

PHILADELPHIA REGIONAL PORT AUTHORITY

**Minutes of the Philadelphia Regional Port Authority
Board of Directors Meeting**

September 16, 2005

Philadelphia Regional Port Authority Board Members Present:

Chairman Brian Preski, Boise Butler, John Cuff, Frank Gillen, Thomas Kelly, Charles Marshall, James McErlane, Chad Rubin, Herb Vederman, Harry Williams

Philadelphia Regional Port Authority Board Members Absent:

Michael Rashid

Philadelphia Regional Port Authority Staff Present:

James T. McDermott, Jr., Robert Blackburn, Jack Dempsey, Edward Henderson, Greg Iannarelli, Charles Lawrence, William McLaughlin, Joseph Petruzzi, Marian Simpson, Nicholas Walsh

Commonwealth of Pennsylvania:

Rep. Bill Keller, Herbert Packer

Others:

Michael Meehan, Tim O'Neill, Don Brennan

The September meeting of the Board of Directors of the Philadelphia Regional Port Authority was held on September 16, 2005 at 9:00 a.m. in the office of the Philadelphia Regional Port Authority, 3460 North Delaware Avenue, Philadelphia, PA.

Chairman Preski called the meeting to order and immediately adjourned to an Executive Session.

The Public Session was reconvened and the first order of business was the approval of the meeting minutes of the July 15, 2005 meeting. A motion was made, seconded and approved.

RESOLUTIONS:

#20 EXTENSION OF CONTRACT FOR MEDIA CONSULTANT SERVICES

Chairman Preski said in view of Don Brennan's excellent performance putting together a media plan an adjustment in his fee was warranted. A motion to amend his contract was made, seconded and approved to increase his fee to \$3000.00 per month. Mr. Preski then asked for a motion to extend Mr. Brennan's contract through June 30, 2006.

The motion was made, seconded as follows:

WHEREAS, the Philadelphia Regional Port Authority (the "Authority") has been authorized under Section 6 of the Act of July 10, 1989, P.L. 55 P.S. Sections 697.1 – 697.24 of the General Assembly of the Commonwealth of Pennsylvania (the "PRPA Act") to make and enter into contracts in furtherance of its purposes; and

WHEREAS, Section 11(d) of the PRPA Act sets our procedures whereby such contracts may be awarded for professional services in furtherance of the powers and duties of the Authority without competitive bidding; and

WHEREAS, the Board of the Authority on December 19, 2003 determined in Resolution #2003-32 to secure the services of Don Brennan; and

WHEREAS, the Board of the Authority has determined to extend the Agreement as described in Exhibit "A" attached hereto and incorporated herein by reference pursuant to the terms thereof, to extend the services of Don Brennan to assist the Authority in developing and articulating media strategies to more effectively communicate the mission of the Authority to its critical constituencies; and

WHEREAS, the staff of the Authority has determined that Don Brennan has the requisite expertise and capacity to provide the services herein described.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority extend the agreement with Don Brennan to perform the services described in Exhibit "A", inclusive of all such services, supplies and materials as may be necessary or desirable with respect thereto through June 30, 2006.

**Philadelphia Regional Port Authority
Minutes of the Board Meeting
September 16, 2005
Page 3**

2. The Executive Director of the Authority, with the advice of its Chief Counsel, is hereby authorized and directed to negotiate the specific terms and conditions of the agreement by which the services shall be provided as noted above, and the Executive Director is hereby authorized and directed to execute, acknowledge and deliver on behalf of the Authority any agreements, documents or other instruments as may be necessary to effectuate such arrangements.

The motion was made, seconded and approved as amended. Resolution No. 2005-20 and Exhibit "A" on file with the Authority.

#21 Contract for Engineering Services with Schoor DePalma

Mr. Lawrence said the Authority proposes to retain the firm of Schoor DePalma Engineers and Consultants to perform the traffic and access study along the 26th Street corridor. They are a well-known engineering firm knowledgeable in the area of traffic studies, roadway and bridge design.

The motion was made, seconded as follows:

WHEREAS, the Philadelphia Regional Port Authority (the "Authority") has been authorized under Section 6 of the Act of July 10, 1989, P.L. 55 P.S. Sections 697.1 – 697.24 of the General Assembly of the Commonwealth of Pennsylvania (the "PRPA Act") to make and enter into contracts in furtherance of its purposes; and

WHEREAS, Section 11(d) of the PRPA Act sets out procedures whereby such contracts may be awarded for professional services in furtherance of the powers and duties of the Authority without competitive bidding; and

WHEREAS, the Board of the Authority has determined to contract with Schoor DePalma to obtain the engineering services described herein; and

WHEREAS, the staff of the Authority has determined that Schoor DePalma (the "Contractor") has the requisite expertise and capacity to provide the services herein described.

NOW, THEREFORE BE IT RESOLVED:

1. That the Authority enter into an agreement with the Contractor to perform the professional services described in Exhibit "A". The agreement shall provide for total payments to the Contractor for engineering services, inclusive of all expenses, for a maximum amount of \$7,500.

**Philadelphia Regional Port Authority
Minutes of the Board Meeting
September 16, 2005
Page 4**

2. The Executive Director of the Authority, with the advice of its Chief Counsel, is hereby authorized and directed to negotiate the specific terms and conditions of the agreement, and the Executive Director is hereby authorized and directed to execute, acknowledge and deliver on behalf of the Authority any agreements, documents or other instruments as may be necessary to effectuate the purposes of this Resolution.

The motion was made, seconded and approved. Resolution No. 2005-21 and Exhibit "A" on file with the Authority.

#22 Contract for Engineering Services with A-Valey Engineers, Inc.

Mr. Lawrence said the PRPA proposes to enter into a contract with A-Valey Engineers, Inc, which will provide an on-call arrangement, allowing PRPA to request, on short notice, services for investigation of problems, design and documentation for construction, and other engineering services. A-Valey Engineers, Inc. is a well-known, multi-discipline engineering firm with offices in Philadelphia.

The motion was made, seconded as follows:

WHEREAS, the Philadelphia Regional Port Authority (the "Authority") has been authorized under Section 6 of the Act of July 10, 1989, P.L. 55 P. S. Sections 697.1 – 697.24 of the General Assembly of the Commonwealth of Pennsylvania (the "PRPA Act") to make and enter into contracts in furtherance of its purposes; and

WHEREAS, Section 11(d) of the PRPA Act sets out procedures whereby such contracts may be awarded for professional services in furtherance of the powers and duties of the Authority without competitive bidding; and

WHEREAS, the Board of the Authority has determined to contract with A-Valey Engineers, Inc. (the "Contractor") to obtain the engineering services described herein; and

WHEREAS, the staff of the Authority has determined that A-Valey Engineers, Inc. has the requisite expertise and capacity to provide the services herein described.

NOW, THEREFORE BE IT RESOLVED:

1. That the Authority enter into an agreement with the Contractor to perform the professional services described in Exhibit "A". The agreement shall provide for total payments to the Contractor for engineering services, inclusive of all expenses, for a maximum amount of \$100,000.

**Philadelphia Regional Port Authority
Minutes of the Board Meeting
September 16, 2005
Page 5**

2. The Executive Director of the Authority, with the advice of its Chief Counsel, is hereby authorized and directed to negotiate the specific terms and conditions of the agreement, and the Executive Director is hereby authorized and directed to execute, acknowledge and deliver on behalf of the Authority any agreements, documents or other instruments as may be necessary to effectuate the purposes of this Resolution.

The motion was made, seconded and approved. Resolution No. 2005-22 and Exhibit "A" on file with the Authority.

#23 AUTHORIZATION FOR STAFF TO ENTER INTO LEASE NEGOTIATIONS FOR PIER 98 ANNEX WITH PENN WAREHOUSING & DISTRIBUTION, DELAWARE RIVER MARITIME ENTERPRISE COUNCIL AND ASTRO HOLDINGS, INC.

Mr. McDermott said staff is recommending entering into negotiations for Pier 98 Annex to be divided as follows: 20 acres to DERMAC, 20 acres to Astro Holdings, Inc. and 6 acres to Penn Warehousing & Distribution. Mr. McDermott said he would keep the Board informed of negotiations.

The motion was made, seconded as follows:

WHEREAS, the Philadelphia Regional Port Authority (the "Authority") has been authorized under Section 6 of the Act of July 10, 1989, P.L. 55 P.S. Sections 697.1-697.24 of the General Assembly of the Commonwealth of Pennsylvania (the "PRPA Act") to make and enter into contracts in furtherance of its purposes; and

WHEREAS, the Authority owns Pier 98 Annex which remains mostly unused since Pasha Auto Warehousing vacated; and

WHEREAS, the Authority has received several inquiries for partial use of Pier 98 Annex; and

WHEREAS, the Board of the Authority has determined, on the basis of information provided to it (which information is attached hereto as Exhibit "A" and incorporated herein by reference), to authorize the staff to enter into lease negotiations for portions of Pier 98 Annex with Penn Warehousing & Distributions, Delaware River Maritime Enterprise Council, and Astro Holdings, Inc.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority enter into leases for portions of Pier 98 Annex as set for in Exhibit "A".
2. The Executive Director of the Authority, with the advice of its Chief Counsel, is hereby authorized and directed to negotiate the specific terms and conditions of the agreement, and the Executive Director is hereby authorized and directed to execute, acknowledge and deliver on behalf of the Authority any agreements, documents or other instruments as may be necessary to effectuate the purposes of this Resolution.

The motion was made, seconded and approved. Resolution No. 2005-23 and Exhibit "A" on file with the Authority.

#24 ESTABLISHMENT AND REAFFIRMATION OF BOARD COMMITTEES

Mr. Preski said he would be contacting board members regarding the establishment of new board committees.

The motion was made, seconded as follows:

WHEREAS, the Philadelphia Regional Port Authority (the "Authority") was established under the Act of July 10, 1989, P.L. 55 P.S. Sections 697.1-697.24 of the General Assembly of the Commonwealth of Pennsylvania (the "PRPA Act"); and

WHEREAS, the Board, pursuant to the Bylaws of the Authority, by resolution may establish one or more standing or special committees; and

WHEREAS, the Board of the Authority has determined, to establish and reaffirm its committees as set forth in Exhibit "A" attached hereto and incorporated herein by reference.

NOW, THEREFORE, BE IT RESOLVED:

1. That the committees in Exhibit "A" are hereby established and reaffirmed.

The motion was made, seconded and approved. Resolution No. 2005-24 and Exhibit "A" on file with the Authority.

#25 CONTRACT FOR REAL ESTATE APPRAISAL SERVICES WITH KEYSTONE APPRAISAL COMPANY

Mr. Dempsey said staff proposes to contract with Keystone Appraisal Company to provide an on-call arrangement, allowing PRPA to request on short notice services for fair market value appraisals for properties being considered for future port land acquisitions and projects. Keystone is a well-established Philadelphia firm that the Authority has utilized for many projects over the years. Keystone has done an excellent job for the Authority.

The motion was made, seconded as follows:

WHEREAS, the Philadelphia Regional Port Authority (the “Authority”) has been authorized under Section 6 of the Act of July 10, 1989, P.L. 55 P.S. Sections 697.1 – 697.24 of the General Assembly of the Commonwealth of Pennsylvania (the “PRPA Act”) to make and enter into contracts in furtherance of its purposes; and

WHEREAS, Section 11(d) of the PRPA Act sets out procedures whereby such contracts may be awarded for professional services in furtherance of the powers and duties of the Authority without competitive bidding; and

WHEREAS, the Board of the Authority has determined to contract with Keystone Appraisal Company (“the Contractor”) to perform on-call real estate appraisal services described in Exhibit “A” attached and incorporated herein by reference; and

WHEREAS, the staff of the Authority has determined that the Contractor has the requisite expertise and capacity to provide the services herein described.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority enter into an agreement with the Contractor to perform the professional services described in Exhibit “A”. The agreement shall provide for total payments to the Contractor for on-call real estate appraisal services, inclusive of all expenses, for a maximum amount of \$50,000.
2. The Executive Director of the Authority, with the advice of its Chief Counsel, is hereby authorized and directed to negotiate the specific terms and conditions of the agreement, and the Executive Director is hereby authorized and directed to execute, acknowledge and deliver on behalf of the Authority any agreements, documents or other instruments as may be necessary to effectuate the purposes of this Resolution.

**Philadelphia Regional Port Authority
Minutes of the Board Meeting
September 16, 2005
Page 8**

The motion was made, seconded and approved. Resolution No. 2005-25 and Exhibit "A" on file with the Authority.

#26 ENTER INTO LEASE NEGOTIATIONS WITH CAMDEN IRON & METAL, INC.

Mr. McDermott said staff is proposing, with board approval, to enter into negotiations with Camden Iron & Metal to lease a portion of Tioga Marine Terminal.

The motion was made, seconded as follows:

WHEREAS, the Philadelphia Regional port Authority (the "Authority") has been authorized under Section 6 of the Act of July 10, 1989, P.L. 55 P.S., Sections 697.1 – 697.24 of the General Assembly of the Commonwealth of Pennsylvania (the "PRPA Act") to make and enter into contracts with respect to port facilities and port-related projects, as such are defined in the PRPA Act, and generally in furtherance of purposes as stated in the PRPA Act; and

WHEREAS, Camden Iron & Metal, Inc. has expressed interest in relocating its facilities to a portion of the Tioga Marine Terminal and land adjacent to the Philadelphia Regional Port Authority Administration Building; and

WHEREAS, preliminary evaluation by staff of Camden Iron & Metal's operations and expected exporting activities have confirmed the potential for a successful relocation; and

WHEREAS, the staff of the Authority seeks authorization to enter into negotiations with Camden Iron & Metal, Inc. to lease a portion of the Tioga Marine Terminal and land adjacent to the Philadelphia Regional Port Authority Administration Building; explore and seek funding to prepare the facility for Camden Iron & Metal operations; and to seek and obtain any required environmental approvals that may be required for relocation; and

WHEREAS, the Board of the Authority has determined on the basis of information provided by its staff to authorize the staff of the Authority to enter into negotiations with Camden Iron & Metal, to lease a portion of the Tioga Marine Terminal and land adjacent to the Philadelphia Regional Port Authority Administration Building to be presented to the Board of the Authority for final approval; explore and seek funding to prepare the facility for Camden Iron & Metal's operations; and to seek and obtain any required environmental approvals that may be required for relocation.

**Philadelphia Regional Port Authority
Minutes of the Board Meeting
September 16, 2005
Page 9**

NOW, THEREFORE, BE IT RESOLVED:

1. The Executive Director of the Authority, with the advice of its Chief Counsel, is hereby authorized and directed to negotiate the specific terms and conditions of a lease with Camden Iron & Metal, Inc. for a portion of the Tioga Marine Terminal and land adjacent to the Philadelphia Regional Port Authority Administration Building; explore and seek funding to prepare the facility for Camden Iron & Metal's operations; and to seek and obtain any required environmental approvals that may be required for relocation.

The motion was made, seconded and approved. Resolution No. 2005-26 on file with the Authority.

There being no further business to come before the board the meeting was adjourned.

Respectfully submitted

Marian Simpson
Secretary to the Board of Directors