

MINUTES OF MEETING
THE DELAWARE RIVER AND BAY AUTHORITY
Tuesday, May 19, 2015
James Julian Boardroom
Delaware Memorial Bridge Plaza
New Castle, Delaware 19720

The meeting convened at 10:55 a.m. with Chairperson Lowe presiding.

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

Chairperson Lowe 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 Delaware

Commissioners from New Jersey

PRESENT

William E. Lowe, Chairperson
Crystal L. Carey
Richard W. Downes
James L. Ford, III

James N. Hogan, Vice-Chairperson
Edward W. Dorn
Ceil Smith
Shirley R. Wilson (Phone)
(Vacant)

ABSENT

Samuel E. Lathem
Terry C. Murphy

Douglas Van Sant

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Chairperson Lowe called for the acceptance of the Agenda.

Commissioner Dorn motioned to accept the Agenda, seconded by Commissioner Smith, and the motion carried by a voice vote of 8-0.

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10954. APPROVAL OF THE APRIL 21, 2015 MINUTES

Commissioner Smith noticed that there is a typo in the minutes. Resolution 15-16 Lease Amendment between the Delaware River & Bay Authority and ILG Avcenter Inc. D/B/A Atlantic Aviation Corporation was approved by the Board for an extension term of 5 years, but the minutes reflect a 5 1/2 year extension. She moved that we amend the minutes of April 21, 2015 to reflect the correct lease extension period.

Commissioner Dorn motioned to accept and approve the amended April 21, 2015 meeting minutes, seconded by Commissioner Smith, and unanimously approved by a voice vote of 8-0.

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10955. 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 Services for the month of April.

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

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10956. DELAWARE RIVER AND BAY AUTHORITY – STATEMENT OF INCOME AND EXPENSE.

The CFO presented charts showing statements of income and expenses for the month of April with comparisons to the same period last year.

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

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10957. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The CFO presented a chart for April 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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10958. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The CFO presented a chart for the month of April 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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10959. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION (MARKET VALUE) AS OF APRIL, 2015

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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10960. 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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10961. PUBLIC COMMENT ON ACTION ITEMS

Chairperson Lowe noted that there are three (3) Resolutions, one (1) contract award, and two (2) 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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10962. AWARD OF CONTRACTS – DMB-15-01 – DELAWARE MEMORIAL BRIDGE – PIER REPAIRS, FIRST & SECOND STRUCTURES

The COO noted that a public bid opening was held on April 28, 2015, in which four (4) bids were received. The COO and the Projects Committee recommended the contract be awarded to the lowest responsive bidder, New Age Fastening Systems, Inc. of Sewell, NJ in the amount of \$770,975.23.

A motion to award Contract #DMB-15-01 was made by Commissioner Ford, seconded by Commissioner Smith, and approved by a voice vote of 8-0.

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10963. CLOSE-OUT CONTRACT – CMLF-11-03 – PASSENGER LOADER TUBE REPLACEMENT

On April 27, 2012 Contract No. CMLF-11-03 Passenger Loader Tube Replacement was awarded to JPC Group, Inc., of Blackwood, New Jersey for the bid price of \$4,245,080.00.

During the contract period Change Order No. 1 was approved for the project.
Add: \$151,384.21.

It is recommended that the Authority accept the project and make final payment to the contractor. The total price for this project is \$4,396,464.21.

A motion to close-out Contract CMLF-11-03 was made by Commissioner Smith, seconded by Commissioner Dorn, and approved by a voice vote of 8-0.

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10964. CLOSE-OUT CONTRACT – CMLF-14-03 DRYDOCKING AND REPAIRS – M/V CAPE HENLOPEN

On November 18, 2014 Contract No. CMLF-14-03 Drydocking and Repairs M/V Cape Henlopen was awarded to Thames shipyard & Repair, Inc., of New London, Connecticut for the bid price of \$1,630,079.81.

During the contract period Change Order No. 1 was approved for the project.
Subtract: \$273,666.02.

It is recommended that the Authority accept the project and make final payment to the contractor. The total price for this project is \$1,356,413.79.

A motion to close-out Contract CMLF-14-03 was made by Commissioner Downes, seconded by Commissioner Ford, and approved by a voice vote of 8-0.

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10965. CHAIRPERSON’S CALL FOR RESOLUTIONS BEFORE THE BOARD

RESOLUTION 15-14 – PERSONNEL SELECTIONS REQUIRING BOARD OF COMMISSIONERS REVIEW AND APPROVAL

WHEREAS, the Delaware River and Bay Authority (the “Authority”) is committed to excellence in public employment; and

WHEREAS, the Authority is committed to recruiting, employing and retaining high quality individuals, possessing required knowledge, skills, and abilities for their respective job duties; and

WHEREAS, the Authority has adopted a Personnel Manual providing general descriptions and guidelines concerning the Authority’s personnel policies and practices; and

WHEREAS, the Authority reviews and amends the Personnel Manual from time to time; and

WHEREAS, the Authority has determined that it is in the Authority’s best interest to amend its Personnel Manual by requiring a vote of the full Board authorizing the hiring, transfer, or promotion into certain policy making positions; and

WHEREAS, the hiring, transfer, or promotion of the senior leadership positions of Executive Director, Deputy Executive Director, Chief Financial Officer, Chief Human Resources Officer, Chief Information Officer, and Chief Operations Officer will follow the guidelines set forth in the Authority’s Bylaws; and

WHEREAS, the Authority’s Personnel Committee has reviewed the proposed amendment and recommends its consideration to the Board; and

NOW, THEREFORE, BE IT RESOLVED, that Resolution 01-85 is hereby rescinded; and

NOW, THEREFORE BE IT FURTHER RESOLVED that Section I entitled Employment Procedure on Page 2 of the Authority’s Personnel Manual, is hereby amended by removing paragraphs 3 and 4 and inserting the following paragraph:

Notwithstanding the forgoing, no person shall be hired, transferred, or promoted into the following positions unless the Authority’s Personnel Committee, along with the Board of Commissioners, have been briefed on the recruitment process, list of qualified candidates, and the final candidate selection of the hire, transfer or promotion of any individual with respect to these positions (or any facsimile of title that holds the functionality of such positions):

- Director of Airport Operations
- Director of Ferry Operations
- Director of Maintenance Operations
- Chief Engineer
- Police Administrator
- Director of Finance

The entire Board of Commissioners shall be given timely notice of any such selection, after such selection is made as described above.

A motion to approve Resolution 15-14 was made by Commissioner Smith and seconded by Commissioner Downes. Resolution 15-14 was approved by a roll call vote of 8-0.

Resolution 15-14 – Executive Summary Sheet

Resolution: PERSONNEL SELECTIONS REQUIRING BOARD OF COMMISSIONERS REVIEW AND APPROVAL

Committee: Personnel Committee

Committee Date: May 19, 2015

Board Date: May 19, 2015

Purpose of: To update senior leadership positions outside of the Authority’s Bylaws that require Board of Commissioner review and approval prior to hiring, promoting, or transferring of candidate(s).

Background for: Resolution 01-85 amended the Personnel Manual in Section I entitled Employment Procedure on Page 2 of the Authority’s Personnel Manual and lists the positions that must have the approval of the Personnel Committee along with the Board of Commissioners’ Chairperson and Vice Chairperson before any person could be hired, transferred, or promoted into several positions, including the Sr. Leadership positions.

This amendment removes the Sr. Leadership positions of Executive Director, Chief Operating Officer, Chief Financial Officer, Director of Human Resources (title changed to Chief Human Resources Officer) as these positions are dictated by the Authority’s Bylaws.

This amendment corrects the current position titles of the policy and decision making positions for which the Personnel Committee and the Board of Commissioners will be briefed regarding the selections for hire, promotion, or transfer prior to such employment actions occurring.

This amendment removes the positions of Port Captain, Port Engineer, Director of Marine Operations, and Director of Bridge Operations.

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RESOLUTION NO. 15- 19 – AUTHORIZING REVISIONS AND MODIFICATIONS TO THE DELAWARE RIVER AND BAY AUTHORITY FREEDOM OF INFORMATION REGULATIONS

WHEREAS, The Delaware River & Bay Authority (the “Authority”) was created by a Compact between the States of Delaware and New Jersey in 1962 for the public purpose of providing regional transportation and conducting certain other authorized activities between the two States; and

WHEREAS, the Authority operates two vital transportation links, the Delaware Memorial Bridge and the Cape May – Lewes Ferry as well as five regional aviation facilities in both Delaware and New Jersey; and

WHEREAS, as a public agency, the Authority adopted Freedom of Information Regulations (“Regulations”) at its April 17, 1990 public meeting; and

WHEREAS, while the Authority has amended the Regulations on two different occasions by the adoption of Resolution 00-03 and Resolution 04-05, the Regulations have not been revised or modernize to incorporate technology advancements and today’s security landscape; and

WHEREAS, the Authority is responsible for the security and safety of the agency’s facilities and the public who utilizes them; and

WHEREAS, the Authority desires to maintain an open, fair and competitive public contracting process; and

WHEREAS, the Authority desires to establish a uniform process for handling and responding to Freedom of Information requests, agency responsibilities and a fee schedule; and

WHEREAS, the proposed changes are consistent with public record definitions and how Freedom of Information Requests are processed in both Delaware and New Jersey; and

WHEREAS, the Authority has concluded that the revised Freedom of Information Regulations are reasonable, necessary, proper and desirable; and

WHEREAS, the Authority desires to amend the Freedom of Information Regulations with an effective date of July 1, 2015.

NOW THEREFORE BE IT RESOLVED that the revised Freedom of Information Regulations for the Delaware River and Bay Authority, attached hereto, are hereby adopted with an effective date of July 1, 2015.

A motion to approve Resolution 15-19 was made by Commissioner Carey and seconded by Commissioner Smith. Resolution 15-19 was approved by a roll call vote of 8-0.

Resolution 15-19 – Executive Summary Sheet

Resolution: Amends and revises the Authority’s Freedom of Information Regulations

Committee: Audit and Governance Committee

Committee/

Commission Date: May 19, 2015

Purpose of Resolution:

The Authority desires to amend and revise its Freedom of Information Regulations (FOIR) to incorporate technology considerations, classify certain security documents as records of a confidential nature, limit public access to documents during contract bidding, and to establish a uniform process for handling requests for public records including a standardized form and fee schedule. The Resolution also better defines Meeting. The Resolution also clarifies the process for calling a special, but non-emergency meeting of the Board of Commissioners.

•Definitions for the following commonly used terms were added: “Authority”, “Commissioners”, “FOIR request” “FOIR request form”, “Meeting”, “Non-Custodial Records”, “Public Business” “Public Information Officer”, “Public Record”

•The following categories of confidential records were added: records relating to pending or anticipated contracts and negotiations, information received in response to public solicitation of bids while the disposition of the matter is still pending; information related to computer systems which could jeopardize security, information related to emergency response plans, information relating to building security and surveillance; and information required to be kept confidential pursuant to a Court Order.

Background for Resolution:

In an effort to ensure that Authority’s public business is performed in an open, public, and transparent manner, the DRBA Commission adopted FOIR on April 17, 1990. While this policy details the Authority’s open meeting process, classifies public records and records of a confidential nature, the policy does not contain a uniform process to handle record requests outlined information of a confidential nature nor does it take into

account technological advancements, like email. The Authority’s FOIR is consistent with the intent of Delaware’s Freedom of Information Act (FOIA) and New Jersey’s Open Public Record Act (OPRA).

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RESOLUTION 15-20 – AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1, 2015 THROUGH DECEMBER 31, 2015

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 1/1/15 THROUGH 12/31/15

VENDOR	PURCHASE DESCRIPTION	CLASSIFICATION	ESTIMATED \$
Activu	Emergency Response Display Equipment for DMB Police Dispatch	Sole Source	\$342,000
DVL Group, Inc.	Air Cooling Unit for DMB Admin Building Data Center	Proprietary	\$ 34,000
Garaventa USA, Inc.	New Wheelchair Lift for M/V New Jersey	Quotes	\$ 27,000
US Foods, Inc.	Outdoor Furniture and Fencing for CMLF Terminals	Quotes	\$ 44,000
Watson Dispatch	Emergency Response Center Consoles for DMB Police Dispatch	Sole Source	\$ 45,000

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 15-20 was made by Commissioner Ford and seconded by Commissioner Smith. Resolution 15-20 was approved by a roll call vote of 8-0.

Commissioner Wilson was excused after the resolution vote.

Resolution 15-20 – Executive Summary Sheet

Resolution: Authorizing Authority Expenditures Pursuant to Resolution 01-84 for the period January 1, 2015 through December 31, 2015.

Committee: Budget & Finance

Committee and Board Date: May 19, 2015

Purpose of Resolution:

Authorizes the expenditures of \$25,000 or greater with the identified vendor(s) 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:Emergency Response Display Equipment for DMB Police Dispatch:

As part of the Police Control Room Renovation Project as shown in the 2015 Capital Improvement Plan, the DRBA will be purchasing specialized monitoring equipment for use at the DMB Police Control Room. The existing equipment and console, installed in 1998, has become obsolete and requires replacement. In order to facilitate this, display software must be chosen to integrate, display, interact and be made available to a dispatcher from a single-seat location. The capabilities of this video collaboration software provides an IP-based solution that integrates all of the Authority's existing subsystems, several advance features for remote visibility, and provides scalability for future growth. Activu's services include software engineering for custom integration of our systems, furnishing all hardware and equipment, installation and labor for programming, training, licenses and warranties. The project consultant and designer, HNTB, has designed high-profile dispatch centers throughout the U.S. and specifically calls for the Activu system in the project design plans, hence the "sole source" classification of this purchase.

Air Cooling Unit for DMB Admin Building Data Center:

The Authority will be purchasing a 4th Liebert computer room air conditioning (CRAC) unit and iCOM Controller upgrades for installation at the DMB Administration Building Data Center. Once installation is complete, the three existing and one new Liebert units will be programmed to function as one "team" resulting in significant energy savings. This purchase is classified as proprietary in order to ensure that the new and existing CRAC units are compatible with each other.

New Wheelchair Lift for M/V New Jersey:

The Authority will be purchasing and installing a new wheelchair lift between decks 2 and 3 of the M/V New Jersey. The vendor from whom the purchase is made will be required to provide, install test and certify the equipment. The Authority solicited quotes from three (3) vendors: Garaventa USA Inc., Abby Lifts and Kencor Elevator Systems.

Abby Lifts submitted the lowest bid for the equipment. Both Abby Lifts and Garaventa Lift have supplied similar equipment that is currently in use on other Authority vessels. The Director of Ferry Operations has expressed interest in purchasing the equipment from Garaventa (+\$1,300), which has proven to be a more robust unit and offers better weather resistance. Resolution 98-31 2.e. states:

All materiel and supply contracts...are to be awarded to the lowest responsible bidder unless, in the opinion of the Authority or its delegated representative, the interest of the Authority is better served by awarding the contract to another bidder.

Outdoor Furniture and Fencing for CMLF Terminals:

The Authority will be purchasing new outdoor patio furniture and lattice privacy fencing for both On the Rocks locations at the Cape May-Lewes Ferry Terminals. The Authority solicited quotes from four (4) vendors: US Foods Inc., Central Restaurant, Adams-Burch and Sysco. US Foods Inc. submitted the lowest bid for the products.

Emergency Response Center Consoles for DMB Police Dispatch:

As part of the Police Control Room Renovation Project as shown in the 2015 Capital Improvement Plan, the DRBA will be purchasing Public Safety Answering Points (PSAP) consoles from Watson Dispatch. The console is specifically designed to withstand a decade or more of 24/7 use in the rigorous environment of an emergency-response center. This vendor is recommended by a DRBA committee consisting of DRBA Police, internal staff and communications personnel, who after visiting several Police, Fire and Emergency Medical Communications Centers throughout our region, has named Watson Dispatch as the sole manufacturer with the ability will meet our needs. Watson Dispatch products are manufactured in the USA.

Classification Definitions:

Quotes. A purchase of equipment, manual labor, supplies, construction management, or construction work 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...”* (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 restricts the acceptable product or service to one manufacturer or vendor; however the product or service may be available from more than one distributor.

Sole Source. A purchase in which a single vendor is uniquely qualified to meet the Authority’s procurement objective. Examples include a product or service being the only one that will meet a need and available from only one source, products specifically required for use in conjunction with a grant or contract, or products or services controlled or mandated by a local utility, government or exclusive distributor. All sole source purchases are proprietary, however not all proprietary purchases are sole source. *“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”.* (DRBA Resolution 98-31 Part 2.f.)

Commissioner Wilson was excused at the conclusion of these action items.

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10966. EXECUTIVE DIRECTOR’S COMMENTS

Executive Director Green briefed the Board on the activities in and around the Authority including the tour by Commissioners Wilson and Carey of the bridge; the DE State Police Emergency team conducted a response exercise at the CMLF at Lewes. On May 8, 2015 a ribbon cutting event took place at the Cape May Brewery; the US Coast Guard Proclamation ceremony was attended by Commissioners Hogan, Wilson and Mr. Green in Cape May and the Millville airshow two-day event was well patronized with Steve Williams and his staff sharing information with prospective tenants. The DRBA

landscaping team spruced up the CMLF ground for the USCG festival by creating a floral garden with the USCG's seal – this will be an annual event. Maritime day was held in Lewes on May 16th.

The Executive Director noted two upcoming events: Memorial Day services on May 30th to be hosted by Vince Meconi and the Beebe Beach Bash fundraising event at the Lewes terminal on June 6th.

Commissioner Carey was excused from the meeting at this time.

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10967. COMMISSIONERS PUBLIC FORUM

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

Frank Bankard, Local 542 union representative, raised issues of the arbitration process as it relates to reprimand notifications and grievances. He also spoke about the need to reduce tolls and increase wages. He also asked the board to review the sick leave policy.

Chris Guerra of MEBA spoke about wage increase for union workers which has not been renegotiated for the past three years and the threats of job loss for the members of his union.

Commissioner Lowe thanked them for the comments.

Vince Meconi said staff had looked into the infant and children life jackets presentation given by Mr. Sinn last month and he announced that the Authority would be purchasing these items for the ferry operations.

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There being no further business, a motion to adjourn was made by Commissioner Downes, seconded by Commissioner Ford, and unanimously carried by a voice vote of 6-0.

The meeting was adjourned at 11:27 a.m.

Respectfully submitted,

THE DELAWARE RIVER AND BAY AUTHORITY

Frank W. Minor
Assistant Secretary