

**10734. RESOLUTION 13-39 CONSOLIDATING STANDING RESOLUTIONS RELATING TO THE OPERATION OF AUTHORITY FACILITIES**

WHEREAS, The Delaware River and Bay Authority (the “Authority”) adopted Resolution 96-02 (amended by 97-12 and 09-16), authorizing the Executive Director of the Authority or his/her designee to execute and deliver, with the advice of counsel as appropriate, certain certificates, agreements, leases, contracts, as he/she may deem necessary or appropriate in connection with the operation of the New Castle County Airport; and

WHEREAS, the Authority adopted Resolution 01-32 (amended by 10-22), authorizing the Executive Director of the Authority or his/her designee to execute and deliver, with the advice of counsel as appropriate, certain certificates, agreements, leases, contracts, as he/she may deem necessary or appropriate in connection with the operation of Delaware Airpark; and

WHEREAS, the Authority adopted Resolution 99-69 (amended by 10-22), authorizing the Executive Director of the Authority or his/her designee to execute and deliver, with the advice of counsel as appropriate, certain certificates, agreements, leases, contracts, as he/she may deem necessary or appropriate in connection with the operation of Cape May County Airport ; and

WHEREAS, the Authority adopted Resolution 99-70 (amended by 10-22), authorizing the Executive Director of the Authority or his/her designee to execute and deliver, with the advice of counsel as appropriate, certain certificates, agreements, leases, contracts, as he/she may deem necessary or appropriate in connection with the operation of the Millville Municipal Airport ; and

WHEREAS, the Authority adopted Resolution 99-71 (amended by 10-22), authorizing the Executive Director of the Authority or his/her designee to execute and deliver, with the advice of counsel as appropriate, certain certificates, agreements, leases, contracts, as he/she may deem necessary or appropriate in connection with the operation of the Civil Air Terminal ; and

WHEREAS, the Authority adopted Resolution 06-04 which authorizes the Executive Director to execute License, Event and Program Agreements and other agreements related to tourism and special events at all authority facilities.

WHEREAS, the Authority desires to respond in a commercially reasonable manner to the business needs of Authority operations and desires to authorize the Executive Director or his/her designee to execute and deliver with the advice of counsel as appropriate similar documents in connection with all of the Authority’s facilities and business units;

WHEREAS, it is in the best interest of the Authority to rescind Resolutions 96-2, 97-12, 99-69, 99-70, 99-71, 01-32, 06-04, 09-16 and 10-22 and replace them with one comprehensive Resolution to clarify the Executive Director's authority across all of its' facilities and business units.

NOW THEREFORE BE IT RESOLVED, that Resolutions 96-2, 97-12, 99-69, 99-70, 99-71, 01-32, 06-04, 09-16 and 10-22 are hereby rescinded and replaced with this new resolution as follows::

Section 1. Authorized Representative. The Executive Director or his/her designee is hereby appointed Authority Representative with full power and authority to execute and deliver, with the advice of counsel as appropriate, any of the following certificates, agreements, leases, contracts and other documents as he/she may deem necessary or appropriate in connection with the operation of all of the Authority's facilities and business units:

- (a) Lease-Related Documents: Leases of T-hangar space or space in the Terminal Building or the Riverfront Market; consents to assignments by tenants of their leasehold interests and other consents requested by various tenants; notices to tenants under tenant leases, including without limitation, notices of default, late payment, increases in rent or other escalations; such affidavits, certificates complaints or other documents necessary in connection with the eviction or commencement of summary proceedings against defaulting T-hangar or Terminal Building tenants; and such amendments, modifications and extensions of tenant leases which do not materially adversely affect the stream of income from such leases.
- (b) Documents relating to the Authority as Mortgagee: Such notices, satisfactions, partial releases, termination statements, settlement agreements and deed in lieu of foreclosure agreements as may be necessary or appropriate in connection with any mortgages held by the Authority as mortgagee thereunder.
- (c) Contracts for Services: Such contracts and agreements between the Authority and contractors providing services to any Authority facilities, including without limitation, garbage and refuse removal, extermination and gas delivery, provided the contract amount payable by the Authority under any given contract or agreement does not exceed Twenty-Five Thousand Dollars (\$25,000.00).
- (d) Contracts for Capital Improvements: Such contracts or agreements relating to capital improvements at any Authority facilities as the Executive Director shall deem necessary or appropriate provided that (i) such capital improvements can be performed by employees of the Authority or (ii) the contract amount payable by the Authority under any given contract or agreement does not exceed Twenty-Five Thousand Dollars (\$25,000.00).

- (e) License, Event and Program Agreements: License, Event and Program agreements and other agreements related to tourism and special events at all Authority facilities.
- (f) Planning and Grant Documents: Such plans, affidavits, certificates, agreements commissioning appraisals and other reports, easement agreements and other documents which are required or appropriate in connection with obtaining planning approvals and/or the subdivision and development of various portions of Authority facilities; and applications, amendments, agreements, certificates contracts or other required documents in connection with any federal, state or local grant programs.
- (g) Short-Term Revenue Generating Documents: Except as otherwise specifically provided in (a) through (f) above, leases and other agreements or contracts that generate revenue for the Authority; provided such leases, agreements or contracts are for a period of twelve (12) months or less.
- (h) Miscellaneous; Such certificates, affidavits, agreements, contracts and other documents which the Executive Director shall deem necessary and/or appropriate in connection with the ordinary course of operation of all authority facilities.
- (i) Any agreement, contract or lease executed pursuant to the authority granted in sections (g) and (h) above, shall not be renewed or extended beyond a term of twelve (12) months without prior review and approval by the Commissioners of the Authority.
- (j) Any agreement, contract or lease executed pursuant to the authority granted in sections (a) through (h) above for the procurement of professional services, materiel and supplies, construction and construction management contracts and transfer of funds shall be made in accordance with the provisions of Resolution 98-31 (as amended).
- (k) The Executive Director or his/her designee shall report at each monthly meeting as to the execution of any such agreement entered into within the prior 30 days.

Section 2. Effective Date: This Resolution shall take effect immediately upon its passage.

A motion to approve Resolution 13-39 was made by Commissioner Lowe, seconded by Commissioner Traynor, and approved by a roll call vote of 10-0.

## **Resolution 13-39 Executive Summary Sheet**

**Resolution:** Resolution 13-39 – Amending Standing Resolutions Relating To The Operation of Authority Facilities

**Committee:** Economic Development

**Committee Date:** September 17, 2013

**Board Date:** September 17, 2013

**Purpose of Resolution:**

Resolution 13-39 formally consolidates various standing resolutions relating to the operation of Authority Facilities

**Background for Resolution:**

The Authority has adopted numerous Resolutions authorizing the Executive Director or his/her designate to execute various documents related to the routine operations of Authority facilities. However, these resolutions were done piecemeal each time another issue arose, leading to overlapping and sometimes conflicting Resolutions depending upon the particular business unit or location affected. In order to streamline the Authority's operations and clarify the limits of the Executive Director's Authority, this Resolution is being adopted to have one Resolution that sets forth clearly and concisely what can be done across all the Authority's facilities. Section 1, paragraphs (a)-(f) and paragraph (h) contain the same language as in the underlying resolutions, but instead of applying to only one location, make clear that they apply to all Authority locations and business units. In addition, a distinction has been made between the handling of planning and grant documents and other documents necessary for ordinary Authority operations. Section 1, paragraph g has been expanded to allow short-term revenue generating leases of up to one year. The prior resolutions allowed short-term revenue generating leases of up to 90 days. The Authority has found that this 90-day time-frame is not commercially viable and increasing this to one-year will allow the Authority to act more appropriately to respond to business needs. Section 1, paragraphs (i) through (k) contain new language to ensure that the Commissioners are kept fully informed when the Executive Director is exercising his delegated authority and that the delegated authority is exercised in conformance with purchasing controls already set forth in Resolution 98-31 (as amended).