

**PHILADELPHIA REGIONAL PORT AUTHORITY**

**MINUTES OF THE PHILADELPHIA REGIONAL PORT AUTHORITY  
BOARD OF DIRECTORS MEETING**

**SEPTEMBER 21, 2007**

**Philadelphia Regional Port Authority Board Members Present:**

Chairman Brian Preski, Anthony Aliano, Boise Butler, John Cuff, Frank Gillen, Thomas Kelly, James McErlane, Chad Rubin, Herb Vederman, Harry Williams (via telephone)

**Philadelphia Regional Port Authority Board Members Absent:**

Michael Rashid

**Philadelphia Regional Port Authority Staff Present:**

James T. McDermott, Jr., Robert Blackburn, Jack Dempsey, Don Brennan, George Fedorijczuk, Francis Kelly, Edward Henderson, Gregory Iannarelli, Charles Lawrence, Lisa Magee, William McLaughlin, Joseph Menta, Joseph Petruzzi, Donna Powell, Marian Simpson, James Walsh, Nicholas Walsh

**Commonwealth of Pennsylvania:**

Herb Packer, Joseph Lawruck, J.B. Clark

**Others:**

Michael Meehan, Tim O'Neill, John McNichol, Rick Wooten,

The September meeting of the Board of Directors of the Philadelphia Regional Port Authority was held on September 21, 2007 at 9:30 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 asked that the first order of business would be the reaffirmation resolutions and a discussion regarding the June 1, 2007 meeting minutes and then the resolutions for consideration today. The Chairman asked if there were any objections to this order. See none and hearing none the following are resolutions for reaffirmation:

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**#2007-33 Authorization to Retain Cozen O'Connor**

Mr. Iannarelli said given the fact that the Authority is taking on the channel-deepening project as the non-federal sponsor, it is expected that there will be an increased need of services to manage and support the project. The firm of Cozen O'Connor maintains a well-respected environmental practice group capable of providing advice varying from remediation requirements to compliance standards established by the Pennsylvania Department of Environmental Protection. The staff recommends retaining Cozen O'Connor.

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. 55P.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, on the basis of information provided to it (which information is attached hereto as Exhibit "A" and incorporated herein by reference), to enter into a professional services contract with Cozen O'Connor to provide legal services to the Authority.

**NOW, THEREFORE, BE IT RESOLVED:**

1. That the Authority enter into an agreement with Cozen O'Connor to provide legal services to the Authority.
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. 2007-33 and Exhibit "A" on file with the Authority.

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Mr. Lawrence asked Chairman Preski if Resolutions #2007-34-35-36-38 could be presented together. The Chairman asked the board and seeing and hearing no objections Mr. Preski asked Mr. Lawrence to explain the resolutions.

**#2007-34 Renewal of Contract for Engineering Services with Urban Engineers, Inc.**

Mr. Lawrence said that the Authority proposes to renew the contract with Urban Engineers, Inc. to provide on-call engineering services for all PRPA facilities.

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**, staff proposes to renew the contract with Urban Engineers, Inc. (the “Contractor”) has the requisite expertise and capacity to provide the services herein described.

**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 enter into a professional services contract with the Contractor for the services described herein.

**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 engineering services, inclusive of all expenses, for a maximum amount of \$100,000.

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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 with Chairman Brian Preski and Mr. Chad Rubin abstaining from voting. Resolution No. 2007-34 and Exhibit "A" on file with the Authority.

**#2007-35 Contract for Fire Protection Engineering Services with Triad Fire Protection Engineering Corp.**

Mr. Lawrence said the Authority uses Triad Fire Protection Engineering Corp. to provide technical assistance in reviewing the sprinkler systems and preparation of specifications under an on-call arrangement with 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 contacts 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 in Resolution No. 2004-02 to contract with Triad Fire Protection Engineering, Corp. to obtain the professional services of Triad Fire Protection Engineering Corp. to perform on-call engineering services at various PRPA facilities; and

**WHEREAS**, the Board of the Authority determined in Resolution No. 2006-28 to renew the contract with Triad Fire Protection Engineering, Inc.:

**WHEREAS**, the staff of the Authority proposes to renew their contract for the engineering services (which information is attached herein as Exhibit "A" and incorporated herein by reference); and

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**WHEREAS**, the staff of the Authority has determined that Triad Fire Protection Engineering Corp. (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 engineering services, inclusive of all expenses, for a maximum amount of \$100,000.
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.

The motion was made, seconded and approved. Resolution No. 2007-35 and Exhibit “A” on file with the Authority.

**#2007-36 Renewal of Contract for Engineering Services with Pennoni Associates, Inc.**

Mr. Lawrence said the Authority proposes to renew the contract with Pennoni Associates, 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.

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

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**WHEREAS**, the Board of the Authority determined in Resolution No. 2002-15 to contract with Pennoni Associates, Inc. to obtain the professional services to perform on-call engineering services at various PRPA facilities on a time and actual cost basis; and

**WHEREAS**, staff proposes to renew the contract with Pennoni Associates, Inc. to provide the professional services described in Exhibit "A" (which information is attached and incorporated herein by reference) and:

**WHEREAS**, the staff of the Authority has determined that Pennoni Associates, Inc. (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 engineering services, inclusive of all expenses, for a maximum amount of \$100,000.
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.

The motion was made, seconded and approved with Chairman Preski and Chad Rubin abstaining from voting. Resolution No. 2007-36 and Exhibit "A" on file with the Authority.

**#2007-38 Authorization to Retain A-Valey Engineers, Inc.**

Mr. Lawrence recommends contracting with A-Valey Engineers, Inc. to negotiate with PECO for a rate reduction and reimbursement for electrical service.

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

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**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**, by way of Resolution No. 2007-03, the Board authorized the retention of A-Valey Engineers, Inc. (the "Contractor") to negotiate with PECO for a rate reduction and reimbursement of electrical service; and

**WHEREAS**, the contract expired prior to completion; and

**WHEREAS**, the Contractor, based upon its analysis, has represented that it believes the Authority is entitled to a reimbursement and rate reduction; and

**WHEREAS**, the Board of the Authority has determined, on the basis of information provided to it, to enter into a professional services contract with the Contractor to negotiate with PECO for a rate reduction and reimbursement for electrical service.

**NOW, THEREFORE, BE IT RESOLVED:**

1. That the Authority enter into an agreement with the Contractor to negotiate with PECO for a rate reduction and reimbursement for electrical service.
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. 2007-38 on file with the Authority.

Mr. McDermott added that despite the abstention from Chairman Preski and Mr. Rubin the Authority does have a qualified majority vote on the Resolutions.

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**#2007-37 Authorization to Retain Montgomery, McCracken, Walker  
& Rhoads, LLP**

Mr. Iannarelli given the projected increase of activities at the PRPA, the potential for conflict of interest is expected to increase as well as any necessary representation. To minimize any potential negative impact to the Authority, staff recommends the addition of Montgomery, McCracken, Walker & Rhoads, LLP for on call legal services.

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. 33 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 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, on the basis of information provided to it (which information is attached hereto as Exhibit “A” and incorporated herein by reference), to enter into a professional services contract with Montgomery, McCracken, Walker and Rhoads, LLP to provide legal services to the Authority.

**NOW, THEREFORE, BE IT RESOLVED:**

1. That the Authority enter into an agreement with Montgomery, McCracken, Walker and Rhoads, LLP to provide legal services to the Authority.
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. 2007-37 and Exhibit “A” on file with the Authority.

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Chairman Preski said in regarding to the meeting minutes of June 1, 2007 he asked that the minutes be kept in abeyance until further clarification is made. He added that he met with Mr. Boise Butler and Mr. Butler raised the question as to the minutes and if the minutes could be more detailed. Chairman Preski noted that the minutes are taped at the board meeting and he asked counsel for a curbside thought whether we can by reference or by some other design seek the additional material in the minutes. He added if any member of the Board feels that there is something that was missed simply call the office or if board members would prefer to put in it writing to be added to the minutes. Mr. Iannarelli said because of the Sunshine Law he would have to do some research on the subject. He added that the tapes are available to board members at any time. Chairman Preski asked that approval of the minutes be put off until the board learns what counsel's opinion is and we can have a conference call or wait until the next board meeting to discuss the issue. He suggested that Mr. Butler can sit down with Messrs. Iannarelli, Kelly and Meehan and if there are statements that must be added it can be done at that time. Mr. Preski asked the board's approval to withdraw the motion for the approval of the June 1, 2007 board meeting and will be held in abeyance until the next meeting. The board gave consent and with that he asked that counsel give an opinion within ten (10)days as to the Sunshine Law regarding the minutes.