

**MINUTES OF MEETING
THE DELAWARE RIVER AND BAY AUTHORITY
Tuesday, June 17, 2014
James Julian Boardroom
Delaware Memorial Bridge Plaza
New Castle, Delaware 19720**

The meeting convened at 11:45am with Chairperson Hogan presiding.

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

It was noted that Commissioner James L. Ford, III from Lewes, Delaware, had been sworn in as a member of the Board of Commissioners at the beginning of the committee meetings. Commissioner Ford replaced Mr. Fernando Guajardo who resigned last month.

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
Douglas Van Sant
Shirley R. Wilson

William E. Lowe, Vice-Chairperson
Richard Downes
James L. Ford, III
Samuel E. Lathem
Terri C. Murphy
Gary F. Traynor

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Chairperson Hogan called for the acceptance of the Agenda.

Commissioner Lowe motioned to accept the Agenda, seconded by Commissioner Downes, and the motion carried by a voice vote of 12-0

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10826. APPROVAL OF THE MAY 20, 2014 MINUTES

Commissioner Downes motioned to approve the May 20, 2014 meeting minutes, seconded by Commissioner Murphy, and unanimously approved by a voice vote of 12-0.

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10827. 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 May.

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

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10828. 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 May 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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10829. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The DOF presented a chart for May 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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10830. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The DOF presented a chart for the month of May 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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10831. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION (MARKET VALUE) AS OF MAY 31, 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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10832. 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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10833. PUBLIC COMMENT ON ACTION ITEMS

Chairperson Hogan noted that there are four (4) Resolutions 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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10834. CHAIRPERSON'S CALL FOR RESOLUTIONS BEFORE THE BOARD

RESOLUTION 14-18 - 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 \$
C&A Sportswear	Various Clothing for Employee Uniforms and for Retail	Pending B&F Approval	\$42,000
Century Engineering, Inc.	US9/Freeman Highway At-Grade Rail Crossing Replacement Design, Lewes	Professional Services	\$43,000
Federal Aviation Administration (FAA)	Relocation of Glide Slope on Runway 01 at ILG	Sole Source	\$46,000
Winner Ford	Four (4) Replacement Vehicles	State Contract	\$165,000

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 14-18 was made by Commissioner Lathem, seconded by Commissioner Traynor, and approved by a roll call vote of 12-0.

Resolution 14-18 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: June 17, 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 purchases:

Various Clothing for Employee Uniforms and for Retail

The Authority utilizes C&A Sportswear to supply Cape May-Lewes Ferry and On the Rocks logo apparel for our CMLF Food & Retail, Marine and Customer Service departments. The estimated cost of the employee uniforms and retail goods supplied by C&A Sportswear throughout 2014 is expected to be approximately \$42,000. Part of this cost includes a 50th Anniversary logo “Crew” polo shirt to be provided to each permanent staff member. Before it was determined that expenditures would exceed the \$25K threshold, the Authority solicited and received one quote from a local vendor and determined that C&A Sportswear offered better value and quality. The timing of this matter requires the use of this particular vendor, furthermore, choosing to switch vendors at this point would likely lead to quality issues and nonconforming products.

Respectfully, the Budget and Finance Committee is asked, in consideration of the overall procurement process, our need for uniformity in goods specific to this purchase, and the unique needs of the Authority, to authorize a one-time waiver of the \$25,000 threshold, applicable to this specific vendor and during this year 2014 only.

US9/Freeman Highway At-Grade Rail Crossing Replacement Design, Lewes

The Authority owns and maintains Freeman Highway, including the railroad crossing, as a thoroughfare to the Lewes Terminal. Ownership of the rail line lies with Delaware Transit Corporation, a division of DelDOT, who leases the line to Delaware Coast Line Railroad (DCLR). The Authority is engaging Century Engineering to provide the professional services necessary to develop final plans for the replacement of the existing Highway/Rail at-grade crossing. Services to be performed include field surveys, final plans, and utility coordination. Century Engineering has more than 25 years of experience within the State of Delaware for railroad crossing improvements. Century’s experience in this line of work will serve to expedite design and cut the review time required by the other stakeholder agencies. The proposed cost is approximately \$43,000.

Relocation of Glide Slope on Runway 01 at ILG

The Authority is entering into a reimbursable agreement with the FAA to perform the review of a DRBA-provided design package for the Relocation of Guide Slope on Runway 01 at New Castle Airport. The design review is to ensure conformance with FAA design standards. The DRBA (sponsor) is responsible for prepaying the entire estimated cost of the agreement.

Four (4) Replacement Vehicles

The DRBA evaluates its vehicles and equipment for replacement according to written replacement criteria. The Authority has determined that four (4) Ford trucks with snow plows have exceeded their useful life and meet the written replacement criteria as set by the Authority. Each of the four vehicles will be replaced with a similar model and sold at public auction. Winner Ford holds a state contract to supply the vehicles and offers the Authority pricing pursuant to said state contract. The estimated cost of this purchase is \$165,000.

Background for Determination category:

Pending B&F Approval:

Resolution 98-31, part 3: “The Budget and Finance Committee in consideration of the overall procurement process, operational needs and issues, the need for uniformity and continuity in materiel and services required by the Authority, the unique and special needs of the Authority including, but not limited to, the desirability of owner furnished materiel and supplies in vessel repair, maintenance, renovation and rehabilitation, may increase or waive the thresholds established in paragraphs 1 and 2 of this Resolution, and shall report their action at the next meeting of the Commissioners.”

Professional Services:

Resolution 98-31, as amended by Resolution 09-52, Part 1.a., specifies that the public advertisement requirement and qualifications-based selection process for procuring professional services are to be instituted if the value of the service is expected to exceed \$50,000. 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 professional service expenditure falls within the \$25,000-50,000 range.

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.”

Sole Source:

Sole source means that a single vendor is uniquely qualified to meet the Authority’s procurement objective. Some examples include any product or service that is the only one that will meet a need and can only be purchased from one source, products specifically required for use in conjunction with a grant or contract, products or services controlled or mandated by a local utility, government or exclusive distributor. Resolution 98-31 (paragraph 2, subsection f) provides that, “[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”.

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RESOLUTION 14-19 - LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND MICHELLE L. JACKSON OR A NJ LIMITED LIABILITY COMPANY TO BE FORMED.

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

WHEREAS, Michele L. Jackson (“Michele Jackson”) wants to lease approximately 1,200 square feet of space in a building commonly referred to as Building 21; and

WHEREAS, Michele Jackson has agreed to pay the Authority annual rent in the amount of Four Thousand Eight Hundred 00/100 Dollars (\$4,800.00); and

WHEREAS, the initial term of this agreement shall be for one (1) year; and

WHEREAS, Michele Jackson shall have the initial option of renewing the Lease Agreement for four (4) additional one (1) year periods and if there has been no default by the Tenant, two (2) additional five (5) year periods; and

WHEREAS, rent during the entire initial option and both additional renewal period shall be adjusted annually by the Consumer Price Index (CPI); and

WHEREAS, rent shall be adjusted at the beginning of each of the additional renewal periods to the Fair Market Value (FMV)

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

A motion to approve Resolution 14-19 was made by Commissioner Wilson, seconded by Commissioner Downes, and approved by a roll call vote of 12-0.

Resolution 14-19 Executive Summary

Resolution: Authorizing the Execution of a Lease Agreement between the Delaware River and Bay Authority and Michele L. Jackson or a NJ Limited Liability Company to be formed at the Millville Airport

Committee: Economic Development

Committee Date: June 17, 2014

Board Date: June 17, 2014

Purpose of Resolution:

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

Background for Resolution:

The Delaware River and Bay Authority operates an office/shop facility located at the Millville Airport commonly referred to as Building 21. The building is currently vacant and is being rented “as-is”. Ms. Jackson will be operating a retail establishment that will sell military antiques and antique firearms. The proposed use has been reviewed and approved by the Airport Operations Staff for TSA compliance and the DRBA Police for any additional concerns. Any required upgrades to the facility are the responsibility of the tenant. Ms. Jackson has operated an additional facility in Mays Landing for three years.

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Commissioner Mroz noted that at one time or another, he or his firm had represented one or more of the engineering firms that have submitted proposals and therefore, has recused himself from voting on Resolutions 14-20 and 14-21.

RESOLUTION 14-20 – AUTHORIZES AN AGREEMENT BETWEEN THE AUTHORITY AND HNTB CORPORATION TO PROVIDE PROFESSIONAL GENERAL ENGINEERING CONSULTING SERVICES FOR THE DELAWARE MEMORIAL BRIDGE, FIRST AND SECOND STRUCTURES

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 operates and maintains the Delaware Memorial Bridge (“DMB”) located in New Castle County, Delaware, and in Salem County, New Jersey; and

WHEREAS, the Authority seeks to engage two (2) qualified consultants who will each provide professional “on-call” general engineering consulting (“GEC”) services for the DMB - First and Second Structures; and

WHEREAS, the Authority wishes to enter into an individual Services Agreement (“Agreement”) with each of the selected consultants,

WHEREAS, each individual Services Agreement to provide “on-call” GEC services for the DMB shall have a base term of four (4) years with the option to extend the Agreement for an additional period of two (2) years after the 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; and

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

WHEREAS, the Authority received and evaluated seven (7) proposals pursuant to the aforementioned public advertisement; and

WHEREAS, the Authority short-listed three (3) firms and conducted oral interviews with those firms; and

WHEREAS, HNTB Corporation (“HNTB”) was designated as one (1) of the two (2) highest-ranking firms following final evaluation; and

WHEREAS, the Authority conducted an analysis of the scope, complexity and cost of the GEC services proposed by HNTB and negotiated with HNTB to provide such services at compensation determined to be fair and reasonable; and

WHEREAS, the estimated budget for such services to be provided by HNTB is \$1,250,000 annually with a not-to-exceed limit of \$5,000,000 during the four (4) year base term and a not-to-exceed limit of \$2,500,000 during the optional two (2) year extension term; and

WHEREAS, the Projects Committee reviewed this recommendation and concurs with the evaluation; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of a Services Agreement with HNTB to provide such GEC services for 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 14-20 was made by Commissioner Lowe, seconded by Commissioner Lathem. With Commissioner Mroz abstaining as previously noted, Resolution 14-20 was approved by a roll call vote of 11 yes, 0 no, and 1 abstention.

Resolution 14-20 Executive Summary Sheet

Resolution: Authorizes an agreement between the Authority and HNTB Corporation to provide professional general engineering consulting (“GEC”) services for the Delaware Memorial Bridge, First and Second Structures

Committee: Projects

Committee Date: June 17, 2014

Board Date: June 17, 2014

Purpose of Resolution:

To authorize an agreement with HNTB Corporation to provide professional “on-call” general engineering consulting (“GEC”) services for the Delaware Memorial Bridge, First and Second Structures.

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.

The Authority received and evaluated technical proposals submitted by the following seven (7) firms, and short-listed* three (3) of those firms:

AECOM*
HNTB Corporation*
Johnson, Mirmiran & Thompson
Pennoni Associates, Inc.
STV Incorporated
URS Corporation
WSP USA Corp*

The Authority conducted oral interviews with the three short-listed firms and utilized final evaluation criteria to establish a ranked list of firms for award, with HNTB Corporation being identified as one of the top two highest-ranked firms following the interviews. The Authority requested and received the HNTB cost proposal, conducted an analysis of the proposed costs of the services and negotiated for the services to be provided at rates determined to be fair and reasonable.

The not-to-exceed limit during the four (4) year base term is \$5,000,000. The not-to-exceed limit during the optional two (2) year extension term is \$2,500,000.

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RESOLUTION 14-21 – AUTHORIZES AN AGREEMENT BETWEEN THE AUTHORITY AND WSP USA CORP. TO PROVIDE PROFESSIONAL GENERAL ENGINEERING CONSULTING SERVICES FOR THE DELAWARE MEMORIAL BRIDGE, FIRST AND SECOND STRUCTURES

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 operates and maintains the Delaware Memorial Bridge (“DMB”) located in New Castle County, Delaware, and in Salem County, New Jersey; and

WHEREAS, the Authority seeks to engage two (2) qualified consultants who will each provide professional “on-call” general engineering consulting (“GEC”) services for the DMB - First and Second Structures; and

WHEREAS, the Authority wishes to enter into an individual Services Agreement (“Agreement”) with each of the two (2) selected consultants,

WHEREAS, each individual Services Agreement to provide “on-call” GEC services for the DMB shall have a base term of four (4) years with the option to extend the Agreement for an additional period of two (2) years after the 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; and

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

WHEREAS, the Authority received and evaluated seven (7) proposals pursuant to the aforementioned public advertisement; and

WHEREAS, the Authority short-listed three (3) firms and conducted oral interviews with those firms; and

WHEREAS, WSP USA Corp. (“WSP”) was designated as one (1) of the two (2) highest-ranking firms following final evaluation; and

WHEREAS, the Authority conducted an analysis of the scope, complexity and cost of the GEC services proposed by WSP and negotiated with WSP to provide such services at compensation determined to be fair and reasonable; and

WHEREAS, the estimated budget for such services to be provided by WSP is \$1,250,000 annually with a not-to-exceed limit of \$5,000,000 during the four (4) year base term and a not-to-exceed limit of \$2,500,000 during the optional two (2) year extension term; and

WHEREAS, the Projects Committee reviewed this recommendation and concurs with the evaluation; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of a Services Agreement with WSP to provide such GEC services for 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 14-21 was made by Commissioner Lowe, seconded by Commissioner Lathem. With Commissioner Mroz abstaining as previously noted, Resolution 14-21 was approved by a roll call vote of 11 yes, 0 no, and 1 abstention.

Resolution 14-21 Executive Summary Sheet

Resolution: Authorizes an agreement between the Authority and WSP USA Corp. to provide professional general engineering consulting (“GEC”) services for the Delaware Memorial Bridge, First and Second Structures

Committee: Projects

Committee Date: June 17, 2014

Board Date: June 17, 2014

Purpose of Resolution:

To authorize an agreement with WSP USA Corp. to provide professional “on-call” general engineering consulting (“GEC”) services for the Delaware Memorial Bridge, First and Second Structures.

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.

The Authority received and evaluated technical proposals submitted by the following seven (7) firms, and short-listed* three (3) of those firms:

- AECOM*
- HNTB Corporation*
- Johnson, Mirmiran & Thompson
- Pennoni Associates, Inc.
- STV Incorporated
- URS Corporation
- WSP USA Corp*

The Authority conducted oral interviews with the three short-listed firms and utilized final evaluation criteria to establish a ranked list of firms for award, with WSP USA Corp. being identified as one of the top two highest-ranked firms following the interviews. The Authority requested and received the WSP USA Corp. cost proposal, conducted an analysis of the proposed costs of the services and negotiated for the services to be provided at rates determined to be fair and reasonable.

The not-to-exceed limit during the four (4) year base term is \$5,000,000. The not-to-exceed limit during the optional two (2) year extension term is \$2,500,000.

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10835. EXECUTIVE DIRECTOR'S COMMENTS

Executive Director Green briefed the Board on the activities in and around the Authority including a visit by Admiral Robert J. Papp, USCG at the Cape May Airport; The M/V Delaware was refurbished for its 40th anniversary; Senator Carper, Chair of Homeland Security, visited ILG Wilmington Airport to observe security there; US Marine Corps Reserve presented employees at the Ferry terminals with a plaque for raising \$2,000 during the Dragon Boat Races; Trees were planted along the Veterans Memorial Park bearing plaques with names of fallen DRBA troops; The Memorial Day Services held at the DRBA Veterans Memorial Park was well attended including the presence of four Commissioners; Peter Dudley performed dog training sessions on the ferry boat; Improvements were being made to the baggage claims area in the ILG Wilmington Airport; Escape the Cape was successful again this year drawing 1,271 participants in the Tri Athalon; Runners participated in a 5k race on the runway of the Cape May Airport; The WHYY Billion Mile Journey—a video of the history of the CMLF-- is set to air June 25th and 27th on channel 12; Professor Sharp, of the UofD will be giving a lecture June 19th in Lewes on the environmental results of the water testing project he has been performing using instruments on the ferries; Governor Markell will speak at the rededication and plaque presentation of the Freeman Highway in Delaware in honor of Ted Freeman; A reenactment of the original Hands Across The Bay performed in 1964 in the Cape regions by the then governors of New Jersey and Delaware will be enacted on July 3rd with Senator Coons of Delaware and Senator Booker of New Jersey stretching from one side of the Delaware Bay to the other.

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10836. COMMISSIONERS PUBLIC FORUM

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

Frank Bankard, Local 542 representative, spoke. He talked about issues such as salary increases given to the New Jersey Governor's staff, DRBA employees paying for health benefits well above what New Jersey public employees pay, and unanswered FOIA requests for Governor Christie's staff salaries.

Chairperson Hogan thanked Mr. Bankard for his comments.

Vincent Ascone, Local 542 representative, spoke. He said he has spoken to Senator Coons who agreed to work with him in trying to resolve issues here at the Authority. He stated that the Governor of Delaware is on board and, together, we can do something.

Chairperson Hogan thanked Mr. Ascone for his comments.

Commissioner Downes stated that he was present at the Memorial Day ceremony at Veterans Memorial Park. He said it was impressive, beautifully maintained and the Memorial Wall was well done. He recommends visiting it.

Chairperson Hogan noted that his cousin's name is on the wall and that he felt a strong ownership to it.

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There being no further business, a motion to adjourn was made by Commissioner Downes, seconded by Commissioner Lathem, and unanimously carried with a voice vote of 12-0

The meeting was adjourned at 12:30 p.m.

Respectfully submitted,

THE DELAWARE RIVER AND BAY AUTHORITY

Frank W. Minor
Assistant Secretary