

**DELAWARE RIVER PORT AUTHORITY
BOARD MEETING**

**One Port Center/Zoom
Wednesday, December 9, 2020**

Due to the coronavirus pandemic, all participants, except where noted, attended via telephone/web conference.

Pennsylvania Commissioners

Sean Murphy (for Pennsylvania Auditor General Eugene DePasquale)
Donna Powell
Veronica Hoof (for Pennsylvania Treasurer Joseph M. Torsella)
Joseph Martz
Angelina Perryman
Kathleen McGinty
Christopher Lewis (joined the meeting at 9:31 a.m.)

New Jersey Commissioners

Jeffrey Nash, Esq., Vice Chairman of the Board
Albert Frattali
Sara Lipsett
Charles Fentress
Aaron Nelson
Bruce Garganio
Daniel Christy
Richard Sweeney

DRPA/PATCO Staff

John T. Hanson, Chief Executive Officer (in person)
Maria Wing, Deputy Chief Executive Officer
Raymond J. Santarelli, General Counsel and Corporate Secretary (in person)
Narisa Sasitorn, Deputy General Counsel
Kathleen Vandy, Assistant General Counsel
James White, Chief Financial Officer (in person)
Toni P. Brown, Chief Administrative Officer
David Aubrey, Inspector General
John Rink, General Manager, PATCO
Michael Venuto, Chief Engineer
John Lotierzo, Director of Finance (in person)
Orville Parker, Manager Budget & Financial Analysis (in person)
Richard Mosback, Director, Procurement DRPA/PATCO
William Shanahan, Director, Government Relations
Mike Williams, Director, Corporate Communications
Tonyelle Cook-Artis, Manager, Government Relations
Joseph McAroy, Bridge Director, BFB & BRB
Darlene Callands, Manager Community Relations
Elizabeth Saylor, Administrative Coordinator, Corporate Secretary, OGC (in person)

Others Present

Rudy Rodas, Associate Counsel, New Jersey Governor's Authorities Unit
Alan Kessler, PA Counsel, Duane Morris, LLP
Christopher Gibson, NJ Counsel, Archer & Greiner, P.C.
Monique Curry-Mims, S & S Consulting LLC
Ismail Shahid, S&S Consulting, LLC
Daniel McArdle, Citizens Advisory Committee

OPEN SESSION

Notice

The Corporate Secretary announced that pursuant to its by-laws public notice of this meeting of the DRPA Board of Commissioners had been given by posting proper notice in the lobby at One Port Center and by issuing proper notice to the public and news media. The Secretary also noted that, due to the ongoing pandemic, the public was not allowed inside the One Port Center building but had been invited to attend via telecast and to submit any questions or comments electronically prior to the meeting.

Roll Call

Vice Chairman Nash called the meeting to order at 9:13 a.m. and asked that the Corporate Secretary call the roll. The following Commissioners were present, constituting a quorum: Vice Chairman Nash, Powell, Fentress, Murphy, Frattali, Lipsett, Nelson, Hoof, Martz, Garganio, Sweeney, McGinty, Christy, Perryman and Lewis. Following roll call, Vice Chairman Nash recognized PA Auditor General DePasquale and PA Treasurer Torsella would be leaving the Board, and thanked them and their designees (Commissioner Murphy for Auditor General DePasquale and Commissioner Hoof for Treasurer Torsella) for their service and dedication to the Authority during their respective tenures.

Public Comment

There was no public comment.

Report of the Chief Executive Officer

CEO Hanson stated that the CEO Report stood as previously submitted. Commissioner Fentress moved to approve the CEO's Report and Commissioner Lipsett seconded the motion. All Commissioners in attendance voted to approve the CEO's Report. The motion carried.

Report of the Chief Financial Officer

CFO White stated that his Report stood as previously submitted. He highlighted the following items from the DRPA Operating Budget: key financial achievements and trends, 2021 major financial goals and strategies, overview of 2021 proposed and 2020 approved revenues, major revenue assumptions and the overview of 2021 proposed and 2020 approved overall authority budget.

Approval of the November 18, 2020 DRPA Board Meeting Minutes

Vice Chairman Nash stated that the Minutes of the November 18, 2020 DRPA Board Meeting were previously provided to the Governors of New Jersey and Pennsylvania and to the DRPA Commissioners. There were no comments or corrections. Commissioner Martz moved to approve the Minutes and Commissioner Fentress seconded the motion. All Commissioners in attendance voted in the affirmative to approve the Minutes as submitted. The motion carried.

Receipt and Filing of the List of Previously Approved Purchase Orders and Contracts Covering the Month of November 2020.

Vice Chairman Nash stated that the Monthly List of Purchase Orders and Contracts covering the month of November 2020 were previously provided to all Commissioners. Commissioner Garganio moved to receive and file the list and Commissioner Lipsett seconded the motion. There were no questions or comments. All Commissioners in attendance voted in the affirmative. The motion carried.

Approval of Operations & Maintenance Committee Meeting Minutes of December 1, 2020

Vice Chairman Nash stated that the Minutes of the December 1, 2020 Operations & Maintenance Committee Meeting were previously provided to all Commissioners. There were no comments or corrections. Commissioner Lewis moved to approve the Minutes and Commissioner Sweeney seconded the motion. All Commissioners in attendance voted in the affirmative to approve the Minutes as submitted. The motion carried.

Adoption of Resolutions Approved by the Operations & Maintenance Committee on December 1, 2020

Vice Chairman Nash stated that there were two (2) Resolutions from the December 1, 2020 Operations & Maintenance Committee Meetings for consideration:

DRPA-20-137 Capital Contract Project Modifications.

Chief Engineer Venuto presented Resolution No. DRPA-20-137 that the Board authorize the execution of contract modifications to certain Authority Capital Project contracts and that the Board amend the 2020 Capital Budget to include the increase in contract amount being requested in this resolution for PATCO ROW Drainage and Professional Services and for the DRPA Asset Management Program, in an amount not to exceed \$504,454.20. Vice Chairman Nash inquired whether Commissioners had any questions for staff concerning the Resolution. There were no questions. Commissioner Martz moved to adopt Resolution No. DRPA-20-137 and Commissioner Murphy seconded the motion. All Commissioners in attendance voted in the affirmative to approve the Resolution. The motion carried.

DRPA-20-138 2021 Charity Event Bridge Closures at BFB & CBB.

Director Shanahan presented Resolution No. DRPA-20-138 that the Board authorize staff to provide rights of entry to, and labor support for five (5) annual charity events during 2021 that involve bridge roadway and ramp closures at two of our four bridges: three (3) events at the Ben Franklin Bridge and two (2) at the Commodore Barry Bridge. Labor costs would be in an amount

not to exceed \$27,566.00. Vice Chairman Nash inquired whether Commissioners had any questions for staff concerning the Resolution. There were no questions. Commissioner Lipsett moved to adopt Resolution No. DRPA-20-138 and Commissioner Nelson seconded the motion. Vice Chairman Nash abstained from the vote. All other Commissioners in attendance voted in the affirmative to approve the Resolution. The motion carried.

Approval of Labor Committee Meeting Minutes of December 1, 2020

Vice Chairman Nash stated that the Minutes of the December 1, 2020 Labor Committee Meeting were previously provided to all Commissioners. There were no comments or corrections. Commissioner Frattali moved to approve the Minutes and Commissioner Christy seconded the motion. All Commissioners in attendance voted in the affirmative to approve the Minutes as submitted. The motion carried.

Adoption of Resolutions Approved by the Labor Committee on December 1, 2020

Vice Chairman Nash stated that there were three (3) Resolutions from the December 1, 2020 Labor Committee Meetings for consideration:

DRPA-20-134 Collective Bargaining Agreement between DRPA and International Brotherhood of Electrical Workers Local 351.

General Counsel Santarelli presented Resolution No. DRPA-20-134 that the Board authorize a one (1) year extension of the Collective Bargaining Agreement between International Brotherhood of Electrical Workers Local 351 and the DRPA.

DRPA-20-135 Collective Bargaining Agreement between DRPA and International Union of Operating Engineers Local 542.

General Counsel Santarelli presented Resolution No. DRPA-20-135 that the Board authorize one (1) year extension of the Collective Bargaining Agreement between International Union of Operating Engineers Local 542 and the DRPA.

Vice Chairman Nash inquired whether Commissioners had any questions for staff concerning the Resolution Nos. DRPA-20-134 and DRPA-20-135. There were no questions. Commissioner Garganio moved to adopt Resolution Nos. DRPA-20-134 and DRPA-20-135 and Commissioner Sweeney seconded the motion. All Commissioners in attendance voted in the affirmative to approve the Resolutions. The motion carried.

DRPA-20-136 Outside Employment for 2021.

Chief Administrative Officer Brown presented Resolution No. DRPA-20-136 that the Board authorize outside employment for employees at the level of director and above. The following employees have requested authorization for outside employment: Michael Venuto, William Shanahan, Rohan Hepkins, Stephen Holden, and Stephen Reiners. Commissioner Fentress moved to adopt Resolution No. DRPA-20-136 and Commissioner Sweeney seconded the motion. All

Commissioners in attendance voted in the affirmative to approve the Resolution. The motion carried.

Approval of Finance Committee Meeting Minutes of December 2, 2020

Vice Chairman Nash stated that the Minutes of the December 2, 2020 Finance Committee Meeting were previously provided to all Commissioners. There were no comments or corrections. Commissioner Nelson moved to approve the Minutes and Commissioner Fentress seconded the motion. All Commissioners in attendance voted in the affirmative to approve the Minutes as submitted. The motion carried.

Adoption of Resolutions Approved by the Finance Committee on December 2, 2020

Vice Chairman Nash stated that there were four (4) Resolutions from the December 2, 2020 Finance Committee Meetings for consideration:

DRPA-20-130 2021 DRPA Operating Budget.

Chief Financial Officer White presented Summary Statement and Resolution No. DRPA-20-130 seeking the Board's adoption of the DRPA 2021 Operating Budget of \$109,607,608.00, which consists of: DRPA Operating Budget in an amount not to exceed \$99,237,138.00; EZ-Pass Customer Service Center in an amount not to exceed \$7,877,304.00; and One Port Center in an amount not to exceed \$2,093,166.00. Vice Chairman Nash inquired whether Commissioners had any questions for staff concerning the Resolution. There were no questions. Commissioner Lewis moved to adopt Resolution No. DRPA-20-130 and Commissioner Lipsett seconded the motion. All Commissioners in attendance voted in the affirmative to approve the Resolution. The motion carried.

DRPA-20-131 Resolution in accordance with Sections 5.15 and 5.09 of the 1998 Indenture of Trust dated as of July 1, 1998 with TD Bank, N.A. as Trustee, to adopt an Annual Budget of the Delaware River Port Authority for the 2021 Fiscal Year.

DRPA-20-131 Resolution in accordance with Sections 5.07 of the 2012 Port District Project Bonds Indenture dated December 1, 2012 with TD Bank, N.A. as Trustee, to adopt an Annual Budget of the Delaware River Port Authority for the 2021 Fiscal Year.

Chief Financial Officer White presented Resolution Nos. DRPA-20-131 and DRPA-20-132. Mr. White explained that the Authority was obligated under the two bond indentures to adopt an annual budget. Vice Chairman Nash inquired whether Commissioners had any questions for staff concerning Resolution Nos. DRPA-20-131 and DRPA-20-132. There were no questions. Commissioner Nelson moved to adopt Resolution Nos. DRPA-20-131 and DRPA-20-132 and Commissioner Lewis seconded the motion. All Commissioners in attendance voted to approve the motion. The motion carried and the Board adopted the Resolution.

DRPA-20-133**DRPA Resolution Authorization to Defer Effective Date of Biennial CPI Toll Increase to January 1, 2022.**

Chief Financial Officer White presented Summary Statement and Resolution No. DRPA-20-133 seeking Board authorization and direction that the scheduled effective date for the Consumer price Index-based biennial toll increase approved by DRPA Resolutions 08-064, as amended by DRPA Resolution 09-096, 14-147, 17-002 and 18-131, be deferred from January 1, 2021 to January 1, 2022. Vice Chairman Nash inquired whether Commissioners had any questions for staff concerning the Resolution. There were no questions. Commissioner Garganio moved to adopt Resolution No. DRPA-20-133 and Commissioner Powell seconded the motion. All Commissioners in attendance voted in the affirmative to approve the Resolution. The motion carried.

Approval of Audit Committee Meeting Minutes of December 2, 2020

Vice Chairman Nash stated that the Minutes of the December 2, 2020 Audit Committee Meeting were previously provided to all Commissioners. There were no comments or corrections. Commissioner Powell moved to approve the Minutes and Commissioner Lipsett seconded the motion. All Commissioners in attendance voted in the affirmative to approve the Minutes as submitted. The motion carried.

Citizens Advisory Committee Report

Mr. Daniel McArdle gave the report of the Citizens Advisory Committee.

Unfinished Business

There were no items for Unfinished Business.

New Business

Vice Chairman Nash stated there is one (1) item of New Business for consideration, and introduced the following:

DRPA-20-139**Consideration of Pending DRPA Contracts (Between \$25,000 and \$100,000).**

Director of Procurement Mosback presented Summary Statement and Resolution No. DRPA-20-139 for the consideration of pending DRPA contracts between \$25,000 and \$100,000. There were four (4) contracts for consideration. Vice Chairman Nash inquired whether Commissioners had any questions for staff concerning the Resolution. There were no questions. Commissioner Garganio moved to adopt Resolution No. DRPA-20-139 and Commissioner Powell seconded the motion. All Commissioners in attendance voted to approve the motion. The motion carried and the Board adopted the Resolution.

Meeting Held in Abeyance

At 9:57 a.m., Vice Chairman Nash stated that the DRPA Board meeting would be held in abeyance and the PATCO Board Meeting would convene.

Adjournment

With no further business, Commissioner Fentress moved to adjourn. Commissioner Nelson seconded the motion. All Commissioners in attendance voted to approve the motion and the meeting adjourned at 10:13 a.m.

Respectfully Submitted,



Raymond J. Santarelli, Esquire
General Counsel and Corporate Secretary