

MINUTES OF MEETING
THE DELAWARE RIVER AND BAY AUTHORITY
Wednesday, February 18, 2015
James Julian Boardroom
Delaware Memorial Bridge Plaza
New Castle, Delaware 19720

The meeting convened at 9:20 a.m. with Chairperson Lowe presiding.

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

Commissioner Lowe was given the Oath of Allegiance as the Chairperson of the Board of Commissioners by James N. Hogan, while the Executive Director, Scott Green held the Bible.

Commissioner Hogan was given the Oath of Allegiance as the Vice-Chairperson of the Board of Commissioners by William E. Lowe, III, while the Executive Director held the Bible.

Commissioner Crystal L. Carey was given the Oath of Allegiance as a Member of the Board of Commissioners by William E. Lowe, III, while the Executive Director held the Bible. (Commissioner Carey replaces Mr. Gary Traynor who resigned in December, 2014)

Chairperson Lowe called on the Authority's 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
Samuel E. Lathem
Terry C. Murphy

James N. Hogan, Vice-Chairperson
Ceil Smith
Douglas Van Sant
Shirley R. Wilson
(Vacant)

ABSENT

Edward W. Dorn

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Chairperson Lowe called for the acceptance of the new Committee Assignments for 2015.

Commissioner Downes motioned to accept the new Committee Assignments, seconded by Commissioner Murphy, and the motion carried by a voice vote of 10-0.

Chairperson Lowe called for the acceptance of the Agenda.

Commissioner Lathem motioned to accept the Agenda, seconded by Commissioner Smith, and the motion carried by a voice vote of 10-0.

A motion to adjourn the Board meeting to conduct the Committee meetings was made by Commissioner Lathem, seconded by Commissioner Downes, and unanimously carried by a voice vote of 10-0.

At 12:30 p.m, a motion to reconvene the Board meeting was made by Commissioner Lathem, seconded by Commissioner Smith and unanimously carried by a voice vote of 10-0.

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10919. APPROVAL OF THE JANUARY 21, 2015 MINUTES

Commissioner Van Sant motioned to approve the January 15, 2015 meeting minutes, seconded by Commissioner Wilson, and unanimously approved by a voice vote of 10-0.

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10920. 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, Three Forts Ferry Crossing, and Food Services for the month of January.

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

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10921. 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 January 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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10922. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The DOF presented a chart for January 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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10923. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The DOF presented a chart for the month of January 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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10924. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION (MARKET VALUE) AS OF JANUARY 30, 2015.

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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10925. AUTHORITY CUSTOMER TRENDS (ACT) REPORT

The DOF stated that 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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10926. PUBLIC COMMENT ON ACTION ITEMS

Chairperson Lowe noted that there are four (4) Resolutions, one (1) contract award, and one (1) contract close-out to be considered today. All action items have been reviewed and recommended for consideration during today's Committee meetings. He then called for public comments.

There were no public comments.

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10927. AWARD OF CONTRACT #ILG-13-02 – TERMINAL PARKING LOT EXPANSION AND IMPROVEMENTS AT THE NEW CASTLE AIRPORT

The Acting Chief Operating Officer (COO) noted that a public bid opening was held on February 3, 2015, in which six (6) bids were received. The COO and the Projects committee recommend awarding the contract to the lowest responsible bidder, Greggo & Ferrara, Inc, of New Castle, DE in the amount of \$3,712,481.00.

A motion to award Contract #ILG-13-02 to the aforementioned firm in the amount of \$3,712,481.00 was made by Commissioner Wilson, seconded by Commissioner Murphy, and unanimously approved by a voice vote of 10-0.

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10928. CLOSE-OUT CONTRACT #DMB-13-03 – 2013-2014 DECK REPAIRS AT DELAWARE MEMORIAL BRIDGE

On July 24, 2013, Contract No. DMB-13-03, 2013-2014 Deck Repairs, was awarded to Mumford & Miller Concrete, Inc. of Middletown, DE for the bid price of \$326,600.00

During the contract period Change Order No's. 1-6 was approved for the project in the amount of \$177,978.52.

It is recommended that the Authority accept the project and make final payment to the contractor. The total price for this project is \$504,578.52.

A motion to close-out Contract #DMB-13-03 was made by Commissioner Murphy, seconded by Commissioner Ford, and unanimously approved by a voice vote of 10-0.

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10929. CHAIRPERSON'S CALL FOR RESOLUTIONS BEFORE THE BOARD

RESOLUTION 15-02 – 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 \$
Alan Tye & Associates, LC	Truck Lift for DMB Automotive Maintenance Shop	State Contract	\$45,000
Corporate Interiors, Inc.	Carpet and Flooring for DMB Electronics Department Relocation	State Contract	\$25,000

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 15-02 was made by Commissioner Murphy, seconded by Commissioner Wilson, and approved by a roll call vote of 10-0.

Resolution 15-02 – 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: February 18, 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:

Truck Lift for DMB Automotive Maintenance Shop

This purchase is for a wireless heavy truck lift to be installed in the Delaware Memorial Bridge automotive maintenance shop for maintaining heavy trucks and other equipment used for Authority-wide operations. The addition of a wireless lift system will enhance safety, efficiency and versatility when servicing the Authority’s fleet. The vendor, Alan Tye & Associates, is a full service provider of heavy duty shop maintenance equipment and is providing the lift to the DRBA at the price awarded by State contract for vehicle lifts and related garage equipment.

Carpet and Flooring for DMB Electronics Department Relocation

As part of ongoing Delaware Memorial Bridge administration building renovation, the DRBA intends to relocate the Electronics Department to the former E-ZPass customer service center. Work will require the removal and replacement of the existing flooring. Corporate Interiors, Inc. is providing the materials and service in accordance with their price awarded by State contract for installation of carpet and tile.

Classification Definitions:

State Contract: Resolution 98-31, as amended by Resolution 11-36 (paragraph 2, subsection a) provides that, “[t]his [competitive bidding] provision shall not apply to purchases by the Authority from suppliers in cases where the Authority is purchasing at prices pursuant to contracts awarded by the States of Delaware or New Jersey for state agencies.”

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RESOLUTION 15-03 – LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND LOVE THE COOK & COMPANY LLC

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

WHEREAS, Love the Cook & Company LLC (“Love the Cook”) desires to lease approximately 3,000 square feet of warehouse/shop space located in Units 9a and 10 Building 96 at the Cape May Airport; and

WHEREAS, Love the Cook has agreed to pay the Authority annual rental in the amount of Twenty-Two Thousand One Hundred Fifty-Seven Dollars 52/100 (\$22,157.52); and

WHEREAS, the initial term of the lease (“Lease Agreement”) is for three (3) years; and

WHEREAS, rent during the term shall increase annually by the Consumer Price Index (CPI); and

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

A motion to approve Resolution 15-03 was made by Commissioner Lathem, seconded by Commissioner Smith, and approved by a roll call vote of 10-0.

Resolution 15-03 – Executive Summary

Resolution: Authorizing the Execution of a Lease Agreement between the Delaware River and Bay Authority and Love the Cook & Company, LLC, regarding Cape May Airport

Committee: Economic Development

Committee Date: February 18, 2015

Board Date: February 18, 2015

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

Background for Resolution: The Delaware River and Bay Authority operates Building 96 located in the Cape May Industrial Park. The building has 10 units each comprising approximately 1,500 sq. ft. of space. Love the Cook & Company, LLC currently occupies Units 9a & 10 in Building 96 from the Authority to operate a coffee roasting operation. Their lease is expired and Love the Cook desires to remain in the space and enter into a new lease agreement. The lease price is based upon an appraisal of the building.

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RESOLUTION 15-04 – LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND CAPE ISLAND FOODS, LLC

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

WHEREAS, Cape Island Foods, LLC (“Cape Island”) desires to lease approximately 3,200 square feet of warehouse/shop space located in the terminal at the Cape May Airport; and

WHEREAS, Cape Island has agreed to pay the Authority annual rental in the amount of Eighteen Thousand Dollars (\$18,000.00); and

WHEREAS, the initial term of the lease (“Lease Agreement”) is for three (3) years; and

WHEREAS, rent during the in year two and three of the lease shall be Twenty-One Thousand Dollars and Twenty-Four Thousand Dollars respectively; and

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

A motion to approve Resolution 15-04 was made by Commissioner Ford, seconded by Commissioner Wilson, and approved by a roll call vote of 10-0.

Resolution 15-04 – Executive Summary Sheet

Resolution: Authorizing the Execution of a Lease Agreement between the Delaware River and Bay Authority and Cape Island Foods, LLC, regarding Cape May Airport

Committee: Economic Development

Committee Date: February 18, 2015

Board Date: February 18, 2015

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

Background for Resolution: The Delaware River and Bay Authority operates the Terminal Building at the Cape May Airport. The terminal building has a warehouse area comprising approximately 3,200 sq. ft. of space. Cape Island operates a peanut butter and olive oil production operation at several other locations. Cape Island is looking to open a production facility for peanut butter and a retail location for the sale of peanut butter and olive oil at this location.

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RESOLUTION 15-05 – AUTHORIZING THE EMPLOYMENT OF THE CHIEF OPERATIONS OFFICER OF THE DELAWARE RIVER AND BAY AUTHORITY.

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is a bi-state agency with public crossing facilities and assets in the states of New Jersey and Delaware; and

WHEREAS, the position of Chief Operations Officer is essential for the success of the organization and is currently vacant; and

WHEREAS, the Authority utilized the services of an outside agency to publicly advertise the position and provide review and evaluation of applicants; and

WHEREAS, the Leadership Team interviewed eight (8) qualified applicants and based upon the results of these interviews recommended two (2) as candidates for selection consideration to the Executive Director; and

WHEREAS, the Executive Director made a recommendation of the selected candidate to the Chair and Vice Chair of the Personnel Committee; and

WHEREAS, the Committee reviewed the recommendation and concur with the selection; and

WHEREAS, the Personnel Committee recommends that the Executive Director be authorized to offer the selected candidate employment for the position of Chief Operations Officer.

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to offer the selected candidate employment to the position of Chief Operations Officer.

A motion to approve Resolution 15-05 was made by Commissioner Smith, seconded by Commissioner Murphy, and approved by a roll call vote of 10-0.

Resolution 15-05 – Executive Summary Sheet

Resolution: Authorizing the Employment of the Chief Operations Officer of The Delaware River And Bay Authority

Committee: Personnel Committee

Committee Date: February 18, 2015

Board Date: February 18, 2015

Purpose of Resolution: Resolution 15-05 formally authorizes the Executive Director to make an offer of employment to the selected candidate for the position of Chief Operations Officer.

Background for Resolution: All appointments to the Sr. Leadership positions reporting directly to the Executive Director must be approved through resolution to the Board of Commissioners and to the Governors of the States of New Jersey and Delaware.

These Sr. Leadership positions include the Chief Operations Officer, the Chief Human Resources Officer, and the Chief Information Officer.

To comply with Authority Bylaws, Article II Officers, Subsection 2.5 Appointment of Other Officers which states “Appointment of the Chief Operations Officer, ...shall be reviewed by the Commissioners and authorized by Resolution of the Commissioners...”

To comply with Resolution 01-85 which states that the hiring of or promotion to the position of Chief Operations Officer requires the written recommendation of the Personnel Committee and the Chairperson and Vice Chairperson as well as have been expressly approved by a vote of the Commissioners taken at a regular meeting of the Commissioners.

A candidate has been selected for the position of Chief Operations Officer and this resolution authorizes the offer of employment to such candidate in accordance with the requirements of Resolution 01-85 and the Bylaws Article II, Subsection 2.5.

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10930. EXECUTIVE DIRECTOR’S COMMENTS

The Executive Director congratulated Commissioner Murphy for the extension of her service term to July, 2019. He thanked the Police and maintenance crew for the cleaning of the snow at all the facilities and noted that the Ferry had experienced some difficulties with the services due to weather. The Ferry Food and Retail department had been approved to serve hot meals on the vessels. He then briefed the Board on activities in and around the Authority including the fact that the MV Delaware had help from a tug boat provided by the Delaware Pilots Association in breaking through icy waters resulting from the recent cold weather.

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10931. COMMISSIONERS PUBLIC FORUM

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

Frank Bankard, a representative of Local 542 raised issues relating to certain promotions and work assignments. He asked the Commissioners to review these matters.

Commissioner Lathem thanked the CFO (Victor Ferzetti) for stepping in and taking on the responsibility of the COO position which is vacant and remaining loyal to the Authority.

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There being no further business, a motion to adjourn was made by Commissioner Ford, seconded by Commissioner Smith, and unanimously carried by a voice vote of 10-0.

The meeting was adjourned at 12:52 p.m.

Respectfully submitted,

THE DELAWARE RIVER AND BAY AUTHORITY

Frank W. Minor
Assistant Secretary