

**PHILADELPHIA REGIONAL PORT AUTHORITY**

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

**JANUARY 21, 2009**

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

Chairman John Estey, Boise Butler, Frank Gillen, Clifford Haines, Chad Rubin (via telephone), Herb Vederman, Harry Williams (via telephone).

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

Anthony Aliano, John Cuff, Rina Cutler, Michael Rashid

**Philadelphia Regional Port Authority Staff Present:**

James T. McDermott, Jr., Robert Blackburn, Jack Dempsey, Donald Brennan, Edward Henderson, Gregory Iannarelli, Francis Kelly, Charles Lawrence, Sean Mahoney, William McLaughlin, Lisa Magee, Joseph Menta, Joseph Petruzzi, Marian Simpson, James Walsh, Nicholas Walsh

**Commonwealth of Pennsylvania:**

B. J. Clark, Kate McNamara, Alex Fickin, Herb Packer

**Others:**

Brian Preski, Esq., Chuck McDonald, Tim O'Neill, Bob Callegari

Chairman Estey called the meeting to order and convened an Executive Session.

The Public Session was reconvened and the first order of business was the approval of the December 19, 2008 Board Meeting Minutes. Mr. Rubin asked that the minutes be amended to reflect that the Board raised questions regarding PRPA's Maintenance Department's Union Contract and that management addressed those questions. The amended minutes were moved, seconded and approved.

Chairman Estey noted, for the record, that he received calls from Anthony Aliano and John Cuff giving Chairman Estey their affirmative proxy vote on all Resolutions scheduled on the agenda today.

**RESOLUTIONS:**

**#2001- 01      Approval of the Panama Canal Marketing Initiative**

The motion was made and seconded as follows:

**WHEREAS**, the Philadelphia Regional Port Authority has been authorized, under Section 6 of the Act of July 10, 1989, P.L. 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, as such are defined in the PRPA Act, and generally in furtherance of its purposes as stated in the PRPA Act; 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**, 2(a) (8) of the Act sets forth PRPA’s mission to provide effective marketing to maintain and attract new business for regional port activities and to stimulate international trade; and

**WHEREAS**, the Board of the Authority has determined on the basis of information provided by its staff that there exists a need to market beneficial trade lanes as part of the Authority’s international marketing efforts; and

**WHEREAS**, the Board of the Authority has determined on the basis of information provided by its staff to enter into a Memorandum of Understanding with the Panama Canal Authority to promote service between Asia and the Port of Philadelphia, as shown in Exhibit “A”.

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

1. That 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 agreements.

The motion was made, seconded and approved. Resolution No. 2009-01 and Exhibit “A” on file with the Authority.

**#2009-02      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, 2010.
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. 2009-02 and Exhibit “A” on file with the Authority.

**#2009-03      Authorization to Negotiate a Public Relations Firm**

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 authorize the Authority to negotiate the specific terms and conditions for a professional services contract for public relations with the Karma Group.

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

1. That the Authority enter into an agreement with any of the firms to provide on-call public relations 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 with the Karma Group.

The motion was made, seconded and approved. Resolution No. 2009-03 on file with the Authority.

**#2009-04 Contract with Greenlee Partners, LLC**

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 had determined in Resolution #2001-03 to secure services of Greenlee Partners, LLC (“Greenlee”) to assist the Authority in the establishment of a long range capital funding program to enhance and modernize its facilities and to assist the Authority in its role as local sponsor for the Delaware River Navigation Channel Deepening Project and other federal legislative initiatives; and

**WHEREAS**, the Authority and Greenlee desire to renew the terms of the Agreement described in Exhibit “A” attached hereto and incorporated herein by reference pursuant to the terms hereof.

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

1. That the Authority enter into an Agreement with Greenlee Partners, LLC (the "Contractor") 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, but in any event such agreements shall provide for total payments to the Contractor, inclusive of all expenses for which such Contractor is to be reimbursed by the Authority, to be not greater than the amounts described in Exhibit "A" on a one-year basis not to exceed Forty-Eight Hundred Dollars (\$4,800.00) per month from March 1, 2009 through February 28, 2010.
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 agreements 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. Resolution No. 2009-04 and Exhibit "A" on file with the Authority.

**#2009-05      Authorize Amendment of TBA B.V. Contract to Perform Cargo Simulation at Packer Avenue Marine Terminal for Fastship Capable 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 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 Authority received a Marine Cargo Terminal Grant (the "Grant") from the Department of Transportation, Maritime Administration; and

**WHEREAS**, as part of the deliverables under the Grant, the Authority is to generate and submit a Development Plan of a marine cargo terminal capable of handling high-speed advance vessels and meeting military sea lift requirements (the "Development Plan"); and

**WHEREAS**, Pursuant to Board Resolution No. 2007-68, the Authority retained TBA B.V. (the "Contractor") to perform a cargo simulation at the Packer Avenue Marine Terminal; and

**WHEREAS**, the Maritime Administration requested an additional simulation be performed as part of the Development Plan; and

**WHEREAS**, the Contractor submitted a proposal to perform the additional simulation for an amount not to exceed \$25,400; and

**WHEREAS**, the staff of the Authority has determined that the Contractor has the requisite expertise and capability to provide the services herein described in; 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 amend the professional services contract with the Contractor to develop site criteria and create a preliminary layout of a terminal capable of meeting the requirements set forth in the Grant.

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

1. That the Authority enter into an agreement with the Contractor for the services as described in Exhibit "A" in the amount not to exceed \$25,400.
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 Amendment, 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. 2009-05 and Exhibit "A" on file with the Authority. Mr. Rubin abstained from voting on this Resolution.

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

Respectfully Submitted,

Marian Simpson  
Secretary for the Board