

PHILADELPHIA REGIONAL PORT AUTHORITY

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

FEBRUARY 20, 2008

Philadelphia Regional Port Authority Board Members Present:

Chairman John Estey, Anthony Aliano (via telephone) Frank Gillen, Clifford Haines, Thomas Kelly, Chad Rubin, Herb Vederman,

Philadelphia Regional Port Authority Board Members Absent:

Boise Butler, John Cuff, Michael Rashid, Harry Williams

Philadelphia Regional Port Authority Staff Present:

James T. McDermott, Jr., Robert Blackburn, Jack Dempsey, Greg Iannarelli, Don Brennan, George Fedorijczuk, Francis Kelly, Edward Henderson, William McLaughlin, Sean Mahoney, Marian Simpson, James Walsh, Nicholas Walsh

Commonwealth of Pennsylvania:

BJ Clark, Herb Packer

Others:

Brian Preski, Esq., Chuck McDonald, Tim O'Neill, Bob Calagari, Bill Gahagan, Kurt Godfrey

Chairman Estey convened an Executive Session

The Public Session was reconvened.

The first order of business was the approval of the meeting minutes of December 14, 2007 and Conference Call Meeting minutes of December 27, 2007. The meeting minutes were moved, seconded and approved. Mr. McDermott added that Mr. John Cuff, Mr. Boise Butler and Mr. Harry Williams have all voted yes on the Resolutions before the Board today.

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RESOLUTIONS:

#2008-01 AUTHORIZATION TO RETAIN PENNONI ASSOCIATES

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, on the basis of information provided to it (which information is attached hereto as Exhibits “A” and “B” incorporated herein by reference), to enter into a professional services contract with Pennoni Associates to provide on-call engineering services to the Authority for a two year term.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority enter into an agreement with Pennoni Associates to provide on-call engineering services to the Authority for a two year term and settle the outstanding debt as set forth in Exhibit “B”.
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 of other instruments as may be necessary to effectuate the purposes of this Resolution.

The motion was made, seconded and approved. Resolution No. 2008-01 and Exhibit “A” and “B” on file with the Authority. Mr. Chad Rubin abstained from voting on this Resolution.

**#2008-02 RENEWAL OF CONTRACT WITH PIERS FOR COMPUTER
DATA**

The motion was made and 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 staff of the Authority has determined that PIERS (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 renew the contract with PIERS to perform data services.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority enter into an agreement with the Contractor for the professional services described in Exhibit “A”. The agreement shall provide for total payments to the Contractor for computer services for a maximum amount of \$94,440 effective through March 1, 2009.
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. 2008-02 and Exhibit “A” on file with the Authority.

**#2008-03 CONTRACT FOR FIRE PROTECTION ENGINEERING SERVICES
WITH TRIAD FIRE PROTECTION ENGINEERING CORPORATION**

The motion was made and 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. 2005-37 to renew the contract with Triad Fire Protection Engineering, Inc.; and

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

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 term of two years.

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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. Amended Resolution No. 2008-03 and Exhibit "A" on file with the Authority.

#2008-04 ENTER INTO A LICENSE AGREEMENT WITH THE INTERNATIONAL LONGSHOREMAN'S ASSOCIATION (ILA) LOCAL 1291 FOR A PORTION OF PIER 98 ANNEX FOR TRAINING

The motion was made and 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 for the leasing, management and operation of port facilities, as such are defined in the PRPA Act; and

WHEREAS, Section 11(c) of the PRPA Act provides that the Authority may negotiate and execute leases of its port facilities, port-related projects, or any part thereof by approval of the majority of its Board and permits the Authority to execute contracts in furtherance of its powers and duties with respect to port facilities; and

WHEREAS, the Board of the Authority has determined, on the basis of information provide by the staff of the Authority, to enter into a License Agreement by and between the Authority and the ILA Local 1291, for a portion of Pier 98 Annex (the "License Agreement") attached hereto as Exhibit "A".

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority execute the License Agreement attached as Exhibit "A" to this Resolution (the "License Agreement").

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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 such arrangements.

Mr. McDermott said that Boise Butler ask him to express his appreciation for the Board's consideration of this Resolution.

The motion was made, seconded and approved. Resolution No. 2008-04 on file with the Authority.

#2008-05 AMENDMENT TO THE LEASE WITH THE DELAWARE RIVER STEVEDORES, INC. FOR THE TIOGA MARINE TERMINAL

THIS RESOLUTION WAS TABLED.

#2008-06 AUTHORIZATION TO EXECUTE PROJECT COOPERATION AGREEMENT WITH THE UNITED STATES ARMY CORPS OF ENGINEERS

The motion was made and seconded as follows:

WHEREAS, the Philadelphia Regional Port Authority (the "Authority") was created 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 promote the health, safety, employment, business opportunities and general welfare of the people of this Commonwealth; and

WHEREAS, by way of Resolution No. 2007-21, the Board of the Authority authorized staff to take all steps necessary to designate the Authority as the Non-Federal Sponsor to the United States Army Corps of Engineers' ("Army Corps") Delaware River Main Channel Deepening Project; and

WHEREAS, the Authority has received such designation and is in negotiations to finalize to Project Cooperation Agreement required between the Army Corps and the Non-Federal Sponsor; and

WHEREAS, the Board of the Authority authorizes staff to finalize negotiations with the Army Corps and execute the Project Cooperation Agreement.

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NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority is authorized to execute the Project Cooperation Agreement consistent with this Resolution;
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 any and all necessary agreements, and the Executive Director is hereby authorized and directed to execute, acknowledge and deliver on behalf of the Authority any agreements, documents of other instruments as may be necessary to effectuate the purposes of this Resolution.

The motion was made, seconded and approved. Resolution No. 2008-06 on file with the Authority.

#2008-07 AUTHORIZATION TO RETAIN SCHNADER HARRISON SEGAL & LEWIS LLP

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, on the basis of information provided to it has determined to enter into a professional services contract with Schnader Harris Segal & Lewis LLP to provide legal services to the Authority.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority enter into an agreement with Schnader Harris Segal & Lewis 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 agreement or

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documents or other instruments as may be necessary to effectuate the purposes of this Resolution.

The motion was made, seconded and approved. Resolution No. 2008-07 and Exhibit "A" on file with the Authority.

#2008-08 AUTHORIZATION TO RETAIN FOX ROTHSCHILD LLP

The motion was made, and 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, on the basis of information provided to it has determined to enter into a professional services contract with Fox Rothschild LLP to provide legal services to the Authority.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority enter into an agreement with Fox Rothschild 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. 2008-08 on file with the Authority. Mr. Clifford Haines abstained from voting on this Resolution.

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#2008-09 CONTRACT WITH ORBITAL ENGINEERING, INC.

The motion was made and 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 determined, on the basis of information provided to it (which information is attached hereto as Exhibit “A” and incorporated herein by reference), to obtain the professional services of Orbital Engineering, Inc. (the “Contractor”) to 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; 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 technical engineering services during the design, bid and construction phases of the project, inclusive of all expenses, for a term of (1) year.
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,

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documents or other instruments as may be necessary to effectuate the purposes of this Resolution.

The motion was made, seconded and approved. Resolution No. 2008-09 and Exhibit "A" on file with the Authority.

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

Respectfully submitted,

Marian Simpson