

**DELAWARE RIVER AND BAY AUTHORITY**

**BUDGET & FINANCE COMMITTEE MEETING**

**Tuesday, July 16, 2019**

Delaware Memorial Bridge Complex  
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority's Budget & Finance Committee Meeting was held on Tuesday, July 16, 2019 at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners of Delaware

Committee Chair Decker  
Commissioner Ratchford, Committee Member  
Commissioner Ford, Committee Member  
Commissioner Faust  
Commissioner Carey

Commissioners of New Jersey

Committee Vice-Chair Bennett – Via Telephone  
Commissioner Smith, Committee Member  
Commissioner Wilson, Committee Member - Absent  
Commissioner Ransome  
Commissioner McCann - Absent

Chairperson Lathem

Vice-Chairperson Hogan

Kate Betterly – DE

Phil Norcross – NJ

Governors' Representatives

Craig Ambrose – NJ – Absent  
Dan Kelley via Telephone

Staff

Tom Cook  
Steve Williams  
Victor Ferzetti  
Vince Meconi  
Charlotte Crowell  
Gerry Owens  
Jim Salmon  
Rick Arroyo  
TJ Murray  
Michelle Hammel  
Caroline Walker  
Tara Donofrio  
Michele Pyle  
Lindsay Premo  
Christian Conaty  
Phillip Harrison  
Kellen Sweeney  
Jim Danna  
Joe Larotonda  
Rhona Bronson  
Kyle Bickhart  
CeAndre Gosa

Guests

Jim Dugan  
Mary Martino

1. Committee Chair Decker opened the Budget & Finance Committee meeting at approximately 9:05 a.m. The Deputy Executive Director (DED) reported that the public meeting of the Budget & Finance Committee had been duly noticed in accordance with the Authority's Freedom of Information Regulations, read the Statement of Notice, and called the roll.
2. Committee Chair Decker called for a motion to accept the Budget & Finance Committee Minutes from May 21, 2019. Commissioner Ratchford made a motion, Commissioner Smith seconded, and the Committee Minutes were accepted.
3. Discussion Items:

) Debt Issuance-Plan of Finance/Schedule

The Chief Financial Officer presented the Authority's possible refunding of the Series 2008 Variable Rate Debt. The CFO introduced Jim Dugan, the Authority's financial advisor, and Mary DiMartino, a lead banker at JP Morgan. Mr. Dugan explained that the Authority was looking into an opportunity to refund outstanding debt. Mr. Dugan described how past Authority investors looked to two groups, Ambac and Dexia, for bonds, but that in 2008, after the Credit Crisis, the Authority needed to replace them with TD Bank, and that since then interest rates had plummeted. Mr. Dugan explained that the Federal Reserve had changed short term interest rates, and that long term interest rates were also declining, so the Authority might consider converting from a variable rate to a fixed rate. Mr. Dugan pointed out that both variable and fixed rates are currently at about 2% over ten years. Mr. Dugan advised that the fixed rate bond would give the Authority greater certainty and would eliminate interest rate risks. The CFO recommended that the Authority should refund the 2008 Variable Rate Debt based on current conditions.

The CFO explained that the Authority should maintain a consistent debt profile. The CFO detailed the three approaches that the Authority could take: Conservative Level Amortization, 30 Year Wrap, or a 25 Year Wrap. The CFO explained that through the Conservative approach, the Authority would begin to amortize the debt almost immediately in 2020. The CFO advised that this path is the typical 30 year debt that the Authority would generally use. The CFO explained the Wrap approach, which would not begin amortize the principal until roughly ten years in the future, and that the Authority would be paying interest only for the first ten years. The CFO explained that this would cause the interest cost to increase, but debt coverage would be slightly better. The CFO detailed the third approach, which is a wrap product with 25 years of debt rather than 30 years, that takes benefits from both the traditional conservative method as well as the wrap method. The CFO explained that this method would still not begin to amortize until about 2030 (roughly ten years from now) but that the term would be only 25 years, so the total amount of interest paid would be much lower. The CFO explained that this approach would bring the average life of the debt and the yield closer to the conservative approach, and it would maintain the debt service coverage from the wrap approach. The CFO recommends to go with the 25 year structured wrap transaction for the \$150 million dollars. The CFO explains that the debt coverage would be enhanced to 2.3 times net income after operating expenses were paid.

The CFO explained that this structure would support the second issuance in 2021, and that it would be consistent with the first component. The CFO advised that this would bring the Authority's total debt service to about \$40 million dollars annually, but that the Authority's debt service coverage would remain at 2.04, and that this could upgrade the Authority to an A plus with S&P.

NJ Counsel asked if this approach would be consistent with the debt policy on variable rate debt created two years ago. The CFO explained that the policy allows the Authority to have up to 25% variable rate debt, but does not require it. The CFO advised that this approach would allow the Authority to take advantage of the current market conditions. Mr. Norcross asked why the Authority wouldn't try to amortize the variable rate portion as quickly as possible, and if this would set the Authority up to always have the "ten-year look forward" to maintain a consistent debt service. The CFO advised that this approach may allow the Authority to begin to amortize five years earlier. The CFO explained that the principal, as currently structured, would have to be paid in two components: \$13 million in 2029 and \$17 million in 2030, but that this approach would allow the Authority to level those down rather than having two large principal payments. Mr. Dugan explained that the debt payoff would be shortened but not as aggressively. Mr. Norcross advised that this issue might be more philosophical as it would influence future bond issues, and that amortizing earlier versus later would be a something that is a difference of opinions between the individuals of the Board. Mary Martino explained that the Authority is not looking at just this transaction but future transactions, as the current market environment would allow the Authority to extend debt without costing more money due to the low rates.

Committee Chair Decker asked if there was a possibility of early debt issuance. Mr. Dugan explained that while a larger debt issue was considered, concerns were expressed regarding the speed that the Authority could use that money. Chairman Lathem advised that it makes more sense to pay the principal as early as possible. Committee Chair Decker commented that having money after paying the debt each year was also important. The CFO explained that the approach he recommended balances both of those opinions – it gives the Authority long term rates but a shortened debt life. The CFO explained that while shortening the debt from 30 to 20 years was considered, it took away the Authority's flexibility, and so it was decided that 25 years was a better recommendation. The CFO asked the Board to provide their availability so that the issue could be further discussed in August.

) CMLF Food Product Vendor

The CFO reported that the Authority is looking for a new food provider for the Cape May Lewes Ferry. The CFO explained that the final two proposals chosen were U.S. Foods, the current provider, and Sysco. The CFO advised that the staff would be sampling and testing the Sysco products to review for quality and that in September the staff would be prepared to recommend which proposal to choose. The CFO advised that if Sysco was chosen over U.S. Foods, it would take a lot of time during off season to transition to the new products.

) Mid-Year Review

Joe Larotonda, Director of Finance, presented the Mid-Year Review of the Authority's finances. The Director of Finance advised that the Authority is financially in good shape, and that the traffic for the first six months of 2019 has increased by 1.94% from last year. The Director of Finance reported that there was a 7% increase in Ferry traffic, that overall revenue had increased due to the toll increase, and that airports also increased. The Director of Finance advised that the budget was in good shape, that most divisions were operating well below budget, and that overall the Authority had only used under 44% of the yearly budget in the first six months.

The CFO reminded the board that the Salary would look like the increase was much greater this year because there were positions that were vacant last year, and also because of the timing, as May

was a three-pay moth this year. The CFO advised that the Authority was going into peak season, and that this would cause the expenses of police, food services and the ferry to increase.

) Declaration of Surplus Property

The CFO presented two items that were Authority surplus: millings in Millville, and an old airfield beacon. The CFO explained that millings are accumulated when the runways and taxiways are redone, and that they can be used as fill. The CFO advised that someone offered to buy a portion for \$7.00/ton, and would take 15 truckloads, for a total of between \$2,100.00 and \$2,400.00. The CFO recommended to sell the millage.

Commissioner Carey asked what millage was used for. The CFO explained that it could be used for filling in land. The Staff Attorney advised that the buyer was a farmer. Chairperson Lathem asked if the Authority would have any liability for the millage once purchased. The Staff Attorney explained that the contract states the millage is being sold where-is, as-is, and that the Authority would assume no liability.

The CFO explained that the other item, the beacon, had been replaced in New Castle Airport, sent to Millville as a spare part, and never used. The CFO explained that due to recent updates to the Millville Airport, the Beacon was now obsolete. The CFO advised that the Millville Airfield Museum has an entity willing to donate money to the museum for the Beacon, and that staff recommends to donate the Beacon to the Millville Airfield Museum, as it is a relic of the past and not usable.

4. Action Items:

) RESOLUTION 19-28 – AUTHORIZING EXPENDITURES PURSUANT TO RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1, 2019 THROUGH DECEMBER 31, 2019

The CFO presented and reported on the Over \$25,000 list. Staff recommended for consideration. The Chairman asked what the impact research listed on the Resolution was. The Executive Director explained that it helped the Authority understand the importance of the Cape May Lewes Ferry. Commissioner Ratchford made a motion, Commissioner Smith seconded, and the Budget & Finance Committee recommended forwarding the Resolution to the full Board for approval. The Resolution will be presented to the full Board for consideration at the June meeting later today.

5. With no further business to discuss, Committee Chair Decker made a motion to adjourn and the Budget & Finance Committee adjourned at 10:11 a.m.

**DELAWARE RIVER AND BAY AUTHORITY**

**PERSONNEL COMMITTEE MEETING**

**Tuesday, July 16, 2019**

Delaware Memorial Bridge Complex  
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority's Personnel Committee Meeting was held on Tuesday, July 16, 2019 at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners of Delaware

Committee Chair Carey  
Commissioner Decker Comm. Member  
Commissioner Faust, Comm. Member  
Commissioner Ratchford  
Commissioner Ford

Chairman Lathem

Legal Counsel

Katherine Betterly - DE

Governors' Representatives

Dan Kelly – NJ – via: telephone

Commissioners of New Jersey

Committee Vice-Chair Smith  
Commissioner Ransome, Comm. Member  
Commissioner McCann, Comm. Member - absent  
Commissioner Wilson - absent  
Commissioner Bennett – via: telephone

Vice Chairman Hogan

Phil Norcross – NJ

Staff

Tom Cook  
Steve Williams  
Victor Ferzetti  
Vince Meconi  
Charlotte Crowell  
Gerry Owens  
Michelle Hammel  
Jim Salmon  
TJ Murray  
John Sarro  
Caroline Walker  
Tara Donofrio  
Lindsay Premo  
John Sarro  
Kellen Sweeney  
Christian Conaty  
Phillip Harrison

Guests

Ed Ramsey

1. Chair Carey opened the Personnel Committee meeting at approximately 10:20 a.m. The Deputy Executive Director (DED) reported that the public meeting of the Personnel Committee had been duly noticed in accordance with the Authority's Freedom of Information Regulations, read the Statement of Notice, and called the roll.

2. Chair Carey called for a motion to accept the Personnel Committee Minutes from June 18, 2019. Commissioner Decker made a motion, Commissioner Smith seconded, and the Committee Minutes were accepted.

3. Chair Carey requested an Executive Session closed to the public to discuss matters of a Confidential nature. A motion was made by Commissioner Ransome, seconded by Commissioner Smith, and the Session was closed.

The following matters of a confidential nature were discussed:

- LITIGATION MATTERS
- PERSONNEL MATTERS

With no further business to discuss in Executive Session, a motion to open the meeting to the public was made by Commissioner Smith, seconded by Commissioner Decker and the Session was opened to the public.

4. With no further business to discuss, Chair Carey adjourned the Personnel Committee at 11:00 a.m.

**DELAWARE RIVER AND BAY AUTHORITY**

**ECONOMIC DEVELOPMENT COMMITTEE MEETING**

**Tuesday, July 16, 2019**

Delaware Memorial Bridge Complex  
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority's Economic Development Committee Meeting was held on Tuesday, July 16, 2019 at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioner of New Jersey

Committee Chair Ransome  
Commissioner Bennett, Comm. Member - telephone  
Commissioner Wilson, Comm. Member - absent  
Commissioner McCann - absent  
Commissioner Smith

Vice-Chairperson Hogan

Legal Counsel

Phillip Norcross

Governors' Representatives

Dan Kelly – NJ – via: telephone

Staff

Tom Cook  
Steve Williams  
Victor Ferzetti  
Vince Meconi  
Gerry Owens  
Michelle Hammel  
Jim Salmon  
TJ Murray  
John Sarro  
Caroline Walker  
Tara Donofrio  
Lindsay Premo  
Kellen Sweeney  
Christian Conaty  
Phillip Harrison

Commissioners of Delaware

Committee Vice-Chair Ford  
Commissioner Ratchford, Comm. Member  
Commissioner Carey, Comm. Member  
Commissioner Decker  
Commissioner Faust

Chairperson Lathem

Katherine Betterly

Guests

Ed Ramsey

1. Chair Ransome opened the Economic Development Committee meeting at approximately 11:30 a.m. The Deputy Executive Director (DED) reported that the public meeting of the

Economic Development Committee had been duly noticed in accordance with the Authority's Freedom of Information Regulations, read the Statement of Notice, and called the roll.

2. Chair Ransome called for a motion to accept the Economic Development Committee Minutes from June 18, 2019. Commissioner Ford made a motion, Commissioner Smith seconded, and the Committee Minutes were accepted.

3. Chair Ransome requested an Executive Session closed to the public to discuss matters of a confidential nature. A motion was made by Commissioner Ford, seconded by Commissioner Carey and the session was closed.

The following matters of a confidential nature were discussed:

- **Long Range Planning Alternatives**

With no further business to discuss in Executive Session, a motion to open the meeting to the public was made by Commissioner Ratchford, seconded by Commissioner Carey and the Session was opened to the public.

4. Resolutions:

- **RESOLUTION 19-29 - LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND ACE TRANSPORT SERVICES, INC. AT THE NEW CASTLE AIRPORT**

After a brief discussion, Commissioner Ratchford made a motion, Commissioner Carey, seconded, and the Economic Development Committee recommended forwarding Resolution 19-29 to the full Board for approval. The Resolution will be presented to the full Board for consideration at the July meeting later today.

With no further business to discuss, Committee Chair Ransome adjourned the Economic Development Committee at 11:50 a.m.

**DELAWARE RIVER AND BAY AUTHORITY**

**PROJECTS COMMITTEE MEETING**

**Tuesday, July 16, 2019**

Delaware Memorial Bridge Complex  
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority's Projects Committee Meeting was held on Tuesday, July 16, 2019 at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioner of Delaware

Committee Chair Ratchford  
Commissioner Ford, Committee Member  
Commissioner Faust, Committee Member  
Commissioner Decker  
Commissioner Carey  
Chairman Lathem

Commissioners of New Jersey

Committee Vice-Chair Ransome  
Commissioner Bennett, Committee Member via telephone  
Commissioner McCann, Committee Member - absent  
Commissioner Wilson - absent  
Commissioner Smith  
Vice Chairman Hogan

Legal Counsel

Kate Betterly – DE

Phil Norcross – NJ

Governors' Representatives

Dan Kelly – NJ – via telephone

Staff

Tom Cook  
Steve Williams  
Victor Ferzetti  
Vince Meconi  
Gerry Owens  
Jim Salmon  
Chris Fields  
TJ Murray  
Michelle Hammel  
Alyona Stakhovskaya  
Tara Donofrio  
Caroline Walker  
Lindsey Premo  
John Sarro

Guests

1. Committee Chair Ratchford opened the Projects Committee meeting at 11:48 a.m.

2. Committee Chair Ratchford called for a motion to accept the Projects Committee Minutes from June 18, 2019. Committee Chair Ratchford made a motion, Commissioner Ford seconded, and the Committee Minutes were accepted.

3. Bid Opening:

) MIV-18-B: REHABILITATE NORTH APRON

A public bid was held on June 11, 2019, in which (4) bids were submitted. The COO recommended awarding the contract to the lowest bidder, in the amount of \$549,760 to South State, Inc., of Bridgeton, NJ.

A motion was made by Committee Vice-Chair Ransome, seconded by Commissioner Faust and the Projects Committee concurred with the recommendation to accept and authorized the action to be presented to the full Board at the July meeting later today.

) WWD-18-A: REHABILITATE APRON B

A public bid was held on June 13, 2019, in which (3) bids were submitted. The COO recommended awarding the contract to the lowest bidder, L. Feriozzi Concrete Company of Atlantic City, NJ, in the amount of \$2,321,035.00 and approval of Add Alternate #2, explained below, at a total cost of \$2,646,080.00

This an FAA-grant funded project, subject to the Authority's match for the base project. Staff also recommends acceptance of Add Alternate 2 which is not eligible for FAA funding.

- Add Alternate 1 expands the pavement area, but grant funding for the typical 90% FAA funding is not available, so this expansion will be deferred and is not recommended for approval.
- Add Alternate 2 is the repaving of an area adjacent to Naval Air Station Wildwood. The area in question is NAS Wildwood territory, but it is also adjacent to our runways. In addition to being unsightly, the deteriorating pavement is a source of rubble that migrates to the runways and has to be cleaned up by our airport personnel so as not to cause accidents involving aircraft that are taking off or landing. We would like to end that problem at our expense. We can fund it because the project overall came in well under budget. This portion of the project is not FAA-grant eligible. Staff therefore recommends approval of the Base Bid and Add Alternate #2 at a total cost of \$2,646,080.00, of which 80% would come from an FAA grant.

A motion was made by Committee Vice-Chair Ransome, seconded by Commissioner Ford and the Projects Committee concurred with the recommendation to accept and authorized the action to be presented to the full Board at the July meeting later today.

) CMLF-19-07: REPLACE TRANSFER BRIDGES

A public bid was held on July 2, 2019 in which (5) bids were submitted. The COO recommended awarding the contract to the lowest bidder, in the amount of \$7,796,100.00 to Corman Construction, Inc., of Annapolis Junction, MD 20701.

The transfer bridges are more commonly known as loading ramps. However, federal law a few years back classified them as actual bridges and they are subject to highly detailed National Bridge Inspection Standards, or NBIS. We would currently rate 4 of 5 the bridges as in poor condition and the other in fair condition, plus they are functionally obsolete. The low bidder is Corman Construction, Inc. of Annapolis Junction, MD with the bid price of \$7,796,100.00, which is almost 80% higher than the project budget. We appear to have underestimated how challenging the contractors would find this project, which is really multiple projects because operationally we can only have them work on one at a time on each side. Nevertheless, staff recommendation is to approve this award. Due to the condition of the bridges and their necessity to our ferry operation, the project should proceed as quickly as possible. The bid tabulation sheet shows that the 2nd and 3rd bidders were close to the low bid. The fact that we already had multiple bidders suggests that any rebid would be unlikely to result in lower costs.

A motion was made by Committee Vice Chair Ransome, seconded by Commissioner Ford and the Projects Committee concurred with the recommendation to accept and authorized the action to be presented to the full Board at the July meeting later today.

) ILG-19-C: SNOW REMOVAL EQUIPMENT – CARRIER VEHICLE WITH FRONT BROOM & AIRBLAST SYSTEM

A public bid was held on July 7, 2019, in which (4) bids were submitted. The COO recommended awarding the contract to the lowest bidder, Kodiak America, LLC, of Burley, ID plus Add Alternates 2 & Add Alternates 4-14, to the total amount of \$558,597.90.

The low bid price is a good one. This equipment is FAA grant-funded, but instead of the usual 90-10 split, the FAA in this case is paying 100% of the base bid but nothing for the add alternates. The add alternates are just a few bells and whistles, with the exception of Add Alternate #2, which gives us a 5-year warranty. Given the wear and tear our heavy equipment undergoes, we believe strongly that an extended warranty is a sound investment. Staff recommends the approval of this award, base bid plus Add Alternates 2 and 4-14.

A motion was made by Committee Vice Chair Ransome, seconded by Commissioner Faust and the Projects Committee concurred with the recommendation to accept and authorized the action to be presented to the full Board at the July meeting later today.

) DMB-16-03: EIGHT-BAY MAINTENANCE GARAGE

A public bid was held on July 10, 2019, in which (4) bids were submitted. The COO recommended awarding the contract to the lowest bidder, in the amount of \$1,504,017.50 Wickersham Construction & Engineering, Inc., of Lancaster, PA.

This bid covers a project we have had on the drawing board for several years now and we are very happy to be able to move forward. We are constructing an 8-bay maintenance garage, to be located underneath the bridge on the Delaware side. The garage will house more of our heavy equipment that is currently exposed to the elements 24/7. Staff recommends approval of this award.

Commission Vice-Chair Hogan wants to know if the new garage will be located in a flood plain. COO Meconi will obtain this information and report back to the Board.

A motion was made by Committee Chair Ratchford, seconded by Commissioner Faust and the Projects Committee concurred with the recommendation to accept and authorized the action to be presented to the full Board at the July meeting later today.

) CMLF-16-04: FREEMAN HIGHWAY MAINTENANCE GARAGE

A public bid was held on July 10, 2019, in which (1) bid was submitted. The COO recommended rejection of the bid in the amount of \$2,589,581.25 submitted by EDiS Company of Wilmington, DE.

Our Chief Engineer and our Director of Maintenance believe a rebid will result in additional contractor submissions. If we can do so within the next 2 months, the delay will have no impact on the eventual completion date.

A motion was made by Committee Vice-Chair Ransome seconded by Commissioner Faust and the Projects Committee concurred with the recommendation to reject the bid and authorized the action to be presented to the full Board at the July meeting later today.

4. Contract Close-Out Actions:

) Contract No. MIV-18-C: Beacon Relocation

The title of the close-out describes what work was performed for the Authority. The final contract amount is \$142,500.00. The COO recommended close-out of the contract and final payment to Scalfo Electric, Inc. of Vineland, NJ.

Committee Vice-Chair Ransome called for a motion, Commissioner Faust made a motion, seconded by Commissioner Ford and the Projects Committee concurred with the recommendation and authorized the close-out actions to be presented to the full board at the July meeting later today.

5. Contractor Payment Review:

The COO reviewed for the Committee the monthly construction contractor payments to be made for the work completed through June, 2019. DRBA had 10 payments totaling about \$3.5 million for projects at the bridge, the ferry, and 3 of our airports. Among the payments is the final payment for the MIV Beacon project closing out discussed earlier.

6. Discussion Items:

We will have another big ship coming under the bridge next month. The tentative date is August 26.

7. With no further business to discuss, Committee Chair Ratchford made a motion to adjourn, Commissioner Ford seconded, and the Projects Committee adjourned at 12:00 p.m.

**DELAWARE RIVER AND BAY AUTHORITY**

**AUDIT AND GOVERNANCE COMMITTEE MEETING**

**Tuesday, July 16 2019**

Delaware Memorial Bridge Complex  
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority's Audit & Governance Committee Meeting was held on Tuesday, July 16, 2019 at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners of Delaware

Committee-Vice Chair Carey  
Commissioner Faust, Committee Member  
Commissioner Decker, Committee Member  
Commissioner Ford  
Commissioner Ratchford

Commissioners of New Jersey

Committee Chair McCann - Absent  
Commissioner Smith, Committee Member  
Commissioner Wilson, Committee Member- Absent  
Commissioner Ransome  
Commissioner Bennett – Via Telephone

Chairperson Lathem

Vice-Chairperson Hogan

Kate Betterly – DE

Phil Norcross – NJ

Governors' Representatives

Dan Kelley via Telephone

Staff

Tom Cook  
Steve Williams  
Victor Ferzetti  
Vince Meconi  
Charlotte Crowell  
Gerry Owens  
Jim Salmon  
TJ Murray  
Michelle Hammel  
Caroline Walker  
Tara Donofrio  
Michele Pyle  
Lindsay Premo  
Christian Conaty  
Phillip Harrison  
Kellen Sweeney

1. Committee Vice-Chair Carey opened the Audit & Governance Committee meeting at approximately 12 p.m. The Deputy Executive Director (DED) reported that the public meeting of the Audit & Governance Committee had been duly noticed in accordance with the Authority's Freedom of Information Regulations, read the Statement of Notice, and called the roll.
2. Committee Vice-Chair Carey called for a motion to accept the Audit & Governance Committee Minutes from May 21, 2019. Commissioner Smith made a motion, Commissioner Decker seconded, and the Committee Minutes were accepted.
3. Discussion Items:

) Resolution Review January-June 2019

Staff Attorney and Chief Ethics Officer Michelle Hammel reviewed the twenty-seven resolutions passed by the Board this year, 11 of which have not yet been fully implemented. The Staff Attorney advised ten of these were passed in May and June, and simply have not had enough time to get documents signed.

There are still a handful of Resolutions from 2015-2018 which have also not yet been fully implemented and a status update was provided on those Resolutions as well. Of note, were benefit plan design changes which were not scheduled for implementation until 2020 and an IRS VCP application which remains with the IRS for final approval.

4. Committee Vice-Chair Carey requested an Executive Session closed to the public to discuss matters of a confidential nature. A motion was made by Commissioner Smith, seconded by Commissioner Decker, and the Session was closed. The following matters were discussed:

**PERSONNEL MATTERS**

With no further business to discuss in Executive Session, a motion to open the meeting to the public was made by Commissioner Smith, seconded by Commissioner Decker, and the Session was opened to the public.

5. With no further business to discuss, Committee Vice-Chair Carey made a motion to adjourn and the Audit & Governance Committee adjourned at 12:14 p.m.