

DELAWARE RIVER AND BAY AUTHORITY
GOVERNANCE/AUDIT COMMITTEE MEETING
Tuesday May 16, 2023
Delaware Memorial Bridge Complex
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority's Governance/Audit Committee Meeting was conducted on Tuesday, May 16, 2023, from the Delaware Memorial Bridge Complex, New Castle, Delaware and via Zoom.

Commissioners of New Jersey

Committee Chair Smith

Commissioner Wilson, Committee Member-
via Zoom

Commissioner McCann, Committee Member-
Absent

Commissioner Ransome - Absent

Commissioner Baldini - via Zoom

Commissioners of Delaware

Committee Vice-Chair Faust

Commissioner Carey, Committee Member-
via Zoom

Commissioner Decker, Committee Member-
Absent

Commissioner Becker

Commissioner Ratchford

Chairperson Hogan – absent

Vice-Chairperson Lathem

Legal Counsel

Mike Houghton – DE via Zoom

Kate Betterly – DE

Phil Norcross – NJ

Governors' Representatives

Jon Sheehan – DE absent

Robert Davidow– NJ via Zoom

Staff

Tom Cook

Steve Williams

Victor Ferzetti

Vince Meconi

Charlotte Crowell

Gerry Owens

Michelle Warner – via Zoom

Michele Pyle

Jim Salmon

TJ Murray

Tara Donofrio

Andy Houghton

Kyle Bickhart

Guests

Luke Winter

Clifton Lawson Allen

Drew Block

Clifton Lawson Allen

Nicole Shek

Clifton Lawson Allen

1. Committee Chair Smith opened the Governance/Audit Committee meeting at 10:53 a.m.
2. Committee Chair Smith called for a motion to accept the Governance/Audit Committee Minutes from April 18, 2022. Vice-Chair Faust made a motion, Commissioner Carey seconded, and the Committee Minutes were accepted.
3. Discussion Item

- **2022 Annual Audit Report**

The CFO introduced the DRBA Controller James Danna; Luke Winter, Drew Block and Nicole Shek of Clifton Larson Allen, the Authority's Auditors, who presented the following summary of the report:

- Financial Statement Audit Results- Luke Winter noted the Authority received an unmodified opinion as well as no material weaknesses nor significant deficiencies in internal control over reporting. This is the best opinion, also known as a clean opinion. No Non-Compliance with laws and regulations was noted.
 - The Single Audit Results – Luke Winter noted these are required by the Federal grant funding reports. Two programs were tested: Federal Aviation Administration and Maritime Administration, both receiving an unmodified opinion as well as no material weaknesses nor significant deficiencies in internal control over reporting.
 - Passenger Facility Charge Audit – Drew Block noted it also received unmodified opinion as well as no material weaknesses nor significant deficiencies in internal control over reporting.
 - Required Communications and Significant Estimates presented by Luke Winter
 - Concluded that management has a reasonable basis for significant judgments and estimates that impact the financial statements
 - Corrected and uncorrected misstatements – None noted
 - Disagreements with management on accounting/auditing matters– None noted
 - Consultations with other independent accountants– None noted
 - Net pension/OPEB liability – Actuarially determined
 - Uncollected tolls receivable – Historical analysis
 - Useful Lives of Capital Assets – Basis for depreciation
4. With no further business to discuss, Committee Chair Smith called for a motion to adjourn; Vice-Chair Faust made a motion, Commissioner Carey seconded, and the Governance/Audit Committee adjourned at 11:09 a.m.

**DELAWARE RIVER AND BAY AUTHORITY
BUDGET & FINANCE COMMITTEE MEETING**

Tuesday, May 16, 2023
Delaware Memorial Bridge Complex
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority's Budget & Finance Committee Meeting was conducted on Tuesday, May 16, 2023, from the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners of Delaware

Committee Chair Decker - Absent
Commissioner Becker, Comm. Member
Commissioner Ratchford, Comm. Member
Commissioner Carey - Zoom
Commissioner Faust

Chairperson Lathem

Phillip Norcross - NJ

Governors' Representatives

Robert Davidow – New Jersey - Zoom

Staff

Tom Cook
Steve Williams
Victor Ferzetti
Charlotte Crowell
Gerry Owens
Michelle Warner - Zoom
TJ Murray
James Salmon
Tara Donofrio
Michelle Pyle

Commissioners of New Jersey

Committee Vice-Chair Baldini - Zoom
Commissioner Smith, Comm. Member
Commissioner Wilson Comm. Member - Zoom
Commissioner McCann - Absent
Commissioner Ransome - Absent

Vice-Chairperson Hogan

Kate Betterly – DE
Mike Houghton – DE - Zoom

Governor's Representatives

Guests

1. Committee Vice-Chair Baldini opened the Budget & Finance Committee meeting at approximately 11:09 a.m. The Deputy Executive Director (DED) reported that the public meeting of the Budget & Finance Committee had been duly notified in accordance with the Authority's Freedom Information Regulations, read the Statement of Notice, and called the roll.

2. Committee Vice-Chair Baldini called for a voice vote to accept the Budget & Finance Committee Minutes from April 18, 2023. Commissioner Becker made a motion, Commissioner Smith seconded, and the Committee Minutes were accepted.

3. Action Items:

RESOLUTION 23-20 - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1, 2023, THROUGH DECEMBER 31, 2023

The CFO presented and discussed (2) vendors on the list. The CFO discussed the current poor condition of an older building and the need for temporary storage. Chairperson Lathem inquired how often inventory is conducted. The CFO responded inventory is tested annually. With no additional questions, Commissioner Becker made a motion, Commissioner Smith seconded, and the Budget & Finance Committee recommended forwarding Resolution 23-20 to the full Board. The Resolution will be presented to the full Board for consideration at the May meeting later today.

With no further business to discuss, Committee Vice-Chair Baldini adjourned the Budget and Finance Committee 11:14 a.m.

**DELAWARE RIVER AND BAY AUTHORITY
ECONOMIC DEVELOPMENT COMMITTEE MEETING**

Tuesday, May 16, 2023

Delaware Memorial Bridge Complex
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority's Economic Development Committee Meeting was conducted on Tuesday, May 16, 2023, from the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners of New Jersey

Committee Chair Baldini - via Zoom
Commissioner Wilson, Comm. Member

Commissioner Ransome, Comm. Member - Absent
Commissioner McCann - Absent
Commissioner Smith

Vice-Chairperson Hogan

Phillip Norcross – Counsel NJ

Governors' Representatives

Robert Davidow, New Jersey - Zoom

Staff

Tom Cook
Steve Williams
Victor Ferzetti
Vince Meconi
Charlotte Crowell
Gerry Owens
Michelle Warner – via Zoom
Jim Salmon
TJ Murray
Tara Donofrio
Michele Pyle

Commissioners of Delaware

Committee Vice-Chair Becker
Commissioner Carey, Comm. Member – via Zoom
Commissioner Ratchford, Comm..Member
Commissioner Decker - Absent
Commissioner Faust

Chairperson Lathem

Kate Betterly - Counsel DE
Mike Houghton - Counsel DE – via Zoom

Governors' Representatives

Guests

1. Committee Chair Baldini opened the Economic Development Committee meeting at approximately 11:14 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 Baldini called for a motion to accept the Economic Development Committee Minutes from April 18, 2023. Commissioner Wilson made a motion, Commissioner Carey seconded, and the Committee Minutes were accepted.

3. Resolutions:

RESOLUTION 23-21 - AUTHORIZES A LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND COOL POOLS BY DAVE D/B/A AMERICAN POOLS AT THE CAPE MAY AIRPORT

The Deputy Executive Director presented and reviewed the Resolution. Vice-Chairperson Hogan discussed concerns with the stockpiling of pool-related materials and chemicals outdoors that may become a public nuisance. It was stated that the potential tenant will have no ability to store any equipment or materials outdoors, other than chlorine.

Michelle Griscom, Assistant Director, Airport Properties confirmed liquid chlorine will be kept outside. Pools by Dave will work with Authority maintenance department to designate a safe spot. No additional equipment will be outside other than liquid chlorine. The expansion was geared to increase hot tubs sales. With no additional questions, Commissioner Becker made a motion, Commissioner Wilson seconded, and the Economic Development Committee recommended forwarding Resolution 23-21 to the full Board. The Resolution will be presented to the full Board for consideration at the May meeting later today.

RESOLUTION 23-22 - LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND HERLIHY HELICOPTER INC. D/B/A ASCENT AERONAUTICAL ACADEMY AT THE DELAWARE AIRPARK

The Deputy Executive Director presented and reviewed the Resolution. With no questions, Commissioner Becker made a motion, Commissioner Carey seconded, and the Economic Development Committee recommended forwarding Resolution 23-22 to the full Board. The Resolution will be presented to the full Board for consideration at the May meeting later today.

Committee Chair Baldini adjourned Economic Development Committee at 11:28 a.m.

DELAWARE RIVER AND BAY AUTHORITY

PERSONNEL COMMITTEE MEETING

Tuesday May 16, 2023

Delaware Memorial Bridge Complex
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority’s Personnel Committee Meeting was conducted in person and via Zoom on Tuesday, May 16, 2023, from the Delaware Memorial Bridge Complex, New Castle, Delaware.

Delaware Commissioners

Committee Chair Carey via Zoom
Commissioner Decker, Committee Member -
Absent
Commissioner Faust, Committee Member
Commissioner Becker
Commissioner Ratchford

Chairman Lathem

Legal Counsel

Mike Houghton – DE via Zoom
Kate Betterly - DE

Governors’ Representatives

Jon Sheehan –DE absent

Staff

Tom Cook
Steve Williams
Victor Ferzetti
Vince Meconi
Charlotte Crowell
Gerry Owens
Jim Salmon
Michelle Warner via Zoom
Michele Pyle
Tara Donofrio
TJ Murray
Andy Houghton
Kyle Bickhart

New Jersey Commissioners

Committee Vice-Chair Smith
Commissioner Ransome, Committee Member -
Absent
Commissioner McCann, Committee Member -
Absent
Commissioner Wilson- via Zoom
Commissioner Baldini – via Zoom

Vice Chairman Hogan

Phil Norcross– NJ

Robert Davidow – NJ – via zoom

Guests

1. Committee Chair Carey opened the Personnel Committee meeting at 11:29 a.m.
2. Committee Chair Carey called for a motion to accept the Personnel Committee Minutes from February 22, 2023. Commissioner Smith made a motion, Commissioner Faust seconded, and the Committee Minutes were accepted.

3. Discussion Items

- **Summary of the Organization**

The HR Demographics are available for the Board's individual review.

4. Resolutions

- **RESOLUTION 23-23** – Authorizing the approval of Selection of Compensation Consultant

The CHRO presented a brief history of DRBA's first bid and selection of a Compensation Consultant (Hay Group) in 2001 when all employees were non-represented. All positions were analyzed and pay classifications with salary grades and salary ranges were created. Through the years as unions were approved, those positions were removed from the Hay pay classifications (i.e., MEBA in 2002, Local 542 in 2005, and FOP in 2010). In 2015, DRBA requested the Hay Group to conduct a full job analysis and market pay study; recommendations were made and some were implemented. In 2022, DRBA requested the Hay Group to conduct a market pay study only for the non-represented employees as union pay was being reviewed during labor negotiations for 2023 implementation; this study compared DRBA's salary grades and salary ranges to Hay's market pay data warehouse to determine if DRBA was being competitive and paying at the 25th percentile according to DRBA's compensation policy. It was determined that 21% (35 employees) of the non-represented employees were not at the 25th percentile of market pay and those salary adjustments were made in early 2023.

Initially in 2022, DRBA had sent out a bid for a Compensation Consultant to provide pay classification and consulting services. Only two (2) bids were received and no selection made from that process. That brings DRBA to today as another bid was sent out early in 2023 with a longer response time and five (5) bids were received (Bolton, CCI Consulting, Korn Ferry formally known as The Hay Group, RKL LLP and the Segal Company) with three (3) selected for interview and Segal Company was unanimously ranked as #1 by the Selection Committee (CHRO Crowell, CIO Gerry DiNicola Owens, ER & Compliance Manager Andrew Ritchie, Controller Jim Danna and Director of Environment Health & Safety Silvana Dominiononi). It is estimated that this project will begin mid to late June 2023 with a preliminary report to the Board at the September 2023 Retreat. The goal is to have

the study completed with full recommendations prior to year-end in hopes of implementing any needed changes with the 2024 annual salary increases.

Vice-Chair Hogan inquired if Segal has conducted any compensation studies for any other authorities to which the CHRO replied they have conducted studies for the State of Delaware, City of Wilmington, and City of Dover; do not recall any agencies in the State of NJ. (It was later determined from review of their submitted client list they conducted services for the State of NJ Judiciary and the NJ Turnpike Authority).

After discussion, Committee Chair Carey called for a motion, Commissioner Faust made a motion, Commissioner Smith seconded, and the Personnel Committee recommended forwarding Resolutions 23-23 the full Board for approval. The Resolution will be presented to the full Board for consideration at the May meeting later today.

- **Resolution 23-24** Authorizing the approval of a Collective Bargaining Agreement between the Delaware River and Bay Authority and Marine Engineers' Beneficial Association for Certain Employees

After discussions, Committee Chair Carey called for a motion, Commissioner Smith made a motion, Commissioner Faust seconded, and the Personnel Committee recommended forwarding Resolution 23-24 to the full Board for approval. The Resolution will be presented to the full Board for consideration at the May meeting later today.

5. With no further business to discuss, Committee Chair Carey called for a motion to adjourn; Commissioner Smith made a motion, Commissioner Faust seconded, and the Personnel Committee adjourned at 11:41 a.m.

DELAWARE RIVER AND BAY AUTHORITY

PROJECTS COMMITTEE MEETING

Tuesday, May 16, 2023

Delaware Memorial Bridge Complex
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority’s Projects Committee Meeting was conducted in person and via Zoom on Tuesday, May 16, 2023, from the Delaware Memorial Bridge Complex, New Castle, Delaware.

Delaware Commissioners

Committee Chair Ratchford
Commissioner Faust, Committee Member

Commissioner Becker, Committee Member

Commissioner Decker - Absent
Commissioner Carey- via Zoom

Chairman Lathem

Legal Counsel

Mike Houghton– DE via Zoom
Kate Betterly- DE

Governors’ Representatives

Jon Sheehan – DE Absent

Staff

Tom Cook
Steve Williams
Victor Ferzetti
Vince Meconi
Charlotte Crowell
Gerry Owens
Michelle Warner – via Zoom
Michele Pyle
Jim Salmon
TJ Murray
Tara Donofrio
Andy Houghton
Kyle Bickhart

New Jersey Commissioners

Committee Vice-Chair Ransome- Absent
Commissioner McCann, Committee Member-
Absent
Commissioner Baldini, Committee Member-
Via Zoom

Commissioner Smith
Commissioner Wilson- via Zoom

Vice Chairman Hogan

Phil Norcross- NJ

Robert Davidow– NJ via Zoom

Guests

1. Committee Chair Ratchford opened the Projects Committee meeting at 11:42 a.m.
2. Committee Chair Ratchford called for a motion to accept the Projects Committee Minutes from April 18, 2022. Commissioner Faust made a motion, Commissioner Becker seconded, and the Committee Minutes were accepted.
3. Discussion Items

- **Construction Highlights Report**

COO noted the report can be found in their handouts. He inquired to the Commissioners of any questions or comments to which the Committee Chair recognized the great work of the COO's team on the DMB decking project.

4. Bid Openings

- **DMB-21-09R Lifeline Fall Protection Systems – Ladders**

A public bid opening was held on April 26, 2023, in which (2) bids were submitted.

The COO recommended awarding the contract, in the amount of \$940,550.00, to Agate Construction Company, Inc. of Clermont, NJ.

Committee Chair Ratchford called for a motion to accept the award, to which Commissioner Becker made a motion, seconded by Commissioner Faust and Projects Committee concurred with the recommendation to accept and authorize the action to be presented to the full Board of Commissioners later today.

- **DMB-23-07 Overhead Garage Doors Replacement**

A public bid opening was held on April 20, 2023, in which (2) bids were submitted.

The COO recommended awarding the contract, in the amount of \$40,400 to Overhead Door Co, Inc of Elmer, NJ.

Committee Chair Ratchford called for a motion to accept the award, to which Commissioner Becker made a motion, seconded by Commissioner Faust and Projects Committee concurred with the recommendation to accept and authorize the action to be presented to the full Board of Commissioners later today.

- **DMB-23-11 Interstate 295 Miscellaneous Roadway Improvements**

A public bid opening was held on April 25, 2023, in which (3) bids were submitted.

The COO recommended awarding the contract, in the amount of \$2,201,161.61, to Mumford & Miller Concrete, Inc. of Middletown, DE.

Committee Chair Ratchford called for a motion to accept the award, to which Commissioner Becker made a motion, seconded by Commissioner Faust and Projects Committee concurred with the recommendation to accept and authorize the action to be presented to the full Board of Commissioners later today.

- **MIV-23-A Rehabilitate Taxiway A, Phase 2**

A public bid opening was held on April 26, 2023, in which (1) bid was submitted.

The COO recommended awarding the contract, in the amount of \$1,570,962.51 to South State, Inc of Bridgeton, NJ.

Committee Chair Ratchford called for a motion to accept the award, to which Commissioner Becker made a motion, seconded by Commissioner Faust and Projects Committee concurred with the recommendation to accept and authorize the action to be presented to the full Board of Commissioners later today.

5. Project Contract Closeouts

- **DMB-22-06 Interstate 295 Miscellaneous Roadway Improvements**

The COO recommended close-out of the contract and final payment to Road-Con, Inc. West Chester, PA with a final contract amount of \$1,548,319.87.

Committee Chair Ratchford called for a motion to approve the contract closeout, to which Commissioner Becker made a motion, seconded by Commissioner Faust and the Projects Committee concurred with the recommendation and authorized the close-out action to be presented to the full Board for consideration at the May meeting later today.

- **CMLF-L22-06 Lewes Bike Path Connector**

The COO recommended close-out of the contract and final payment to A-Del Construction of Newark, DE with a final contract amount of \$88,000.00

Committee Chair Ratchford called for a motion to approve the contract closeout, to which Commissioner Becker made a motion, seconded by Commissioner Faust and the Projects Committee concurred with the recommendation and authorized the close-out action to be presented to the full Board for consideration at the May meeting later today.

- **CMLF-22-08 Dry-Docking and Repairs, M/V Delaware**

The COO recommended close-out of the contract and final payment to Cadell Dry Dock & Repair Co. of Staten Island, NY with a final contract amount of \$6,401,143.18.

Committee Chair Ratchford called for a motion to approve the contract closeout, to which Commissioner Becker made a motion, seconded by Commissioner Faust and the Projects Committee concurred with the recommendation and authorized the close-out action to be presented to the full Board for consideration at the May meeting later today.

- **CMLF-C22-03 Cape May Terminal Fencing**

The COO recommended close-out of the contract and final payment to West Bay Construction, Inc. of Absecon, NJ with a final contract amount of \$570,737.92.

Committee Chair Ratchford called for a motion to approve the contract closeout, to which Commissioner Becker made a motion, seconded by Commissioner Faust and the Projects Committee concurred with the recommendation and authorized the close-out action to be presented to the full Board for consideration at the May meeting later today.

6. Contractor Payment Review:

The COO reviewed for the Committee the monthly construction contractor payment summary to be made for the work completed through April 2023 for (16) payments totaling approximately \$15 million for projects at the bridge, ferry, and airports.

7. With no further business to discuss, Committee Chair Ratchford called for a motion to adjourn; Commissioner Faust made a motion and Commissioner Becker seconded, and the Projects Committee adjourned at 11:48 a.m.