term of the Easement (“Easement Agreement”) shall be for thirty (30) years; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of the Lease Agreement with AT & T Communication, Inc and its affiliates and, with the advice and consent of counsel, to have such agreement executed by the Chairperson, Vice Chairperson and the Executive Director.

Resolution 21-48 was moved by Commissioner Smith, seconded by Commissioner Becker and was approved by a roll call vote of 11-0.

Resolution 21-48 - Executive Summary

Resolution: Authorizing the Execution of an Easement Agreement between the Delaware River and Bay Authority and AT & T Communication, Inc. and its affiliates regarding the Delaware Memorial Bridge

Committee: Economic Development

Committee Date: November 16, 2021

Board Date: November 16, 2021

Purpose of Resolution: To permit the Executive Director, Chairman and Vice Chairman to execute and deliver an easement agreement for space at the Delaware Memorial Bridge

Background for Resolution: AT & T Communications, Inc. and its affiliates is upgrading and improving it communication network in the area. They are looking to install and

extend fiber lines along Route 295. The project has been phased and is tying into fiber lines that were installed along Route 9 in 2017 on DRBA property and to a line that runs along route 130 in New Jersey. The rate will be based upon an appraised fair market value.

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11863. COMMISSIONERS PUBLIC FORUM

Chairperson Hogan called for comments from the public and Commissioners.

There was no additional public comment.

Commissioner Wilson thanked the Authority for supporting local organizations, especially the Atlantic Cape Community College Women of Wonder Luncheon.

Chairperson Hogan thanked the DRBA for accommodating his disability. The staff did a wonderful job.

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11864. EXECUTIVE DIRECTOR'S COMMENTS

The Executive Director presented a picture from the Veterans Day Ceremony and all the comments received about how nice the grounds look, how wonderful it is to work with our staff. The Executive Director and Thomas J. Murray received a thank-you note from Gold Star members.

The next slide displayed a picture of Mr. Raymond A. Firmani, 100 years old. Mr. Firmani lives in Wilmington, Delaware and was recognized for his service as a B-17 co-pilot in Europe during World War II.

The next slide presented a picture of veteran Vice-Chairperson Lathem along with Governor John Carney.

Lastly, the Executive Director congratulated Meghan Palmer for her recent promotion to Captain at the Cape May Lewes Ferry.

Upcoming Meeting:

December 21, 2021 – Commission Meeting – 10:00 a.m. James Julian Board Room
- Holiday Boxed Luncheon

There being no further business, Chairperson Hogan adjourned the meeting at 12:41 p.m.

Respectfully submitted,

THE DELAWARE RIVER AND BAY AUTHORITY

Stephen D. Williams