

DELAWARE RIVER AND BAY AUTHORITY

AUDIT AND GOVERNANCE COMMITTEE MEETING

Tuesday, April 20, 2021

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, April 20, 2021 at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners of Delaware

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

Commissioners of New Jersey

Committee Vice-Chair McCann
Commissioner Smith, Committee Member
Commissioner Wilson, Committee Member
Commissioner Ransome
Vacant

Chairperson Hogan

Vice-Chairperson Lathem

Mike Houghton – DE

Phil Norcross – NJ

Governors' Representatives

Rudy Rodas – NJ

Staff

Tom Cook
Steve Williams
Victor Ferzetti
Vince Meconi
Charlotte Crowell
Gerry Owens
Jim Salmon
TJ Murray
Michelle Warner
Tara Donofrio
Michele Pyle
John Sarro
Andrew Houghton
Jen Shivers
Michelle Griscom

Guests

Mike Beczkowski
Bolton Partners Investment Consulting
Group, Inc.

1. Committee Chair Faust opened the Audit & Governance Committee meeting at approximately 10:46 a.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 Chair Faust called for a motion to accept the Audit & Governance Committee Minutes from January 22, 2021. Commissioner Smith made a motion, Commissioner Wilson seconded, and the Committee Minutes were accepted.
3. Discussion Item:

) **Deferred Compensation Annual Update**

Mike Beczkowski, Bolton Partners Investment Consulting Group, Inc. presented the annual review.

- He noted the official appointment of the Chairman and Secretary to the Deferred Compensation Committee in compliance with the Bylaws
 - Thomas J. Cook, Executive Director (Chairman)
 - Toni de Young, Pension & Benefits Manager (Secretary)
 - Charlotte Crowell, Chief Human Resources Officer
 - Victor Ferzetti, Chief Financial Officer
 - James Danna, Controller
 - Investment Advisor: Michael Beczkowski, Bolton Partners

) 2020 investment performance review:

- Funds performed relatively well compared to their peers and benchmarks
- American Funds Target date funds were confirmed as the Plans' default option after comparisons relative to Vanguard, Fidelity and T. Rowe Price.
- Upgraded the share class for one investment option which will reduce fees
- Confirmed the American Funds target date funds for as the Plans default option
- Added the 2065 target date fund
- Created a customized target date fund brochure

) Revises the indemnification section to better protect and implement best practices for the Deferred Compensation Committee members and employees

) 457(b) Volunteer Plan as \$17.2m in assets and the 401(a) Mandatory Plan has \$21.2m in assets with a total of \$40.6 million compared with the December 31, 2019 total assets of \$34.5 million; \$29.1 million as of December 31, 2018 and \$31.7 million as of December 31, 2017.

) For the most part, there was a 200 basis point increase with a good performance

) The monthly administrative fees were reduced about 25% to save the employees about \$20,000.

4. Action Item:

) **Resolution 21-13 Amendments to the Deferred Compensation Committee
Bylaws for the DRBA Defined Contribution Plans**

The CHRO reviewed the resolution noting the establishment of the Deferred Compensation Committee. The Committee shall consist of the Executive Director as the Chair, the Chief Financial Officer, the Chief Human Resources Officer, the Controller, and the Pension and Benefits Manager as the Secretary and such other number of individuals as are appointed by the Chairman and approved by the Delaware River and Bay Authority Commissioners (the “Commissioners”). The CHRO also noted the resolution will clarify the indemnification of the committee.

Committee Chair Faust called for a motion to accept the resolution, to which Commissioner Smith made a motion, seconded by Committee Vice-Chair McCann and the Governance/Audit Committee concurred with the recommendation to accept and authorized the action to be presented to the full Board at the April meeting later today.

5. With no further business to discuss, Committee Chair Faust made a motion to adjourn; Commissioner Smith made a motion, Committee Vice-Chair McCann seconded and the Governance/Audit Committee adjourned at 11:10 a.m.

DELAWARE RIVER AND BAY AUTHORITY

BUDGET & FINANCE COMMITTEE MEETING

Tuesday, April 20, 2021

Delaware Memorial Bridge Complex
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority's Budget & Finance Committee Meeting was conducted via Zoom on Tuesday, April 20, 2021 from the Delaware Memorial Bridge Complex, New Castle, Delaware

Commissioners of New Jersey

Committee Chair McCann
Commissioner Smith, Committee Member
Commissioner Wilson, Committee Member
Commissioner Ransome
Vacant

Chairperson Hogan

Phil Norcross - NJ

Governors' Representatives

Rudy Rodas – New Jersey

Staff

Tom Cook
Steve Williams
Victor Ferzetti
Vince Meconi
Charlotte Crowell
Gerry Owens
Michelle Warner
Jim Salmon
John Sarro
TJ Murray
Tara Donofrio
Michelle Pyle
Michelle Griscom
Jen Shivers

Commissioners of Delaware

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

Vice-Chairperson Lathem

Michael Houghton - DE

Governor's Representatives

1. Committee Chair McCann opened the Budget & Finance Committee meeting at approximately 11:10 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 McCann called for a motion to accept the Budget & Finance Committee Minutes from March 16, 2021. Commissioner Ratchford made a motion, Commissioner Smith seconded, and the Committee Minutes were accepted.

3. Discussion Items:

2021 1st Quarter Financial Performance

) The Chief Financial Officer (CFO) discussed 1st Quarter Traffic & Revenue for 2021. The CFO noted commercial traffic in 2019 was about 590,000 transactions and today just shy of 650,000 transactions or roughly 10% increase. A commercial transaction is the most expensive transaction which occurs at the bridge. Passenger car transactions at the bridge dropped from 2.6 million transactions in 2019 and to about 2.3 million this quarter or a 12% drop. Discounted vehicle traffic dropped from 600,000 in 2019 to 400,000 a 32% decrease. The CFO noted the CMLF showed about 90,000 transactions dropped to 67,000 during these same time periods. The CFO confirmed the Authority is moving in the right direction with things starting to open up.

) The CFO noted that actual revenues at the bridge surpassed anticipated revenues by \$2.3 million. The Authority was expecting about \$29 million and ended the quarter at \$31.5 million dollars. Year over year, the quarter was a little better than last year, \$36.3 million dollars to \$36.7 million dollars, roughly a 1% increase. Expenses by division have been very modest, which was \$4.4 million reduction compared to the historical quarter.

) The \$4.4 million reduction falls into (2) categories-- salary/wages down \$500,000 compared to last year and benefits are down \$3.9 million as a result of increased vacancies within the DRBA and \$2.7 million dollars less in contributions to the OPEB Fund.

4. Action Items:

) RESOLUTION 21-09 - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1, 2021 THROUGH DECEMBER 31, 2021

The CFO presented and reported on the Over \$25,000 List. After discussion and with no further questions, Commissioner Smith made a motion, Commissioner Ransome seconded, and the Budget & Finance Committee recommended forwarding Resolution 21-09 to the full Board. The Resolution will be presented to the full Board for consideration at the April meeting later today.

) RESOLUTION 21-10 – LEASE AGREEMENT WITH FERRY PARK, LLC

After a brief discussion, Commissioner Ford made a motion, Commissioner Ratchford seconded, and the Budget & Finance Committee recommended forwarding Resolution 21-10

to the full Board. The Resolution will be presented to the full Board for consideration at the April meeting later today.

With no further business to discuss, Committee Chair McCann adjourned the Budget and Finance Committee at 11:23 a.m.

DELAWARE RIVER AND BAY AUTHORITY

ECONOMIC DEVELOPMENT COMMITTEE MEETING

Tuesday, April 20, 2021

Delaware Memorial Bridge Complex
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority's Economic Development Committee Meeting was conducted via Zoom on Tuesday, April 20, 2021 from the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners of Delaware

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

Vice-Chairperson Lathem

Michael Houghton – DE

Governors' Representatives

Staff

Tom Cook
Steve Williams
Victor Ferzetti
Vince Meconi
Charlotte Crowell
Gerry Owens
Michelle Warner
Jim Salmon
TJ Murray
Michelle Griscom
John Sarro
Tara Donofrio
Michelle Griscom
Michele Pyle
Rhona Bronson
Jen Shivers

Commissioners of New Jersey

Committee Vice-Chair Ransome
Commissioner Wilson, Comm. Member
Vacant
Commissioner McCann
Commissioner Smith

Chairperson Hogan

Phillip Norcross - NJ

Governors' Representatives

Rudy Rodas, New Jersey

Guests

1. Committee Chair Ford opened the Economic Development Committee meeting at approximately 11:22 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. Committee Chair Ford called for a motion to accept the Economic Development Committee Minutes from March 16, 2021. Commissioner Carey made a motion, Commissioner Ransome seconded, and the Committee Minutes were accepted.

3. Resolutions:

RESOLUTION 21-11 - LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND AERO WAYS INC d/b/a FLY ADVANCED

After discussions, Commissioner Ratchford made a motion, Commissioner Carey, seconded, and the Economic Development Committee recommended forwarding Resolution 21-11 to the full Board for approval. The Resolution will be presented to the full Board for consideration at the meeting later today.

RESOLUTION 21-12 - AUTHORIZES A LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND SUSAN INGERSOLL AT THE CAPE MAY AIRPORT

After discussions, Commissioner Ransome made a motion, Commissioner Carey, seconded, and the Economic Development Committee recommended forwarding Resolution 21-12 to the full Board for approval. The Resolution will be presented to the full Board for consideration at the meeting later today.

RESOLUTION 21-14 – LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND GAMA AVIATION ENGINEERING, INC.

After discussions, Commissioner Ransome made a motion, Commissioner Carey, seconded, and the Economic Development Committee recommended forwarding Resolution 21-14 to the full Board for approval. The Resolution will be presented to the full Board for consideration at the meeting later today.

With no further business to discuss, Committee Chair Ford adjourned the Economic Development Committee at 11:32 a.m.

DELAWARE RIVER AND BAY AUTHORITY

PROJECTS COMMITTEE MEETING

Tuesday, April 20, 2021

Delaware Memorial Bridge Complex
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority's Projects Committee Meeting was conducted via Zoom on Tuesday, April 20, 2021 from the Delaware Memorial Bridge Complex, New Castle, Delaware.

New Jersey Commissioners

Committee Chair Ransome
Commissioner McCann, Committee Member
Commissioner Wilson
Commissioner Smith
Vacant

Delaware Commissioners

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

Chairman Hogan

Vice Chairman Lathem

Legal Counsel

Phil Norcross– NJ

Mike Houghton – DE

Governors' Representatives

Rudy Rodas – NJ

Staff

Tom Cook
Steve Williams
Victor Ferzetti
Vince Meconi
Charlotte Crowell
Gerry Owens
Michelle Warner
Michele Pyle
Jim Salmon
TJ Murray
Tara Donofrio
John Sarro
Andrew Houghton
Jen Shivers
Michelle Griscom
Toni deYoung

Guests

Mike Beczkowski
Bolton Partners Investment Consulting
Group, Inc.

1. Committee Chair Ransome opened the Projects Committee meeting at 11:32 a.m.
2. Committee Chair Ransome called for a motion to accept the Projects Committee Minutes from March 16, 2021. Commissioner McCann made a motion, Commissioner Faust seconded, and the Committee Minutes were accepted.
3. Bid Openings:

) **CMLF-C19-15: Cape May Terminal Maintenance Shop & Weld Shop Improvements**

A public bid opening was held on March 25, 2021, in which (4) bids were submitted. The two low bids were disqualified for not submitting proper documentation and/or not supplying a minimum of 30% work performance by themselves.

The COO recommended awarding the contract, in the amount of \$88,200 to Gaudelli Bros, Inc. of Millville, NJ

) **DMB-21-05: Interstate 295 Misc. Roadway Improvements**

A public bid opening was held on March 25, 2021, in which (6) bids were submitted.

The COO recommended awarding the contract, in the amount of \$4,021,973.93 to Mumford & Miller Concrete. of Middletown, DE.

) **DMB-21-06: Police Parking Lot Expansion**

A public bid opening was held on March 25, 2021, in which (8) bids were submitted.

The COO recommended awarding the contract, in the amount of \$574,780.16 to WJV Contractors of Pedricktown, NJ.

) **DMB-21-07: High Mast LED Roadway Lighting**

A public bid opening was held on March 25, 2021, in which (5) bids were submitted.

The COO recommended awarding the contract, in the amount of \$209,874.80 to Denney Electric Supply. of Boyertown, PA.

J **WWD-20-04: Wayfinding Signage**

A public bid opening was held on March 25, 2021, in which (7) bids were submitted.

The lowest bid was disqualified for not submitting proper documentation.

The COO recommended awarding the contract, in the amount of \$249,300.01 to Allied Signage Corporation of Farmingdale, NJ.

Committee Chair Ransome called for a motion to accept all (5) awards, to which Commissioner McCann made a motion, seconded by Committee Vice Chair Ratchford and the Projects Committee concurred with the recommendation to accept and authorized the actions to be presented to the full Board at the April meeting later today.

4. Contractor Payment Reviews:

The COO reviewed for the Committee the monthly construction contractor payments to be made for the work completed through March, 2021. The DRBA had (12) payments totaling approximately \$5.5 million for projects at the bridge, ferry, and airports.

5. Discussion Items

J **1-year extension of contract CS-18-01 with Duffield Associates, Inc. for Authority-Wide Environmental Consulting Services**

Duffield's was awarded a three year contract with 2 one year options. The COO proposes awarding the first of the 1 year options. According to original resolution, if the Chair & Vice Chair as well as committee agree on the extension, no additional resolution is needed. Since they all concur, the 1 year extension will be implemented.

J **Construction Projects Progress**

The monthly construction highlights report was previously presented via email to the Commissioners to which no discussion, nor questions, were raised at this time. Chairman Ransome noted a great discussion was conducted regarding new vessels. Board Vice Chair and Chair both complemented the COO on the information supplied regarding to build a bridge, or not, connecting NJ and DE vs the ferries. The report explained the cost of a bridge surpassing vessels was very informative.

6. With no further business to discuss, Committee Chair Ransome called for a motion to adjourn; Committee Vice Chair Ratchford made a motion and Commissioner McCann seconded, and the Projects Committee adjourned at 11:40 a.m.