



SOUTH JERSEY PORT CORPORATION
OFFICIAL BOARD OF DIRECTORS SPECIAL
TELECONFERENCE MEETING MINUTES
BALZANO MARINE TERMINAL
CAMDEN, NEW JERSEY
January 10, 2017
9:30 a.m.

Directors Present:	Richard Alaimo	Chairman ☎
	Chad Bruner	Director ☎
	Christopher Chianese	State Treas. Designee ☎
	Robert DeAngelo	Director ☎
	Joseph Maressa, Jr.	Director ☎
	Eric Martins	Director ☎
	Carl Styles	Director ☎
	Sheila Roberts	Director ☎
Directors Absent:	Jonathan Gershen	Director
In Attendance:	Tom Huth	Governor's Authorities Unit
	Raymond Zane, Esq.	Gen. Counsel – Zane & Lafferty
	Christine Lafferty, Esq.	Gen. Counsel – Zane & Lafferty
	Kevin Castagnola	Executive Director & CEO
	Jay Jones	Dep. Exec. Dir. / Board Secretary
	Bruno Cellucci	Treasurer

☎ - indicates teleconference

The Chairman opened the meeting at 9:30 a.m. with the following statement:

Pursuant to the provisions of the Open Public Meetings Act, Chapter 231, Public laws of 1975, adequate notice of this meeting has been provided. On Friday, January 6, 2017 the Secretary of the Corporation sent a legal notice for the special teleconference meeting to be held by the South Jersey Port Corporation's Board of Directors, indicating the time, place and purpose for the meeting to the following newspapers: Courier-Post, Gloucester County Times and the Burlington County Times.

In addition, the meeting was posted at the Port Corporation's designated the Bulletin Board at its main entrance of the Broadway Terminal and placed of the Port Corporation's website at www.southjerseyport.com.

Roll call was taken and recorded.

RESOLUTION 2016-1-0001: APPROVAL OF CONSENT AGREEMENT BETWEEN BP, BOROUGH OF PAULSBORO, PAULSBORO WATERFRONT DEVELOPMENT AND SJPC

Staff presented the Consent Agreement between BP, SJPC, Borough of Paulsboro and Paulsboro Waterfront Development required for the Paulsboro Marine Terminal lease pursuant to BP's rights as the land owner and Ground Lessor under the lease agreement between BP and the Borough of Paulsboro dated January 24, 2005, the sublease agreement between the Borough of Paulsboro. The agreement recognizes the addition of the sublease with Paulsboro Waterfront Development at the Paulsboro Marine Terminal site, on property where BP's environmental mitigation program remains in place. BP is required to access the property periodically to monitor ground water. SJPC's General Counsel has participated in a review of the Consent Agreement.

A motion was made to approve Resolution 2017-1-0001 to approve the Consent Agreement between BP, Borough of Paulsboro, SJPC, and Paulsboro Waterfront Development.

Moved by: R. DeAngelo
Seconded by: S. Roberts

Voting for motion: Chairman Alaimo
Director Bruner
Director Chianese
Director DeAngelo
Director Martins
Director Maressa, Jr.
Director Roberts
Director Styles

Voting against motion: None

RESOLUTION 2016-1-0002: APPROVAL OF COOPERATION AGREEMENT BETWEEN THE BOROUGH OF PAULSBORO, PAULSBORO WATERFRONT DEVELOPMENT AND SJPC

Staff is presented the Cooperation Agreement between SJPC, Borough of Paulsboro and Paulsboro Waterfront Development (PWD) required for the Paulsboro Marine Terminal lease. BP will not consent to the Terminal Lease unless PWD agrees to certain conditions which benefit BP and impose potential liability. In order to induce PWD to agree to the Conditions and to sign the Consent Letter in its current form, the Borough and SJPC have agreed to enter into a Cooperation Agreement and to perform its respective covenants regarding potential claims not considered gross negligence through the existing lease agreement processes. SJPC's insurance broker has reviewed the agreement and additional insurance may be acquired regarding the environment liability. Once BP receives a "No Further Action" determination from NJDEP is approximately 7-8 years, the all property reverts to the Borough and the Consent and Cooperation Agreements will be concluded. SJPC's General Counsel has reviewed the Cooperation Agreement.

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A motion was made to approve Resolution 2017-1-0002 to approve the Cooperation Agreement between the Borough of Paulsboro, SJPC, and Paulsboro Waterfront Development.

Moved by:	E. Martins
Seconded by:	R. DeAngelo
Voting for motion:	Chairman Alaimo Director Bruner Director Chianese Director DeAngelo Director Martins Director Maressa, Jr. Director Roberts Director Styles
Voting against motion:	None

The Chairman asked if there were any additional business. Hearing none, he asked for a motion to adjourn the special teleconference meeting.

A motion was made to adjourn the Open Session of the Special Teleconference Meeting.

Moved by:	C. Styles
Seconded by:	R. DeAngelo
Voting for motion:	All
Voting against motion:	None

At 9:51 a.m., the regular session meeting was adjourned.

I certify that this is a true copy of the Minutes of the South Jersey Port Corporation's Special Teleconference Session of the Board of Director's Meeting held Tuesday, January 10, 2017.

Jay Jones, Board Secretary