

PHILADELPHIA REGIONAL PORT AUTHORITY

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

MAY 20, 2009

Philadelphia Regional Port Authority Board Members Present:

Chairman John Estey, Boise Butler, John Cuff, Shawn Dougherty, Vahan Gureghian, Chad Rubin (via telephone), Herb Vederman, Harry Williams

Philadelphia Regional Port Authority Board Members Absent:

Rina Cutler, Clifford Haines, Michael Rashid

Philadelphia Regional Port Authority Staff Present:

James T. McDermott, Robert Blackburn, Jack Dempsey, Greg Iannarelli, William McLaughlin, Don Brennan, Charles Lawrence, Edward Henderson, George Fedorijczuk, Sean Mahoney, Lisa Magee, Joseph Petruzzi, Donna Powell, James Walsh, Nicholas Walsh

Commonwealth of Pennsylvania:

Kate McNamara, Alex Ficken, Herb Packer

Others:

Brian Preski, Esq., Michael Meehan, Esq., Tim O'Neill

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 April 15, 2009 meeting minutes. The minutes were moved, seconded and approved.

Resolutions:

#2009-14 Authorization to Retain ePortation

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

**Philadelphia Regional Port Authority
Minutes of the Board Meeting
May 20, 2009
Page 2**

WHEREAS, the Board of the Authority has determined, on the basis of information provided to it (which information is attached hereto as Exhibit “A” incorporated herein by reference), to enter into a professional services contract with ePortation (the “Contractor”) to provide access control and port-wide data base; and

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority enter into an agreement with the Contractor to provide access control and a port-wide data base for an amount not to exceed \$462,300.00.
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 instructions as may be necessary to effectuate the purposes of this Resolution.

The motion was made, seconded and approved. Resolution No. 2009-14 and Exhibit “A” on file with the Authority.

#2009-15 Contract for On-Call Engineering Services with TRC Companies

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 (which information is attached hereto as Exhibits “A” incorporated herein by reference), to enter into a professional services contract with TRC Companies, Inc. (the “Contractor”) 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 Contractor to provide on-call engineering services to the Authority for a one-year (1) 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 of other instruments as may be necessary to effectuate the purposes of this Resolution.

The motion was made, seconded and approved. Resolution No. 2009-15 and Exhibit "A" on file with the Authority. Mr. Chad Rubin abstained from voting on this Resolution.

#2009-16 Amendment to the Contract with TTS for Simulation Services

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 Authority entered into an agreement with TTS in Resolution No. 2007-10 on February 16, 2007; 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 approved amending the agreement with TTS for simulation services consistent with the terms set forth in Exhibit "A".

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority enter into amendment agreement with TTS incorporating the terms as outlined in "Exhibit A".

Philadelphia Regional Port Authority
Minutes of the Board Meeting
May 20, 2009
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 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. 2009-16 and Exhibit "A" on file with the Authority.

#2009-17 Amendment to the Lease with Penn Warehousing & Distribution, 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(c) of the PRPA Act provides that the Authority may negotiate and execute contracts for management, operation, licensing or leasing 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 Provided to it (which information is attached hereto as Exhibit "A" and incorporated herein by reference), to amend the lease with Penn Warehousing & Distribution, Inc. based upon the terms and conditions set forth in Exhibit "A".

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority execute an amendment to the Lease with Penn Warehousing & Distribution based upon the terms and conditions set forth 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.

**Philadelphia Regional Port Authority
Minutes of the Board Meeting
May 20, 2009
Page 5**

The motion was made, seconded and approved. Resolution No. 2009-17 and Exhibit "A" on file with the Authority. Mr. Chad Rubin abstained from voting on this Resolution.

#2009-18 Amendment to the Contracting, Procurement and Leasing Policies and Procedures

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 12 of the PRPA Act provides that the use and operation of port facilities and the property of the Authority shall be subject to the rules and regulations adopted from time to time by the Board of the Authority; and

WHEREAS, the staff of the Authority has recommended to the Board of the Authority that certain provisions of the Contracting, Procurement and leasing Policies and Procedures for the Authority (revised as of December 15, 2006) (the "Policies and Procedures") with respect to leases for real property of the Authority require updating; and

WHEREAS, the Board of the Authority has determined, on the basis of information provided to it by the staff to revise those provisions of the Policies and Procedures outlined in Exhibit "A" attached hereto.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Contracting, Procurement and Leasing Policies and Procedures for the Authority be revised as set forth in Exhibit "A" attached to this Resolution.

The motion was made, seconded and approved. Resolution No. 2009-18 and Exhibit "A" on file with the Authority.

#2009-19 Authorization to Retain Eckert Seamans Cherin & Mellott, LLC

The motion was made, seconded as follows:

Philadelphia Regional Port Authority
Minutes of the Board Meeting
May 20, 2009
Page 6

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 Eckert Seamans Cherin & Mellot, LLC to provide legal services to the Authority.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority enter into an agreement with Eckert Seamans Cherin & Mellot 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. 2009-19 and Exhibit “A” on file with the Authority. Mr. Chad Rubin abstained from voting on this Resolution.

#2009-20 Authorization to Retain Bowman Kavulich, LTD

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 biddings; and

Philadelphia Regional Port Authority
Minutes of the Board Meeting
May 20, 2009
Page 7

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 Bowman Kavulich, LTD to provide legal services to the Authority.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority enter into an agreement with Bowman Kavulich, LTD 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. 2009-20 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
Secretary to the Board

