

**MINUTES OF MEETING
THE DELAWARE RIVER AND BAY AUTHORITY
James Julian Board Room
New Castle, Delaware
Tuesday, April 16, 2019**

The meeting convened at 12:30 p.m. with Chairperson Lowe presiding.

Chairperson Lowe called upon Commissioner Lathem to give the opening prayer. The opening prayer was given by Commissioner Lathem, followed by the Pledge of Allegiance.

Chairperson Lowe called on the Authority Assistant Secretary to read the meeting notice. 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.

Chairperson Lowe called on the Assistant Secretary to take the roll.

Commissioners from Delaware

William E. Lowe, Chairperson
Crystal L. Carey
Henry J. Decker
James L. Ford III
Samuel E. Lathem
Michael Ratchford

Commissioners from New Jersey

James N. Hogan, Vice-Chairperson
James Bennett - telephone
Sheila McCann
Shirley R. Wilson - absent
Ceil Smith
M. Earl Ransome, Jr. - absent

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Chairperson Lowe called for the acceptance of the Agenda

Commissioner Ratchford made a motion to accept the Agenda, seconded by Commissioner Decker and the motion carried by a voice vote of 10-0.

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11492. APPROVAL OF THE MARCH 19, 2019 MINUTES

Commissioner Ratchford made a motion to approve the March 19, 2019 meeting minutes, seconded by Commissioner Decker and approved by a voice vote of 10-0.

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11493. DELAWARE RIVER AND BAY AUTHORITY – TRAFFIC AND REVENUE SUMMARY.

The Chief Financial Officer (CFO) 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 March 2019.

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

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11494. DELAWARE RIVER AND BAY AUTHORITY – STATEMENT OF INCOME AND EXPENSES.

The CFO presented a chart showing statements of income and expenses for the month of March 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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11495. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The CFO presented a chart for March 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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11496. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The CFO presented a chart for the month of March 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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11497. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION (MARKET VALUE) AS OF MARCH 31, 2019.

The CFO presented charts 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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11498. PUBLIC COMMENT ON ACTION ITEMS

Chairperson Lowe noted No Contract Awards (1) Contract Close-Out, and (3) 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 comment.

There were no public comments.

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11499. CLOSE-OUT CONTRACT #ILG-17-13 ILG TERMINAL ROOF REPLACEMENT

On September 19, 2017 Contract No. ILG-17-13 – ILG TERMINAL ROOF REPLACEMENT, was awarded to EDIS of Wilmington, Delaware for the bid price of \$959,000.

It is recommended that the Authority accept the project and make final payment to the contractors. The final cost of this project is \$1,033,046.10.

A motion to Close-Out CONTRACT #ILG-17-13 was made by Commissioner Ford, seconded by Commissioner Latham and approved by a voice vote of 10-0.

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11500. CHAIRPERSON’S CALL FOR RESOLUTIONS BEFORE THE BOARD

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RESOLUTION 19-13 - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1, 2019 THROUGH DECEMBER 31, 2019

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 1/1/19 THROUGH 12/31/19

VENDOR	PURCHASE DESCRIPTION	CLASSIFICATION	ESTIMATED \$
Penn Jersey Paper Company	Janitorial and Cafeteria Supplies at CMLF	State Contract	\$70,000
TRGroup, Inc.	Upgrade CMLF Vessel Wi-Fi	Proprietary	\$50,000
MKN Advisory Services	Procurement Process Review	Quotes	\$45,200

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 19-13 was made by Commissioner Ford, seconded by Commissioner Latham, and approved by a roll call vote of 10-0.

Resolution 19-13 Executive Summary Sheet

Resolution: Authorizing Authority Expenditures Pursuant to Resolution 01-84 for the period January 1, 2019 through December 31, 2019.

Committee: Budget & Finance

Committee and Board Date: April 16, 2019

Purpose of Resolution:

Authorizes expenditures of \$25,000 or greater with the identified vendors during the 2019 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:

Penn Jersey Paper Company: Janitorial and Cafeteria Supplies at CMLF

The Authority intends to purchase cleaning agents and disposable food service items via Penn Jersey Paper Company at competitively-bid state contract prices (GSS18603 - Janitorial and Cafeteria Supplies).

TRGroup, Inc.: Upgrade CMLF Vessel Wi-Fi

The Cape May-Lewes Ferry currently relies on a licensed microwave point-to-point wireless solution developed by TRGroup to keep CMLF employees and passengers Internet-connected while traveling. This project will replace the current tower equipment with new equipment required to license the Wi-Fi frequency, thereby eliminating interference with unlicensed frequencies.

MKN Advisory Services

The Board has requested a review of the Authority's procurement process to determine if we are utilizing current best practices. The review will include analysis of transparency, efficiency and price competitiveness. The review will establish actionable recommendation to meet these goals.

Purchase Classification Definitions:

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 typically restricts the acceptable product or service to one manufacturer or vendor; although the product or service may be available from more than one distributor.

State Contract. A purchase of equipment, supplies or non-professional services which, under normal circumstances, would require competitive bidding, however the vendor has agreed to provide the goods or services to the Authority at fees less than or equal to that vendor's respective contract as awarded by the State of Delaware or New Jersey. *"Any contract for the purchase of materiel and supplies and non-professional services....which contract individually exceeds \$50,000, or in the combination with other contracts, exceeds \$50,000 in any one calendar year shall be pursuant to a contract entered into by the Authority after competitive bidding. This 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."* (DRBA Resolution 11-36 Part 2.a.). In accordance with

Resolution 11-36, this purchase classification also includes those “...purchases from cooperatives and/or the piggy-backing of existing publicly-bid contracts for state and governmental entities which State of Delaware or New Jersey may or may not individually publicly advertise”.

Quotes. The procurement of professional services without public announcement and advertising where the subject matter falls within the definition of “public business of a confidential nature” pursuant to Section 4(b) of the Authority’s Freedom of Information Regulations for which the Authority has nonetheless solicited written quotes. (DRBA Resolution 98-31, Part 1.d (ii).

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RESOLUTION 19-14 – AUTHORIZES AN AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND GREAT AMERICAN TROLLEY CO. TO PROVIDE FIXED-ROUTE SHUTTLE BUS SERVICES BETWEEN THE CAPE MAY TERMINAL AND THE CAPE MAY COUNTY PARK & ZOO

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 Cape May-Lewes Ferry system and adjoining facilities and infrastructure at each Ferry terminal location; and

WHEREAS, the Authority seeks to engage a qualified contractor to provide round-trip shuttle bus services between the Cape May Ferry Terminal and the Cape May County Park & Zoo, beginning approximately the last week of June through the Sunday directly following the last Saturday of August each year under contract; and

WHEREAS, the Authority wishes to enter into a Services Agreement (“Agreement”) with the selected contractor; and

WHEREAS, the Agreement to provide shuttle bus services between the Cape May Ferry Terminal and the Cape May County Park & Zoo shall have a base term of two (2) consecutive years with the Authority granted the option to extend the Agreement for an additional period of one (1) year after the expiration of the base term, such optional term to be authorized by the originating committee with the consent of the Chairperson and Vice Chairperson of the Board of Commissioners; and

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

WHEREAS, the Authority received and evaluated one (1) proposal pursuant to the aforementioned public advertisement; and

WHEREAS, Great American Trolley, Co. (“GAT”) was designated as the highest-ranking firm following evaluation of proposals; and

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

WHEREAS, the Budget & Finance Committee has reviewed this recommendation and concurs; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of a Services Agreement with GAT to provide such services to the Authority and to have the Services Agreement, with the advice and consent of Counsel, executed by the Chairperson, Vice-Chairperson and Executive Director.

A motion to approve Resolution 19-14 was made by Commissioner Bennett, seconded by Commissioner Ratchford, and approved by a roll call vote of 10-0.

Resolution 19-14 Executive Summary Sheet

Resolution: Authorizes an agreement between the Authority and Great American Trolley, Co. (“GAT”) to provide round-trip shuttle bus services between the Cape May Ferry Terminal and the Cape May County Park & Zoo, beginning approximately the last week of June through the Sunday directly following the last Saturday of August each year under contract.

Committee: Budget & Finance

Committee Date: April 16, 2019

Board Date: April 16, 2019

Purpose of Resolution:

To authorize an agreement with Great American Trolley, Co. (“GAT”) to provide round-trip shuttle bus services between the Cape May Ferry Terminal and the Cape May County Park & Zoo.

Background for Resolution:

The proposed Resolution meets the requirements of Resolution 98-31, as amended, which governs the procedure for the use of competitive proposals.

The Authority received and evaluated proposals submitted by the following firm:

Great American Trolley Co.

The Authority designated a Selection Committee to evaluate Proposals and recommend the Proposer who best met the described needs of the Authority. The Authority conducted an analysis of the proposed costs for the services and negotiated for the services to be provided at rates determined to be fair and reasonable.

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RESOLUTION 19-15 - AUTHORIZES A LEASE AMENDMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND THE MILLVILLE ARMY AIRFIELD MUSEUM AT THE MILLVILLE AIRPORT

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

WHEREAS, the Millville Army Airfield Museum (“MAAM”) leases Building #31 consisting of approximately 2,000 square feet of space located at the Millville Airport; and

WHEREAS, the initial term of the Lease (“Lease Agreement”) is for Ten (10) years; and

WHEREAS, MAAM shall have the right to request an extension to the initial term of the Lease Agreement and the Authority reserves the right to review and approve the request; and

WHEREAS, MAAM would like to apply for national grants in order to fund a new roof and HVAC system for the building; and

WHEREAS, these grants require that at the time of award of the funds that the existing lease term be at least fifteen (15) years and the MAAM request a lease extension in order to meet the requirement; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of the Lease Amendment with Millville Army Airfield Museum 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 19-15 was made by Commissioner McCann, seconded by Commissioner Ford, and approved by a roll call vote of 10-0.

Resolution 19-15 Executive Summary

Resolution: Authorizing the Execution of a Lease Amendment between the Delaware River and Bay Authority and Millville Army Airfield Museum, regarding the Millville Airport

Committee: Economic Development

Committee Date: April 16, 2019

Board Date: April 16, 2019

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

Background for Resolution: The Delaware River and Bay Authority owns a facility located at 31 Reeves Street on the Millville Airport. The MAAM plans on acquiring grants and donation along with utilizing volunteers to renovate and restore the building. The many of the improvements that had been planned for the building have already been completed. The MAAM is preparing grants for the funding of a new HVAC system and the replacement of the existing roof. These grants require a 15 year lease term for the property at the time of funding award. The lease term continues to be based upon an evaluation of the FMV of the building and the planned investment by the MAAM.

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11501. EXECUTIVE DIRECTOR’S COMMENTS

The Executive Director reported on events in and around the Authority as follows:

DMB Tidbits – March was the 2nd best March in Authority history, 26,000 over last year.

Ferry Facts – At the end of March 2019 – Vehicle traffic was up 6%, Passengers up 1%, Traffic Revenue up 2%.

The Executive Director reported on the successful passage of the large cranes on a ship passing under the bridge Tuesday, April 2, 2019 at 5:00 a.m and showed a video of same.

The Executive Director reported on the successful Emergency Drill held at ILG on Saturday, April 13, 2019.

Press Conference will be held on Tuesday, April 23, 2019 at 1:00 pm – Julia Building will tour the bridge. The Congressional Delegation from Delaware and everyone is invited.

Commission Meeting – Tuesday, May 21, 2019 – James Julian Board Room.

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11502. COMMISSIONERS PUBLIC FORUM

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

Mr. Ken Dryden with Delaware concerned Residents for Environmental Justice and CHEC. Mr. Dryden is asking to utilize available space here at the DRBA to host community meetings. He noted that he has not been looking for space at other locations. Mr. Dryden noted his dissatisfaction over working with management staff for the last 2 years to get space at the DRBA. After viewing a draft lease presented to them, the lease was not signed because of insurance and waiver requirements. Mr. Dryden is asking the Board of Commissioners to allow them a place to meet. This is yet another venue and hope space is found to hold our meetings.

Commissioner Lathem asked the Executive Director to follow-up regarding the meeting with legislators. Delaware has 4 new legislators in this area and 2 were able to attend a meeting last Friday. They were given updates, regarding Croda event and discussed DRBA community involvement.

There being no further business, Chairperson Lowe adjourned the meeting at 12:50 p.m.

Respectfully submitted,

THE DELAWARE RIVER AND BAY AUTHORITY

Stephen D. Williams
Assistant Secretary