

**MINUTES OF MEETING
THE DELAWARE RIVER AND BAY AUTHORITY
Delaware Memorial Bridge Complex
Tuesday, October 18, 2022**

The meeting convened at 10:04 a.m. at the Delaware Memorial Bridge Complex, with Chairperson Hogan presiding.

The opening prayer was given by Vice-Chairperson Lathem, followed by the Pledge of Allegiance.

Chairperson Hogan 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.

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

Commissioners from New Jersey

James N. Hogan, Chairperson
Shirley R. Wilson via: Zoom
Ceil Smith
Sheila McCann via: Zoom
M. Earl Ransome, Jr.
Heather Baldini

Commissioners from Delaware

Samuel Lathem, Vice-Chairperson
Crystal L. Carey
Henry J. Decker
Michael Ratchford
Veronica O. Faust - absent
Theodore Becker - absent

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Chairperson Hogan called for the acceptance of the Agenda.

Vice-Chairperson Lathem made a motion to accept the Agenda, seconded by Commissioner Smith, and the motion carried by a voice vote of 10-0.

Chairperson Hogan opened the meeting for public comment on any matters of interest.

There were no public comments.

Chairperson Hogan called for a motion to move to Executive Session. Vice-Chairperson Lathem made a motion, seconded by Commissioner Ratchford, and the motion carried by voice vote of 10-0.

Members of the public and certain staff were excused from the room during the Executive Session.

The Executive Session started at 10:05 a.m. and ended at 11:05 a.m.

At the conclusion of the Executive Session, Chairperson Hogan called for a motion to close Executive Session, and recess to conduct Committee Meetings. Commissioner Decker then made a motion, seconded by Vice-Chairperson Lathem, and the motion carried by a voice vote of 10-0.

The Committee meetings started at 11:06 a.m. and ended at 11:53 a.m. During that time, the following Committee meetings were held:

- Budget & Finance
- Economic Development
- Personnel
- Projects

At the conclusion of the Committee meetings, Chairperson Hogan called the Board meeting back to order at 11:53 a.m.

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12011. APPROVAL OF THE SEPTEMBER 20, 2022 MINUTES

Commissioner Decker made a motion to approve meeting minutes for September 20, 2022, seconded by Commissioner Ransome, and approved by a voice vote of 10-0.

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12012. DELAWARE RIVER AND BAY AUTHORITY – TRAFFIC AND REVENUE SUMMARY.

The Chief Financial Officer (CFO) presented charts showing Actual versus Projected Revenues for the Delaware Memorial Bridge, the Cape May-Lewes Ferry, Airports, Delaware City-Salem Ferry Crossing and Food Service for September charts were ordered filed with the permanent records of the Authority.

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12013. DELAWARE RIVER AND BAY AUTHORITY – STATEMENT OF INCOME AND EXPENSE.

The CFO presented charts showing statements of income and expense for September 2022 with comparisons to the same periods last year

Without objection, the charts were ordered filed with the permanent records of the Authority.

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12014. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The CFO presented charts for September 2022 showing expenses by division for the quarter to date vs. the projected quarter and for year to date vs. total budget.

Without objection, the charts were ordered filed with the permanent records of the Authority.

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12015. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The CFO presented charts for September 2022 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 charts were ordered filed with the permanent records of the Authority.

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12016. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION (MARKET VALUE) FOR SEPTEMBER 30, 2022.

The CFO presented charts indicating the cash fund balances for the entire Authority.

Without objection, the charts were ordered filed with the permanent records of the Authority.

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12017. PUBLIC COMMENT ON ACTION ITEMS

Chairperson Hogan noted that No Contract Awards, (2) Contract Close-Outs, and (4) Resolutions were being considered at today’s meeting.

All action items have been reviewed, and recommended for consideration, during today’s Committee meetings. He then called for public comment on any action items.

There was no public comment on action items before the Board.

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12018. CLOSE-OUT CONTRACT #CMLF-C21-12R – CAPE MAY PAINT SHOP DEMOLITION AND CONSTRUCTION

CONTRACT #CMLF-C21-12R – CAPE MAY PAINT SHOP DEMOLITION AND CONSTRUCTION was awarded to Ocean Construction, LLC of Williamstown, New Jersey.

It is recommended that the Authority accept this project and make the final payment to the contractor. The final cost of this project is \$285,501.26.

A motion to Close-Out Contract #CMLF-C21-12R was made by Commissioner Ransome, seconded by Commissioner Ratchford, and approved by a voice vote of 10-0.

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12019. CLOSE-OUT CONTRACT #CMLF-L21-04 – FREEMAN HIGHWAY REHABILITATION

CONTRACT #CMLF-L21-04 – FREEMAN HIGHWAY REHABILITATION was awarded to Allan Myers MD, Inc. of Fallston, Maryland.

It is recommended that the Authority accept this project and make the final payment to the contractor. The final cost of this project is \$1,342,531.01.

A motion to Close-Out Contract #CMLF-L21-04 was made by Commissioner Decker, seconded by Commissioner Ratchford, and approved by a voice vote of 10-0.

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12020. CHAIRPERSON’S CALL FOR RESOLUTIONS BEFORE THE BOARD

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RESOLUTION 22-52 - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1, 2022, THROUGH DECEMBER 31, 2022

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
 VENDORS PROJECTED TO BE PAID OVER \$25,000
 FOR THE PERIOD 1/1/22 THROUGH 12/31/22

VENDOR	PURCHASE DESCRIPTION	CLASSIFICATION	ESTIMATED \$
Papco, Inc.	Unleaded Gasoline for DMB Vehicles & Equipment	State Contract	\$55,000
Parking Boxx Corp.	Upgrades to ILG Paid Parking System	Proprietary	\$114,000

NOW, THEREFORE, BE IT RESOLVED, that the Authority authorizes expenditures to the above-listed vendors for the described purposes and authorizes payment.

Resolution 22-52 was moved by Commissioner Decker, seconded by Commissioner Ransome, and was approved by a roll call vote of 10-0.

Resolution 22-52 - Executive Summary Sheet

Resolution: Authorizing Authority Expenditures Pursuant to Resolution 01-84 for the period January 1, 2022, through December 31, 2022.

Committee: Budget & Finance

Committee and Board Date: October 18, 2022

Purpose of Resolution:

Authorizes expenditures of \$25,000 or greater with the identified vendors during the 2022 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.

Purchase Detail:

Papco, Inc.: Unleaded Gasoline for DMB Vehicles & Equipment

The Authority stores and dispenses unleaded gasoline at the DMB Administrative Complex for use in Authority-owned vehicles and equipment. The price per-gallon for gasoline is competitively awarded by the State according to the county and the capacity of the tank which the purchased gasoline will be stored. Papco, Inc. is currently a party to the lowest-priced state contract to provide gasoline to “A” tanks located within New Castle County (*GSS21002-GASOLINE*).

Parking Boxx Corp.: Upgrades to ILG Paid Parking System

The Authority plans to upgrade the existing equipment and digital cloud service for the paid parking system at the Wilmington - New Castle Airport (ILG). The current paid parking system is supplied by Parking Boxx and utilizes proprietary software to operate and collect revenue. As Parking Boxx is the current supplier for the Authority, utilizing any other manufacturer would require a complete replacement of equipment at the site and new software agreements.

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. In another typical example of this classification, a purchase of closed-source commercial software would be categorized as proprietary because the software remains the property of its owner/creator and is utilized by end-users (such as the Authority) under predefined conditions.

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.).

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RESOLUTION 22-53 AUTHORIZING AN AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND PARKER McCAY TO SERVE AS GENERAL LEGAL COUNSEL REPRESENTING THE AUTHORITY'S INTERESTS IN THE STATE OF NEW JERSEY

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, created by Compact, that operates and maintains the Delaware Memorial Bridge, Cape May-Lewes Ferry, Forts Ferry Crossing and five (5) regional airports; and

WHEREAS, the Authority desires to engage a qualified professional legal services provider to serve as outside general legal counsel representing the Authority's interests in the State of New Jersey (hereinafter, the "Services"); and

WHEREAS, the Authority wishes to enter into a Services Agreement ("Agreement") with the selected legal services provider; and

WHEREAS, such Agreement has a base term of three (3) years, with the Authority having the option to extend the Agreement for up to two additional consecutive terms of one year each following the expiration of said base term, either such additional year 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 and issued a Request for Proposals ("RFP") for New Jersey general legal counsel services in compliance with Resolution 98-31, as amended, which governs the Authority's procedures for the procurement of professional services; and

WHEREAS, the Authority received and evaluated one proposal submitted pursuant to the aforementioned requirements; and

WHEREAS, Parker McCay was designated as the highest-ranking firm following evaluation; and

WHEREAS, the Budget & Finance Committee reviewed the recommendation and concurs with the evaluation; and

WHEREAS, the Authority conducted an analysis of the market to analyze the costs of the Services proposed by Parker McCay and negotiated with said firm to provide the Services at compensation determined to be fair and reasonable; and

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

Resolution 22-53 was moved by Commissioner Decker, seconded by Commissioner Smith, and was approved by a roll call vote of 10-0. NOTE: Phil Norcross, Esquire recused himself from the Board meeting prior to discussions or vote. Mr. Norcross returned to the Board meeting after the vote was rendered.

Resolution 22-53 - Executive Summary Sheet

Committee: Budget and Finance

Committee/Board Date: October 18, 2022

Purpose of Resolution: To authorize an agreement with Parker McCay to provide outside legal counsel to support the Authority's objectives related to its interests in the state of New Jersey.

Background for Resolution:

The proposed Resolution meets the requirements of Resolution 98-31, as amended, which governs the Authority's procedures for the procurement of professional services.

The Authority publicly advertised this professional services agreement for one month and received one proposal from Parker McCay.

The Authority carefully reviewed the proposal, including fees and determined the costs to be fair and reasonable.

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RESOLUTION 22-54 AUTHORIZES A LEASE TERMINATION BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND GLASSTOWN BREWING, LLC 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, Glasstown Brewing, LLC ("Glasstown") currently leases approximately 1,200 square feet of space located in a building commonly referred to as Building #101 Peterson Street at the Millville Airport; and

WHEREAS, Glasstown's lease for Building #101 is due to expire December 1, 2022; and

WHEREAS, Glasstown would like to terminate this agreement effective October 31, 2022 due to changes to their proposed use of the space; and

WHEREAS, the Authority and Glasstown agree that the lease shall expire on October 31, 2022; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of the Lease Termination with Glasstown Brewing, LLC and, with the

advice and consent of counsel, to have such agreement executed by the Chairperson, Vice Chairperson and the Executive Director.

Resolution 22-54 was moved by Commissioner Ratchford, seconded by Commissioner Wilson, and was approved by a roll call vote of 10-0.

Resolution 22-54 - Executive Summary

Resolution: Authorizing the Execution of a Lease Termination between the Delaware River and Bay Authority and Glasstown Brewing, LLC, regarding the Millville Airport

Committee: Economic Development

Committee Date: October 18, 2022

Board Date: October 18, 2022

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

Background for Resolution: The Delaware River and Bay Authority owns a building commonly referred to as Building #101 on the Millville Airport. The building has been occupied by Glasstown Brewing. Tenant was exploring the possibility of opening a food service in 2021 in support of their brewery operation at the airport and was not able to make that come to fruition and has requested to terminate their agreement

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RESOLUTION 22-55 – AUTHORIZING THE APPROVAL OF A COLLECTIVE BARGAINING AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND INTERNATIONAL UNION OF OPERATING ENGINEERS, LOCAL 542, FOR CERTAIN EMPLOYEES

WHEREAS, The Delaware River and Bay Authority (the “Authority”) operates the Delaware Memorial Bridge, Cape May-Lewes Ferry, the-Forts Ferry, and five (5) airport facilities; and

WHEREAS, certain maintenance, airport, electronics, toll collector, food service, and police dispatcher employees have voluntarily designated the International Union of Operating Engineers, Local 542 (“Local 542”), to represent them; and

WHEREAS, the Authority and Local 542 negotiated and executed a Collective Bargaining Agreement (the “Agreement”) which expires on December 31, 2022; and

WHEREAS, the purpose of the Agreement was to promote and maintain a harmonious relationship between the Authority and its employees; and

WHEREAS, the Authority and Local 542 have negotiated a successor collective bargaining agreement and desire to execute such agreement (“Successor Agreement”); and

WHEREAS, the membership of Local 542 is expected to ratify the agreement by vote within the next two weeks; and

WHEREAS, the Personnel Committee has reviewed the terms of the Successor Agreement and has recommended approval thereof by the Commissioners; and

WHEREAS, the provisions of this Successor Agreement shall begin on January 1, 2023, and expire on December 31, 2025; and

WHEREAS, the Authority desires to approve the New Agreement.

NOW, THEREFORE, BE IT RESOLVED, with the advice of Counsel, the Chairperson, Vice Chairperson, and Executive Director are hereby authorized and directed to execute such Successor Agreement.

Resolution 22-55 was moved by Vice-Chairperson Lathem, seconded by Commissioner Smith, and was approved by a roll call vote of 10-0.

Resolution 22-55 - Executive Summary Sheet

Resolution: Authorizing a Collective Bargaining Agreement between the Delaware River and Bay Authority and International Union of Operating Engineers, Local 542

Committee: Personnel Committee

Committee Date: October 18, 2022

Board Date: October 18, 2022

Purpose of Resolution:

To approve a successor three (3)-year collective bargaining agreement (CBA) between Delaware River and Bay Authority (the “Authority”) and the International Union of Operating Engineers, Local 542 (“Union”).

Background for Resolution:

The Authority and Union concluded negotiations on October 11, 2022 with a Tentative Agreement.

The Union is expected to ratify the agreement by vote within the next 2 weeks.

Major provisions of this collective bargaining agreement include the following:

1. Three (3)-year contract;
2. A 2023 wage scale increase of 2.0%, effective January 1;
3. New job classification created for Senior Electronic Systems Tech, effective January 1, 2023;
4. New minimum salaries established for the job classifications of Police Dispatcher and Maintenance Senior Journeyman, effective January 1, 2023;
5. A 2024 wage scale increase of 3.0%, effective January 1;
6. A 2025 wage scale increase of 3.0%, effective January 1;
7. Numerous work rule and other improvements, including the establishment of an informal dispute resolution mechanism, specifically allowing the imposition of discipline for sick leave abuse, consolidation of maintenance work breaks from 2 to 1, and others.

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12021. COMMISSIONERS PUBLIC FORUM

Chairperson Hogan called for comments from the Commissioners.

There were no additional comments.

There being no further business, Chairperson Hogan adjourned the meeting at 12:04 p.m.

Respectfully submitted,

THE DELAWARE RIVER AND BAY AUTHORITY

Stephen D. Williams
Assistant Secretary