

**MINUTES OF MEETING
THE DELAWARE RIVER AND BAY AUTHORITY
Tuesday, July 15, 2014
James Julian Boardroom
Delaware Memorial Bridge Plaza
New Castle, Delaware 19720**

The meeting convened at 12.10 p.m. with Chairperson Hogan presiding.

The opening prayer was given by Rev. Dorn, followed by the Pledge of Allegiance led by the Executive Director.

Chairperson Hogan called on the Authority Assistant Secretary to read the meeting notice and take roll.

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.

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Commissioners from New Jersey

Commissioners from Delaware

PRESENT

James N. Hogan, Chairperson
Edward W. Dorn
Richard S. Mroz
Ceil Smith

Shirley R. Wilson

William E. Lowe, Vice-Chairperson
Richard Downes
James L. Ford, III

Terri C. Murphy

ABSENT

Douglas Van Sant

Samuel E. Lathem
Gary F. Traynor

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Committee assignments were approved by a quorum of the Delaware and New Jersey Commissioners during the start of the Committee meetings earlier this morning.

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Chairperson Hogan called for the acceptance of the Agenda.

Commissioner Mroz motioned to accept the Agenda, seconded by Commissioner Murphy, and the motion carried by a voice vote of 9-0

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10837. APPROVAL OF THE JUNE 17, 2014 MINUTES

Commissioner Smith motioned to approve the June 17, 2014 meeting minutes, seconded by Commissioner Lowe, and unanimously approved by a voice vote of 9-0.

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10838. DELAWARE RIVER AND BAY AUTHORITY – TRAFFIC AND REVENUE SUMMARY.

The Director of Finance (DOF) presented a chart showing Actual versus Projected Revenues for the Delaware Memorial Bridge, the Cape May-Lewes Ferry, Airports, Delaware City-Salem Ferry Crossing, and Food Services for the month of June.

Without objection, the chart was ordered filed with the permanent records of the Authority.

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10839. DELAWARE RIVER AND BAY AUTHORITY – STATEMENT OF INCOME AND EXPENSE.

The DOF presented a chart showing statements of income and expenses for the month of June with comparisons to the same period last year.

Without objection, the chart was ordered filed with the permanent records of the Authority.

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10840. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The DOF presented a chart for June showing expenses by division for the quarter to date vs. the projected quarter and for year to date vs. total budget.

Without objection, the chart was ordered filed with the permanent records of the Authority.

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10841. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The DOF presented a chart for the month of June 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 chart was ordered filed with the permanent records of the Authority.

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10842. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION (MARKET VALUE) AS OF JUNE 30, 2014.

The DOF presented a chart indicating the cash fund balances for the entire Authority.

Without objection, the chart was ordered filed with the permanent records of the Authority.

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10843. AUTHORITY CUSTOMER TRENDS (ACT) REPORT

The Authority Customer Trends (ACT) Report included in the financials allows management to view on a month-to-date basis trends in areas such as traffic, customer service, aircraft landings, and workplace incidents. Copies are distributed daily to employees via email and posted on bulletin boards for those without computers.

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10844. PUBLIC COMMENT ON ACTION ITEMS

Chairperson Hogan noted that there are five (5) Resolutions, three (3) contract awards, and one (1) contract close-out to be considered today. All action items have been reviewed and recommended for consideration during today's Committee meetings. He then called for public comments.

There were no public comments.

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10845. AWARD OF CONTRACT #MIV-14-01 TERMINAL APRON REHABILITATION/ EXPANSION, PHASE II, MILLVILLE AIRPORT

The COO noted that a public bid opening was held on June 26, 2014, in which five (5) bids were received. The COO and the Projects Committee recommended the contract be awarded to the lowest responsive bidder, South State of Bridgeton, NJ, in the amount of \$2,469,925.00.

A motion to award Contract #MIV-14-01 was made by Commissioner Downes, seconded by Commissioner Murphy, and approved by a voice vote of 9-0.

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Commissioner Downes stated for the record that the bidder for Contract #WWD-14-02, Downes Tree Service Inc., is not related to him.

10846. AWARD OF CONTRACT #WWD-14-02- OBSTRUCTION REMOVAL ON AND OFF AIRPORT, PHASE II, CAPE MAY AIRPORT

The COO noted that a public bid opening was held on June 26, 2014, in which one (1) bid was received. The COO and the Projects Committee recommended that the Base Bid and Add Alternate #1 be awarded to Downes Tree Service, Inc. of Hawthorne, NJ, in the total amount of \$442,780.00 (\$318,200 Base Bid; \$124,580 Alt #1).

A motion to award Contract #WWD-14-02 was made by Commissioner Smith, seconded by Commissioner Wilson, and approved by a voice vote of 9-0.

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10847. AWARD OF CONTRACT #ILG-12-01 RECONSTRUCT TAXIWAY "B" & "E", NEW CASTLE AIRPORT

The COO noted that a public bid opening was held on July 8, 2014, in which three (3) bids were received. The COO and the Projects Committee recommended the contract be awarded to the lowest responsive bidder, Diamond Materials of Wilmington, DE, in the amount of \$4,637,142.42.

A motion to award Contract #ILG-12-01 was made by Commissioner Murphy, seconded by Commissioner Smith, and approved by a voice vote of 9-0.

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10848. CLOSE-OUT CONTRACT #CMA-05-01-02, REHABILITATE TAXIWAY "G" & T-HANGAR TAXI LANES, CAPE MAY AIRPORT

On July 19, 2012 Contract No. CMA-05-01-02, Rehabilitate Taxiway "G" & T-Hangar Taxilanes, was awarded to South State, Inc., of Bridgeton, New Jersey for the bid price of \$1,095,712.00.

During the contract period Change Order No's. 1-4 were approved for the project.
Subtract: \$118,326.98.

It is recommended that the Authority accept the project and make final payment to the contractor. The total price for this project is \$977,385.02

A motion to close-out Contract CMA-05-01-02 was made by Commissioner Lowe, seconded by Commissioner Murphy, and approved by a voice vote of 9-0.

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10849. CHAIRPERSON’S CALL FOR RESOLUTIONS BEFORE THE BOARD

RESOLUTION 14-22 - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1, 2014 THROUGH DECEMBER 31, 2014

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
PROJECTED VENDORS TO BE PAID OVER \$25,000
OPERATION EXPENDITURES
FOR THE PERIOD 1/1/14 THROUGH 12/31/14

VENDOR	SERVICE DESCRIPTION	DETERMINATION	APPROX. ESTIMATED \$
Eastern Aviation Fuels, Inc.	Avgas for Resale at Delaware Airpark (33N)	Quotes	\$20,000
Epic Aviation, LLC	Avgas for Resale at Delaware Airpark (33N)	Quotes	\$80,000
G.A. Blanco and Sons, Inc.	Office Furniture for DMB Administration Bldg. Renovation	State Contract	\$30,000
Kent Oil Co.	Avgas for Resale at Delaware Airpark (33N)	Quotes	\$20,000
Roberts Oxygen Co., Inc.	Welding Tools, Parts, Repairs, Supplies and Gases for CMLF	Quotes	\$30,000
Tipton Communications	ILG Redesign, Banner Ads, Social Media Promotions, and Terminal Kickoff Events; CMLF Website and E-Newsletters	Professional Service	\$40,000

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

A motion to approve Resolution 14-22 was made by Commissioner Downes, seconded by Commissioner Smith, and approved by a roll call vote of 9-0.

Resolution 14-22 Executive Summary Sheet

Resolution: Authorizing Authority Expenditures Pursuant to Resolution 01-84 for the period January 1, 2014 through December 31, 2014.

Committee: Budget & Finance

Committee and Board Date: July 15, 2014

Purpose of Resolution:

Authorizes the expenditure of \$25,000 or greater with the identified vendors for the 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.

Background for the specific purchase:

Avgas for Resale at Delaware Airpark (33N)

The Authority solicits quotes for supply and delivery of aviation gasoline (avgas) to ensure that it is paying the lowest available market price. Epic Aviation, LLC, Kent Oil Co. and Eastern Aviation Fuels, Inc. have been identified as having the service ability to routinely deliver avgas in small container loads (33N storage capacity is limited to 5,000 gallons) at competitive rates. The DRBA solicits quotes from each company for each avgas purchase and selects the vendor quoting lowest price. Since it is impossible to predict which vendor will be offering the best spot rate at any time during the year, all three vendors have been added as possible fuel suppliers and will be contacted for quotes corresponding with our avgas needs.

Welding Tools, Parts, Repairs, Supplies and Gases for CMLF

The Authority relies on several local firms for quotes for the routine welding supplies, repairs and equipment needed periodically throughout our CMLF facilities. Cumulative annual purchases from Roberts Oxygen are nearing the threshold and the Authority wishes to continue use this firm, which has proven to be the lowest-cost option, for future quotes. The firms contacted for quotes for all welding-related purchases made this year include Roberts Oxygen, South Jersey Welding Supply and Keen Welding.

Office Furniture for DMB Administration Bldg. Renovation

The DMB Administrating Building east wing is currently undergoing renovation and will require new office furniture to outfit the finished space. These supplies are being provided by G.A. Blanco and Sons, Inc. in accordance with their State Contract price.

ILG Website, Banner Ads, Social Media Promotions, and Terminal Kickoff Events; CMLF Website and E-Newsletters

The Authority plans to continue to request professional services from Tipton Communications for website design, banner ads, social media promotions, and new-destination kickoff events (ATL and DTW) at Wilmington Airport (ILG); and Website and E-Newsletters services for the Cape May-Lewes Ferry. Tipton has also been instrumental in selecting Content Management Software (CMS) for the Authority. Tipton provides training on the CMS system and provides system expertise when the Authority is not utilizing internal resources. This professional service is not expected to exceed \$50,000 thus competitive proposals are not required.

Background for the Determination category:

Professional Service:

Resolution 98-31, as amended by Resolution 09-52, Part 1.a., specifies that the public advertisement requirement for a professional service contract is effective only if the value of the service is expected to exceed \$50,000. Likewise, Resolution 98-31, as amended by Resolution 01-84, specifies that the Authority shall not enter into any contract committing the Authority to spend \$25,000 or more unless the expenditure has first been approved by a vote of Commissioners. This expenditure falls within the \$25,000-50,000 range.

Quotes:

Quotes items are purchases with a particular vendor that, in aggregate, are anticipated to cost between \$25,000 and \$49,999 during this calendar year. Resolution 98-31 (paragraph 4) provides that “contracts for materiel, supplies and non-professional services, if 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...”

State Contract:

Resolution 98-31, as amended by Resolution 11-36 (paragraph 2, subsection a) provides that, “[t]his [competitive bidding] 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.”

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RESOLUTION 14-23 – AUTHORIZES AN AGREEMENT BETWEEN THE AUTHORITY AND WILLIS OF DELAWARE, INC. TO PROVIDE PROFESSIONAL INSURANCE BROKERAGE AND CONSULTING SERVICES TO THE DELAWARE RIVER AND BAY AUTHORITY

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is a bi-state Authority of the State of Delaware and the State of New Jersey that owns, operates and controls the Delaware Memorial Bridge, Cape May-Lewes Ferry, Delaware City-Salem Ferry, and five (5) regional airports; and

WHEREAS, the Authority desires to enter into a Services Agreement (“Agreement”) to receive professional insurance brokerage and consulting services for all non-personnel insurance coverage, for a base term of three (3) years with the option to extend the Agreement for an additional period of one (1) year after the date of expiration of the base term, such renewal to be authorized by the originating committee with the consent of the Chairperson and Vice Chairperson of the Board of Commissioners; and

WHEREAS, the Authority publicly advertised a Request for Proposals (“RFP”) for the required services in compliance with Resolution 98-31, as amended, which governs the Authority’s procedure for the procurement of professional services; and

WHEREAS, the Authority received and evaluated five (5) proposals pursuant to the aforementioned requirements; and

WHEREAS, the Authority short-listed two (2) firms and conducted oral interviews with those firms; and

WHEREAS, Willis of Delaware, Inc. (“Willis”) was designated as the highest ranking firm following final evaluation; and

WHEREAS, the Authority conducted an analysis of the cost of the proposed services and negotiated with Willis for the services to be provided at a compensation determined to be fair and reasonable; and

WHEREAS, the Budget & Finance Committee reviewed this recommendation and concurs with the evaluation.

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of an Agreement with Willis to provide such professional insurance brokerage and consulting services to the Authority and to have such Agreement, with the advice and consent of Counsel, executed by the Chairperson, Vice-Chairperson and Executive Director.

A motion to approve Resolution 14-23 was made by Commissioner Smith and seconded by Commissioner Wilson. With Commissioner Hogan voting “no”, Resolution 14-23 was approved by a roll call vote of 8 yes and 1 no.

Resolution 14-23 Executive Summary Sheet

Resolution: Authorizes an agreement between the Authority and Willis of Delaware, Inc. to provide professional insurance brokerage and consulting services to the Delaware River and Bay Authority

Committee: Budget & Finance Committee

Committee Date: July 15, 2014

Board Date: July 15, 2014

Purpose of Resolution:

To authorize an agreement with Willis of Delaware, Inc. (“Willis”) to provide professional insurance brokerage and consulting services for all non-personnel insurance coverage Authority-wide.

Background for Resolution:

The proposed Resolution meets the requirements of Resolution 98-31, as amended, which governs the procedure for the procurement of professional services, materiel and supplies, construction and construction management contracts, and transfer of funds.

The Authority received and evaluated proposals submitted by the following five (5) firms, and short-listed* two (2) of those firms:

- AON*
- Arthur J. Gallagher & Co. (The McIntyre Group)
- Connor Strong & Buckelew
- Lyons Companies
- Willis of Delaware, Inc.*

The Authority conducted oral interviews with the two short-listed firms and utilized final evaluation criteria to establish a ranked list of firms for award, with Willis of Delaware, Inc. being identified as the first-ranked firm following the interviews. The Authority opened and reviewed the cost proposal submitted by Willis of Delaware, Inc., conducted an analysis of the cost of the proposed services and negotiated for the services to be provided at rates determined to be fair and reasonable.

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RESOLUTION 14-24 AUTHORIZES A LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND A PLACE ON EARTH, INC. AT THE CAPE MAY AIRPORT

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

WHEREAS, A Place on Earth, Inc. (“A Place on Earth”) desires to lease approximately 3,000 square feet of warehouse/store front space located in Unit 1 Building 96 at the Cape May Airport; and

WHEREAS, A Place on Earth has agreed to pay the Authority annual rent in the amount of Fourteen Thousand Four Hundred dollars (\$14,400.00); and

WHEREAS, the initial term of the lease shall be for three (3) years; and

WHEREAS, rent shall increase during the year two (2) of the initial term to Eighteen Thousand dollars (\$18,000.00) and in year three (3) of the initial term to Twenty One Thousand dollars (\$21,000.00); and

WHEREAS, A Place on Earth shall have the option of renewing the Lease Agreement for two (2) one (1) year periods; and

WHEREAS, rent during each renewal period shall increase by the annual Consumer Price Index (CPI).

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

A motion to approve Resolution 14-24 was made by Commissioner Dorn, seconded by Commissioner Wilson, and approved by a roll call vote of 9-0.

Resolution 14-24 Executive Summary

Resolution: Authorizing the Execution of a Lease Agreement between the Delaware River and Bay Authority and A Place on Earth, Inc., regarding the Cape May Airport

Committee: Economic Development

Committee Date: July 15, 2014

Board Date: July 15, 2014

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

Background for Resolution:

The Delaware River and Bay Authority operates Building 96 located in the Cape May Airport Industrial Park. A Place on Earth, Inc. wishes to lease Unit 1 in Building 96 in order to operate a soap/lotion manufacturing and retail shop. A Place On Earth Inc. currently has a location on the Washington Street Mall in Cape May but requires more space in order to expand and grow their business. The lease price is comparable with all recent leases done for similar space within Building 96.

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RESOLUTION 14- 25 - AUTHORIZING THE SALE OF THE RIVERFRONT MARKET LOCATED IN WILMINGTON, DELAWARE

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is the owner of real property situate in the City of Wilmington, New Castle County, Delaware, located on the

Christina Riverfront known as 3 Orange Street (the “Property”), said lot being comprised of acres identified as tax parcel 26-043.00.005; and

WHEREAS, the Authority has determined that it is in its best interest to sell the property; and

WHEREAS, the Riverfront Development Corporation of Delaware (the “RDC”) has made an offer of Two Million, One Hundred Thousand dollars (\$2,100,000.00) to purchase the Property; and

WHEREAS, the Authority has received an updated appraisal identifying the offer as meeting the Fair Market Value of the property; and

WHEREAS, the Authority desires to sell the real estate property to the RDC for the purchase price of \$2,100,000.00.

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to negotiate the terms and conditions of an Agreement of Sale (the “Agreement”) to effect the sale of the property and to have the Agreement and all associated documents related to and required to consummate the sale, with the advice and consent of Counsel, executed by the Chairperson, Vice Chairperson, and the Executive Director.

A motion to approve Resolution 14-25 was made by Commissioner Murphy, seconded by Commissioner Dorn, and approved by a roll call vote of 9-0 .

Resolution 14-25 Executive Summary

Resolution: Authorizing the Execution of an Agreement of Sale between the Delaware River and Bay Authority and the Riverfront Development Corporation of Delaware (RDC) in the City of Wilmington

Committee: Economic Development

Committee Date: July 15, 2014

Board Date: July 15, 2014

Purpose of Resolution: To permit the Executive Director, Chairman and Vice Chairman to execute and deliver an Agreement of Sale for property in the City of Wilmington.

Background for Resolution:

The Delaware River and Bay Authority owns and operates the Riverfront Market in the City of Wilmington. The RDC was created in 1995 with the purpose of overseeing the futures of the Christina and Brandywine Rivers and to create economic vitality along the rivers. As part of this mission, the RDC wishes to purchase the property. The property was appraised in 2011 and the purchase price is in line with the appraisal.

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RESOLUTION 14-26 AUTHORIZES A LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND WORLDWIDE TURBINES, LLC AT THE MILLVILLE AIRPORT

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

WHEREAS, Worldwide Turbines, LLC (“Worldwide”) desires to lease approximately 64,886 square feet of warehouse/shop space located at 100 Bogden Blvd. in the building commonly referred to as the Dallas Airmotive Main Plant; and

WHEREAS, Worldwide has agreed to pay the Authority annual rent in the amount of Seventy-Seven Thousand Eighty-Eight dollars (\$77,088.00); and

WHEREAS, the initial term of the lease shall be for five (5) years; and

WHEREAS, Worldwide shall have the Right of First Refusal to lease additional space in the Dallas Airmotive Main Plant during the term of this lease.

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

A motion to approve Resolution 14-26 was made by Commissioner Murphy, seconded by Commissioner Smith, and approved by a roll call vote of 9-0.

Resolution 14-26 Executive Summary

Resolution: Authorizing the Execution of a Lease Agreement between the Delaware River and Bay Authority and Worldwide Turbines, LLC, regarding the Millville Airport

Committee: Economic Development

Committee Date: July 15, 2014

Board Date: July 15, 2014

Purpose of Resolution: To permit the Executive Director, Chairman and Vice Chairman to execute and deliver a lease agreement for space at the Millville Airport.

Background for Resolution:

The Delaware River and Bay Authority operates a building located at the Millville Airport previously occupied by Dallas Airmotive. Worldwide Turbines, Inc. was a subtenant of Dallas Airmotive before their lease expired. Worldwide Turbines, LLC would like to remain in the facility and continue to operate at the Millville Airport. We have had a recent appraisal of the facility completed and the rental rate is reflective the fair market value for the facility.

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Commissioner Murphy left the meeting.

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10850. EXECUTIVE DIRECTOR’S COMMENTS

Executive Director Green briefed the Board on the activities in and around the Authority including Jim Salmon’s fine job in putting together a distribution of the press coverage of the CMLF 50th anniversary and, along with Rhona Bronson, Jim had the 1964 addition of the Cape May County Gazette reprinted featuring the launching of the CMLF; the Annual Report prepared by Jim Salmon is now on a thumb drive and will be distributed shortly; Biking on the Lewes trail from the Lewes Ferry to Rehoboth; September 16 & 17 will be the Commissioners Retreat; October 3rd is scheduled for the Employee’s Recognition Dinner; photos of the Freedman Highway dedication with Commissioner Ford and Governor Markell; the marking of Frontier’s 200,000th passenger; former Executive Director William

Miller at his live WHY Y broadcast in celebration of the CMLF 50th anniversary; pictures were shown of the events on the Cape May and Lewes Terminals during the Ferry's anniversary.

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10851. COMMISSIONERS PUBLIC FORUM

Chairperson Hogan called for comments from the public and the Commissioners.

Christopher Field, FOP Representative, spoke. He stated that Resolution 14-11 authorizing the assignment of a hearing officer during a disciplinary action does not cover union employees and that he has not received a response to his request to bring sergeants into the union. He is eager to sit down and discuss these matters with Authority representatives.

Anna Marie Gonnella Rosato, Administrator, Marketing & Governance, spoke. She stated that when Board members return in the fall she will have been retired. Anna Marie then noted some of her most prominent accomplishments at the Authority and wished everyone well.

After the applause, Commissioners Dorn, Smith, and Hogan wished Anna Marie well.

Commissioner Smith stated that the 50th anniversary video produced by WHY Y was great and thanked everyone involved in its making.

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There being no further business, a motion to adjourn was made by Commissioner Dorn, seconded by Commissioner Smith, and unanimously carried by a voice vote of 9-0

The meeting was adjourned at 12:45 p.m.

Respectfully submitted,

THE DELAWARE RIVER AND BAY AUTHORITY

Frank W. Minor
Assistant Secretary