

**DELAWARE RIVER AND BAY AUTHORITY
GOVERNANCE/AUDIT COMMITTEE MEETING
Tuesday May 20, 2025**

Delaware Memorial Bridge Complex
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority's Governance Audit Committee Meeting was conducted in person and via Teams on Tuesday May 20, 2025, from the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners of New Jersey

Committee Chair McCann
Commissioner Wilson, Committee Member
Commissioner Behnke, Committee Member
Commissioner Baldini via Teams
Commissioner Mehaffey

Chairperson Ransome

Legal Counsel

Phil Norcross– NJ

Governors' Representatives

Alexis Franklin – NJ

Staff

Tom Cook
Ceil Smith
Victor Ferzetti
Vince Meconi
Charlotte Crowell
Gerry Owens
Michelle Warner
Michele Pyle
Jim Salmon
TJ Murray
Tara Donofrio
Shannon Goad
Kyle Bickhart
Jennifer Oberle-Howard
Mike Porch
Travis Crawford
Michelle Griscom
Ben Clendaniel
Jim Danna

Commissioners of Delaware

Committee Vice-Chair Faust via Teams
Commissioner Carey, Committee Member
Commissioner Collins, Committee Member via Teams
Commissioner Houghton
Commissioner Ratchford

Vice-Chairperson Lathem

Kate Betterly – DE

Misty Seamans – DE

Guests

Andy Lee, Clifton Larson Allen, LLP

1. Committee Chair McCann opened the Governance/Audit Committee meeting at 11:15 a.m.
2. Committee Chair McCann called for a motion to accept the Governance Audit Committee Minutes from January 21, 2025. Committee Member Wilson made a motion, Committee Member Behnke seconded, and the Committee Minutes were accepted.
3. Discussion Item
 - 2024 Annual Audit Report

The CFO introduced and recognized the DRBA Controller James Danna for the discipline he has instilled in the process, enabling us to achieve the clean audits. He turned the meeting over to Andy Lee of Clifton Larson Allen, the Authority's Auditors, who presented the following summary of the report:

- Mr. Lee provided a recap of the Scope of Services, Responsibility Overview, and Audit Process Financial Statement Audit Results. He 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.
- Required Governance Communications
 - Concluded that management has a reasonable basis for the significant estimates that impact the financial statements
 - Corrected and uncorrected misstatements – None noted
 - Difficulties and Disagreements with management on accounting/auditing matters– None noted
 - Consultations with other independent accountants– None noted
 - No corrected and uncorrected adjustments
- The Single Audit Results –The Airport Improvement Program (AIP), which received an unmodified opinion as well as no material weaknesses nor significant deficiencies in internal control over reporting.
- Passenger Facility Charge Audit – received unmodified opinion as well as no material weaknesses nor significant deficiencies in internal control over reporting.

Commissioner Ransome asked for the purpose of the Passenger Facility Charge to which the CFO explained it is a fee established for the use of the facilities to recoup some of the capital investments. It is \$4.50 per passenger collected by the airline, established by the

Federal government, and returned to the operator. As a part of the process, an audit must be conducted.

Mr. Lee asked if there were any questions at the conclusion of the report. Chairperson Ransome inquired whether there were any improvements that could be made. Mr. Lee stated there are generally always improvements to be made. Mr. Ferzetti informed the committee that staff are continually reviewing processes and assumptions to improve. He noted a current review of estimates related to recognizing uncollectable revenue as an example of the continual, but often unseen reviews undertaken. There were no other questions for Mr. Lee.

The Executive Director informed the Board they will be receiving a Charitable Contributions document for their review within the month to permit discussion at the June 2025 meeting.

4. With no further business to discuss, Committee Chair McCann called for a motion to adjourn; Committee Member Carey made a motion, Committee Member Wilson seconded, and the Governance/Audit Committee adjourned at 11:30 a.m.

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

Tuesday, May 20, 2025
James Julian Board Room
New Castle, Delaware

The public meeting of The Delaware River and Bay Authority's Budget & Finance Committee Meeting was conducted on Tuesday, May 20, 2025, from the James Julian Board Room, New Castle, Delaware.

Commissioners of New Jersey

Committee Chair Baldini - Teams
Commissioner Wilson, Comm. Member
Commissioner Behnke, Comm. Member
Commissioner McCann
Commissioner Mehaffey

Chairperson Ransome

Legal Counsel

Phil Norcross – NJ

Governors' Representatives

Alexis Franklin – NJ

Staff

Tom Cook
Ceil Smith
Victor Ferzetti
Charlotte Crowell
Gerry Owens
Michelle Warner
TJ Murray
James Salmon
Tara Donofrio
Michelle Pyle
Benjamin Clendaniel
Michelle Griscom

Commissioners of Delaware

Committee Vice-Chair Houghton
Commissioner Ratchford, Comm. Member
Commissioner Collins, Comm. Member - Teams
Commissioner Carey
Commissioner Faust - Teams

Vice-Chairperson Lathem

Legal Counsel

Kate Betterly – DE

Governor's Representatives

Misty Seemans - DE

Guests

1. Committee Chair Baldini opened the Budget & Finance Committee meeting at approximately 11:30 a.m. The Assistant Secretary 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 Chair Baldini called for a voice vote to accept the Budget & Finance Committee Minutes from March 18, 2025. Commissioner Wilson made a motion, Commissioner Behnke seconded, and the Committee Minutes were accepted.
3. Discussion Items:

Review of Procurement Procedures – Bid Thresholds

The CFO discussed the current solicitation & approval thresholds for professional services and materiel & supplies. The current thresholds were established by resolution in 1997 and remain at \$50,000. The CFO discussed inflation has impacted that number in the past 25 years. The CFO recommended using the State of Delaware thresholds of \$150,000 for Professional Services and \$100,000 for supplies, reminding to committee we would still be seeking quotes from multiple vendors. Reviewing the Comparison of Solicitation Thresholds to other entities, the proposed thresholds seem appropriate. Some of the benefits of adjusting the threshold are as follows:

- Increase opportunities for small & local businesses.
- Saves time and resources.
- Faster reaction to needs.

The CFO asked for feedback from the committee and board members. We'll follow up in June with a resolution that considers and reflects the thoughts of this discussion. Board Chair Ransome asked for comments from committee members. Committee member Wilson asked for clarification are you requesting to raise the threshold for professional services. The CFO verified the recommendation to raise that threshold to \$150,000. Chairperson Ransome confirmed this is a reasonable request. Commissioner Mehaffey questioned legal issues related to raising the thresholds. Phil Norcross discussed the balance between promoting competition without discouraging small businesses from participating. Commissioner Mehaffey asked if we're required to take low bidders on RFPs. The CFO confirmed, "YES" for materiel/supplies, but "NO" related to professional services where the focus on the qualifications and capabilities of the vendor. Committee member Ratchford asked for the total number of professional service contracts we have. The CFO confirmed between 20-30 professional service contracts. Committee member Collins asked with the current threshold how we're diversifying the process now. The CFO referenced the demolition work that occurred at ILG, and we received a minority firm able to participate compared to the historical vendors we have used. To date we have 5%-8% diverse minority businesses. Committee member Collins appreciated the response but noted a desire for broad and expanding vendor participation.

4. Resolutions:

RESOLUTION 25-19 - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO RESOLUTION 24-17 FOR THE PERIOD, JANUARY 1, 2025, THROUGH DECEMBER 31, 2025

The Chief Financial Officer presented and discussed the Resolution. The CFO requested a committee waiver for lights totaling \$81,000.00. The CFO confirmed three bids were obtained which came in \$10,000 - \$15,000 less than the other quotes. DRBA maintenance will install the lights. With no additional questions, Commissioner Behnke made a motion, Commissioner Wilson seconded, and the Budget and Finance Committee recommended forwarding Resolution 25-19 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, the Committee adjourned the Budget and Finance Committee 11:49 a.m.

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

Tuesday, May 20, 2025
James Julian Board Room
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority's Economic Development Committee Meeting was conducted on Tuesday, May 20, 2025, from the James Julian Board Room, New Castle, Delaware.

Commissioners of Delaware

Committee Chair, Houghton
Commissioner Carey, Comm. Member
Commissioner Ratchford, Comm. Member
Commissioner Faust - TEAMS
Commissioner Collins - TEAMS
Vice-Chairperson Lathem

Legal Counsel

Phil Norcross – NJ

Governors' Representatives

Misty Seemans - DE

Staff

Tom Cook
Ceil Smith
Victor Ferzetti
Vince Meconi
Charlotte Crowell
Gerry Owens
Michelle Warner
Jim Salmon
TJ Murray
Tara Donofrio
Michele Pyle
Benjamin Clendaniel
Michelle Griscom
Mike Porch

Commissioners of New Jersey

Committee Vice-Chair Baldini – TEAMS
Commissioner Wilson, Comm. Member
Commissioner Mehaffey, Comm. Member
Commissioner McCann
Commissioner Behnke
Chairperson Ransome

Legal Counsel

Kate Betterly – DE

Governors' Representatives

Alexis Franklin – NJ

Guests

1. The Committee Chair, Houghton, opened the Economic Development Committee meeting at approximately 11:50 a.m. The Deputy Executive Director (DED) reported that the public meeting of the Economic Development Committee had been duly notified in accordance with the Authority's Freedom of Information Regulations, read the Statement of Notice, and called the roll.

2. Committee Chair Houghton called for a motion to accept the Economic Development Committee Minutes from April 15, 2025, meeting. Commissioner Ratchford made a motion, Commissioner Mehaffey seconded, and the Committee Minutes were accepted.

3. Resolutions:

RESOLUTION 25-20 - AMENDS THE RULES AND REGULATIONS OF THE MILLVILLE AIRPORT OPERATED BY THE DELAWARE RIVER AND BAY AUTHORITY

The Deputy Executive Director presented and discussed the Resolution. With no additional questions, Commissioner Mehaffey made a motion, Commissioner Ratchford seconded, and the Economic Development Committee recommended forwarding Resolution 25-20 to the full Board. The Resolution will be presented to the full Board for consideration at the May meeting later today.

RESOLUTION 25- 21 - AMENDS THE MINIMUM STANDARDS FOR COMMERCIAL AERONAUTICAL SERVICES OF THE MILLVILLE AIRPORT OPERATED BY THE DELAWARE RIVER AND BAY AUTHORITY

The Deputy Executive Director presented and discussed the Resolution. With no additional questions, Commissioner Ratchford made a motion, Commissioner Mehaffey seconded, and the Economic Development Committee recommended forwarding Resolution 25-21 to the full Board. The Resolution will be presented to the full Board for consideration at the May meeting later today.

RESOLUTION 25-22 - AUTHORIZES A LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND AARON’S MOBILE DETAILING LLC AT THE CAPE MAY AIRPORT

The Deputy Executive Director presented and discussed the Resolution. With no additional questions, Commissioner Wilson made a motion, Commissioner Ratchford seconded, and the Economic Development Committee recommended forwarding Resolution 25-22 to the full Board. The Resolution will be presented to the full Board for consideration at the May meeting later today

RESOLUTION 25-23 - AUTHORIZES A LEASE AMENDMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND THE MILLVILLE ARMY AIRFIELD MUSEUM AT THE MILLVILLE AIRPORT

The Deputy Executive Director presented and discussed the Resolution. With no additional questions, Commissioner Ratchford made a motion, Commissioner Carey seconded, and the Economic Development Committee recommended forwarding Resolution 25-23 to the full

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

RESOLUTION 25-24 - LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND AVIATION SPORTS COMPLEX, LLC AT THE CAPE MAY AIRPORT

The Deputy Executive Director presented and discussed the Resolution. Committee Chair Houghton and Commissioner Mehaffey discussed the sound fiscal backer of the Aviation Sports Complex. This facility is endorsed by local government and is worth doing it. Commissioner Mehaffey confirmed these types of businesses are doing well throughout New Jersey. With no additional questions, Commissioner Mehaffey made a motion, Commissioner Ratchford seconded, and the Economic Development Committee recommended forwarding Resolution 25-24 to the full Board. The Resolution will be presented to the full Board for consideration at the May meeting later today.

RESOLUTION 25-25 – EASEMENT AGREEMENT WITH SCHELL BROTHERS, LLC

The Deputy Executive Director presented and discussed the Resolution. With no additional questions, Commissioner Mehaffey made a motion, Commissioner Ratchford seconded, and the Economic Development Committee recommended forwarding Resolution 25-25 to the full Board. The Resolution will be presented to the full Board for consideration at the May meeting later today. Committee Chair Houghton inquired compensation for the Easement. Kate Betterly confirmed it is a historic easement, and there is no charge for costs. Vice-Chair Lathem asked about maintaining the Easement. Kate Betterly confirmed DelDOT maintains maintenance of the Easement.

Committee Chair Houghton adjourned the Economic Development Committee at 12:02 p.m.

**DELAWARE RIVER AND BAY AUTHORITY
PERSONNEL COMMITTEE MEETING**

Tuesday May 20, 2025

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 Teams on Tuesday, May 20, 2025, from the Delaware Memorial Bridge Complex, New Castle, Delaware.

New Jersey Commissioners

Committee Chair Behnke
Commissioner Mehaffey, Committee Member
Commissioner McCann, Committee Member
Commissioner Baldini via Teams
Commissioner Wilson

Chairman Ransome

Legal Counsel

Phil Norcross– NJ

Governors' Representatives

Alexis Franklin – NJ

Staff

Tom Cook
Ceil Smith
Victor Ferzetti
Vince Meconi
Charlotte Crowell
Gerry Owens
Michelle Warner
Michele Pyle
Jim Salmon
TJ Murray
Tara Donofrio
Shannon Goad
Kyle Bickhart
Jennifer Oberle-Howard
Mike Porch
Travis Crawford
Michelle Griscom
Ben Clendaniel
Andrew Ritchie

Delaware Commissioners

Committee Vice-Chair Carey
Commissioner Faust, Committee Member via Teams
Commissioner Collins, Committee Member
Commissioner Ratchford
Commissioner Houghton

Vice-Chairman Lathem

Kate Betterly– DE

Misty Seamans - DE

Guests

1. Committee Chair Behnke opened the Personnel Committee meeting at 12:02 p.m.
2. Committee Chair Behnke called for a motion to accept the Personnel Committee Minutes from September 14, 2024. Committee Member McCann made a motion, Committee Vice-Chair Carey seconded, and the Committee Minutes were accepted.
3. Discussion Items
 - Summary of Organization

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

4. Resolution
 - Resolution 25-27 - Revised FMLA Policy

CHRO noted the significant changes to the FMLA policy, which are internal operational procedures only, not affecting the Federal standards:

- The policy currently resides in the Personnel Manual, the revised policy will be a stand-alone policy, and we need to revise the Personnel Manual to remove.
- The content of the notice section, application process, and communication steps have been updated to reflect the current process that has changed from a forms process in which certification information went directly to the Authority to a process in which all steps are administered by a third-party administrator (TPA).
- The addition of a statement notifying employees planning FMLA leave of the expectation to coordinate scheduling eligible paid leave with their supervisor.
- The addition of a section entitled Confidentiality of Protected Health Information which states that the DRBA, its TPA, and any agents involved in the administration of claims above will comply with health privacy rules and regulations, and will further observe the confidentiality of such protected health information

Committee Chair Behnke called for a motion to accept the resolution as amended by NJ General Counsel Phil Norcross to which Committee Member McCann made a motion, seconded by Vice-Chair Carey and Personnel Committee concurred with the recommendation to accept and authorize the action to be presented to the full Board of Commissioners later today.

Vice Chairman Sam Lathem inquired if the DRBA is informing employees so the spouse is aware of the HIPAA approvals requirements before they can be communicated or have access to spouse's medical records/information. CHRO responded that once the policy is approved through resolution, HR will conduct refresher training for all full-time employees and will make sure this information is detailed.

5. With no further business to discuss, Committee Chair Behnke called for a motion to adjourn; Committee Vice-Chair Carey made a motion and Committee Member Collins seconded, and the Personnel Committee adjourned at 12:09 p.m.

**DELAWARE RIVER AND BAY AUTHORITY
PROJECTS COMMITTEE MEETING**

Tuesday May 20, 2025

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 Teams on Tuesday, May 20, 2025, from the Delaware Memorial Bridge Complex, New Castle, Delaware.

New Jersey Commissioners

Committee Chair Mehaffey
Commissioner McCann, Committee Member
Commissioner Baldini, Committee Member (TEAMS)
Commissioner Behnke
Commissioner Wilson

Chairman Ransome

Legal Counsel

Kate Betterly– DE

Governors' Representatives

Alexis Franklin – NJ

Staff

Tom Cook
Ceil Smith
Victor Ferzetti
Vince Meconi
Charlotte Crowell
Gerry Owens
Michelle Warner
Michele Pyle
Jim Salmon
TJ Murray
Tara Donofrio
Shannon Goad
Kyle Bickhart
Jennifer Oberle-Howard
Mike Porch
Heath Gehrke
Ben Clendaniel

Delaware Commissioners

Committee Vice-Chair Ratchford
Commissioner Faust, Committee Member (TEAMS)
Commissioner Houghton, Committee Member
Commissioner Collins
Commissioner Carey

Vice-Chairman Lathem

Phil Norcross– NJ

Misty Seamans - DE

Guests

1. Committee Chair Mehaffey opened the Projects Committee meeting at 12:09 p.m.

2. Committee Chair Mehaffey called for a motion to accept the Projects Committee Minutes from April 15, 2025. Committee Member McCann made a motion, Committee Vice-Chair Ratchford seconded, and the Committee Minutes were accepted.

3. Discussion Items

- The COO noted the full Construction Highlights report can be found in the Board materials.

4. Resolution

- Resolution 25-26 – Authorizing An Extension of the Agreement Between the Delaware River and Bay Authority and Elliott Bay Design Group, LLC for Naval Architect Services

Committee Chair Mehaffey called for a motion to accept the resolution to which Committee Member Houghton made a motion, seconded by Vice-Chair Ratchford 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. Bids

- ILG-24-03 Parking Lot and Perimeter Road, Phase III

A public bid opening was held on April 23, 2025, in which (7) bids were submitted.

The COO recommended awarding the contract, in the amount of \$841,498 to A-Del Construction of Newark, Delaware.

Committee Chair Mehaffey called for a motion to accept the bid, to which Committee Member Houghton made a motion, seconded by Committee Member McCann and Projects Committee concurred with the recommendation to accept and authorize the action to be presented to the full Board of Commissioners later today.

- ILG-24-05 Building I-6000 Roof Replacement

A public bid opening was held on March 26, 2025, in which (5) bids were submitted.

The COO recommended awarding the contract, in the amount of \$505,750 to Farrell Roofing of Middletown, DE.

Committee Chair Mehaffey called for a motion to accept the bid, to which Committee Member Houghton made a motion, seconded by Committee Member McCann and Projects Committee concurred with the recommendation to accept and authorize the action to be presented to the full Board of Commissioners later today.

- ILG-25-B Snow Removal Equipment: Carrier Vehicle with Front Mounted Broom & High Velocity Air Blast

A public bid opening was held on March 26, 2025, in which (2) bids were submitted.

The COO recommended awarding the contract, in the amount of \$374,714.00 to J Fletcher Creamer & Son, Inc. of Folsom, NJ.

Committee Chair Mehaffey called for a motion to accept the bid, to which Committee Member Houghton made a motion, seconded by Committee Member McCann 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-25-02 2025-2027 Deck & Pavement Repairs

A public bid opening was held on April 09, 2025, in which (5) bids were submitted.

The COO recommended awarding the contract, in the amount of \$1,558,000 to Mumford & Miller Concrete of Middletown, DE.

Committee Chair Mehaffey called for a motion to accept the bid, to which Committee Member Houghton made a motion, seconded by Committee Member McCann 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-25-03B High Mast Lighting Replacements

A public bid opening was held on April 23, 2025, in which (2) bids were submitted.

The COO recommended awarding the contract, in the amount of \$1,994,990 to McLean Contracting Co of Glen Burnie, MD.

Committee Chair Mehaffey called for a motion to accept the bid, to which Committee Member Houghton made a motion, seconded by Committee Vice Chair Ratchford 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-25-50 Two (2) Ford F-550 Dump Trucks with Hydraulic System, V-Box Spreader and Plow

A public bid opening was held on April 23, 2025, in which (1) bid was submitted.

The COO recommended awarding the contract, in the amount of \$305,576, to Chas. S. Winner Inc. of Cherry Hill, NJ.

Committee Chair Mehaffey called for a motion to accept the bid, to which Committee Member Houghton made a motion, seconded by Committee Vice-Chair Ratchford and Projects Committee concurred with the recommendation to accept and authorize the action to be presented to the full Board of Commissioners later today.

The Vice-Chair inquired about the process of disposing equipment that is replaced to which the CFO explained a surplus property dealer is obtained to auction the items.

6. Project Close-outs

- MIV-24-01 Refurbishment of Two 50,000-Gallon Fire Protection Tanks

The COO recommended close-out of the contract and final payment to Brave Industrial Paint, LLC, Inc. of Long Branch, NJ with a final contract amount of \$332,276.

- 33N-24-01 Refurbishment of One 50,000-Gallon Fire Protection Tank

The COO recommended close-out of the contract and final payment to Brave Industrial Paint, LLC, Inc. of Long Branch, NJ with a final contract amount of \$205,038.

Committee Chair Mehaffey called for a motion to approve the two aforementioned closeouts, to which Committee Vice-Chair Ratchford made a motion, seconded by Committee Member Houghton 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 meeting later today.

- MIV-22-08 Building M-112 Roof and Building Repairs

The COO recommended close-out of the contract and final payment to Detwiler Roofing LLC. of East Pearl, PA with a final contract amount of \$237,336.74.

Committee Chair Mehaffey called for a motion to approve the closeout, to which Committee Member Houghton made a motion, seconded by Committee Vice-Chair Ratchford 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 meeting later today.

7. Contractor Payment Review:

The COO reviewed for the Committee the monthly construction contractor payment summary to be made for the work completed through April 2025 for (24) payments totaling approximately \$6.9 million for projects at the bridge, ferry, and airports.

8. With no further business to discuss, Committee Chair Mehaffey called for a motion to adjourn; Committee Vice-Chair Ratchford made a motion and Committee Member McCann seconded, and the Projects Committee adjourned at 12:16 p.m.