

PHILADELPHIA REGIONAL PORT AUTHORITY

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

FEBRUARY 18, 2009

Philadelphia Regional Port Authority Board Members Present:

Chairman John Estey, Boise Butler, John Cuff (via telephone), Frank Gillen, Vahan Gureghian, Clifford Haines, Chad Rubin (via telephone) Harry Williams

Philadelphia Regional Port Authority Board Members Absent:

Rina Cutler, Michael Rashid, Herb Vederman

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, Lisa Magee, Joseph Petruzzi, Marian Simpson, James Walsh, Nicholas Walsh

Commonwealth of Pennsylvania:

Kate McNamara

Others:

Brian Preski, Esq., Michael Meehan, Esq., Bob Callegari, Chuck McDonald, Tim O'Neill, Congressman Bob Borski

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

The Public Session was reconvened. Chairman Estey introduced and welcomed Mr. Vahan Gureghian, a well-known member of the community appointed by the House Minority Leader Sam Smith, to the Board of Directors replacing Mr. Anthony Aliano. The Chairman added that Mr. Cuff participated by phone for the Executive Session only and gave his affirmative vote on all Resolutions presented to the Board today.

The first order of business was the approval of the Minutes of the January 21, 2009 Board Meeting. The minutes were moved, seconded and approved.

RESOLUTIONS:

#2008-06 Contract with Orbital Engineering, Inc.

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 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 two years.
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. 2009-06 and Exhibit “A” on file with the Authority.

#2009-07 Contract for On-Call Engineering Services with CH2M Hill

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 Exhibit “A” and incorporated herein by reference), to enter into a professional services contract with CH2M Hill to provide on-call engineering services to the Authority for a one year term.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority enter into an agreement with CH2M Hill to provide on-call engineering services to the Authority for a two year term.
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. 2009-07 and Exhibit “A” on file with the Authority. Mr. Rubin abstained from voting on this Resolution.

#2009-08 Authorization to Seek Proposals for LMSR Berth

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 6(a)(5) of the PRPA Act provides that the Authority may acquire, by gift or otherwise, purchase, hold, receive, lease, sublease and use, any franchise, license, property, real, personal or mixed, tangible or intangible, or any interest therein, necessary or desirable for carrying out the purposes of the Authority; and

WHEREAS, the Authority owns approximately 4.5 acres of land at the Tioga Marine Terminal commonly referred to as the LMSR Berth (the "Property"); 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 issuance of requests for proposals for the development, lease and operation of the Property and execute any documents necessary in furtherance thereof.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority issue a request for proposal for development, lease and operation of the Property and execute any documents necessary in furtherance thereof.
2. The Executive Director of the Authority, with the advice of its Chief Counsel, is hereby authorized and directed to issue a request for proposals and negotiate the specific terms and conditions of any agreement necessary for the development, lease and operation of the Property, 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. 2009-08 and Exhibit "A" on file with the Authority.

#2009-09 Authorization to Seek Proposals for Pier 124 Superstructure

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 6(a)(5) of the PRPA Act provides that the Authority may acquire, by gift or otherwise, purchase, hold, receive, lease, sublease and use any

franchise, license, property, real, personal or mixed, tangible or intangible, or any interest therein, necessary or desirable for carrying out the purposes of the Authority; and

WHEREAS, the Authority owns Pier 124 (the “Property”); and

WHEREAS, the opportunity exists for the Authority to be compensated for the removal of outdated superstructure at Pier 124; 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 issuance of requests for proposals for the removal of the superstructure at the Property and execute any documents necessary in furtherance thereof.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority issue a request for proposal for removal of the superstructure at the Property and execute any documents necessary in furtherance thereof.
2. The Executive Director of the Authority, with the advice of its Chief Counsel, is hereby authorized and directed to issue a request for proposals and negotiate the specific terms and conditions of any agreement necessary for the removal of the superstructure at the Property, 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. 2009-09 and Exhibit “A” on file with the Authority.

**#2009-10 Amendment of Lease Agreement with Vane Line Bunkering for
Portion of Pier 124 South**

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 (c) of the PRPA Act provides that the Authority may negotiate and execute contracts for management, operation, licensing or leasing of its port

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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 Authority acquired Pier 124 South on July 31, 2007 from CSX; and

WHEREAS, the Authority acquired the lease between CSX and Vane Line Bunkering for a portion of Pier 124 South; 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 approve amending the lease with Vane Line Bunkering consistent with the terms set forth in Exhibit "A".

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority enter into a lease amendment with Vane Line Bunkering incorporating the terms as outlined 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 amendment to 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. 2009-10 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 to the Board of Directors