

PHILADELPHIA REGIONAL PORT AUTHORITY

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

SEPTEMBER 16, 2009

Philadelphia Regional Port Authority Board Members Present:

Chairman John Estey, Boise Butler, Shawn Dougherty, Vahan Gureghian, Chad Rubin, Herb Vederman

Philadelphia Regional Port Authority Board Members Absent:

John Cuff, Rina Cutler, Clifford Haines, Michael Rashid, Harry Williams

Philadelphia Regional Port Authority Staff Present:

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

Commonwealth of Pennsylvania:

Herb Packer, Alex Ficken

Others:

Brian Preski, Esq., Michael Meehan, Esq., Linda Lloyd, the Inquirer

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 meeting minutes of the August 19, 2009 PRPA Board Meeting. The minutes were moved, seconded and approved.

RESOLUTIONS:

#2009-29 Authorization to Retain Weston Solutions, Inc. for On-Call Engineering Services (REAFFIRMATION)

The motion was made and second 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 Weston Solutions, Inc. 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 Weston Solutions, Inc. to provide on-call engineering services to the Authority for a two-year term as 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 any agreements necessary, 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. 2009-29 and Exhibit “A” on file with the Authority. Mr. Chad Rubin abstained from voting on this Resolution.

#2009- 31 Authorization to Retain TRC Engineers, Inc. for On-Call Engineering 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 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 the Authority to utilize TRC Engineers, Inc.(“Contractor”) for on-call engineering services.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority is authorized to utilize Contractor for on-call engineering services.
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 agreements necessary, 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. 2009-31 and Exhibit "A" on file with the Authority. Mr. Chad Rubin abstained from voting on this Resolution.

#2009-32 Authorization to Lease Pier 40 Lunch Stand

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, Pescara Concepts, LLC t/a Shank's Original desires to lease the lunch stand at Pier 40 South from the Authority; 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 entering into a lease with Pescara Concepts, LLC t/a Shank's Original for the lunch stand at Pier 40 South consistent with the terms set forth in Exhibit "A".

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority enter into a lease with Pescara Concepts, LLC t/a Shank's Original for the lunch stand at Pier 40 South 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 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 Resolution No. 2009-32 and Exhibit “A” on file with the Authority.

#2009-33 Authorization to Retain CantorCO2e, L.P.

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 Exhibit “A” and incorporated herein by reference), to authorize the Authority to utilize CantorCO2e, L.P. (“Contractor”) for air mitigation credit broker services.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority is authorized to utilize Contractor for air mitigation credit broker services.
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 agreements necessary, 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. 2009-33 and Exhibit “A” on file with the Authority.

#2009-34 Authorization to Adopt Interim Port Improvement Plan

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) of the PRPA Act provides the Authority is created for the purpose of acquiring, holding, developing, constructing, improving, maintaining, managing, operating, financing, furnishing, fixturing, equipping, repairing, leasing or subleasing, as either lessor or lessee or sublessor or sublessee, and owning port facilities, port-related projects, or parts thereof, and equipment within the port district ; and

WHEREAS, by way of Resolution 2008-30, the Board of the Authority adopted a Capital Budgeting Policy (“CAP”); and

WHEREAS, the CAP established a Port Improvement Plan (“PIP”) cataloguing the capital expenditures with the initial five year period of the PIP being based upon a Strategic Facilities Assessment; and

WHEREAS, a capital expenditure, set forth in Exhibit “A”, is required prior to the completion of the Strategic Facilities Assessment being completed; 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 adopt the Interim Improvement Plan as set for in Exhibit “B” authorizing capital expenditures for the work set forth in Exhibit “A”.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority adopts the Short Term Capital Improvement Plan attached hereto as 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 any agreement necessary to effectuate the purposes of this Resolution.

The motion was made, seconded and approved. Resolution No. 2009-34 and Exhibit “A” on file with the Authority.

#2009-34 Authorization to Adopt Interim Port Improvement Plan

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) of the PRPA Act provides the Authority is created for the purpose of acquiring, holding, developing, constructing, improving, maintaining, managing, operating, financing, furnishing, fixturing, equipping, repairing, leasing or subleasing, as either

lessor or lessee or sublessor or sublessee, and owning port facilities, port-related projects, or parts thereof, and equipment within the port district ; and

WHEREAS, by way of Resolution 2008-30, the Board of the Authority adopted a Capital Budgeting Policy (“CAP”); and

WHEREAS, the CAP established a Port Improvement Plan (“PIP”) cataloguing the capital expenditures with the initial five year period of the PIP being based upon a Strategic Facilities Assessment; and

WHEREAS, a capital expenditure, set forth in Exhibit “A”, is required prior to the completion of the Strategic Facilities Assessment being completed; 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 adopt the Interim Improvement Plan as set for in Exhibit “B” authorizing capital expenditures for the work set forth in Exhibit “A”.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority adopts the Short Term Capital Improvement Plan attached hereto as 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 any agreement necessary to effectuate the purposes of this Resolution.

The motion was made, seconded and approved. Resolution No.2009-34 and Exhibit “A” on file with the Authority.

**#2009-35 Amendment of Lease and Operating Agreement with Astro Holdings, Inc.
For Packer Avenue Marine Terminal**

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 Authority and Astro Holdings, Inc. are parties to the Lease and Operating Agreement for the Packer Avenue Marine Terminal (“Agreement”); 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 Agreement consistent with the terms set forth in Exhibit “A”.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority amend the Agreement consistent with 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, 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. 2009-35 and Exhibit “A” on file with the Authority.

#2009-36 Resolution in Support of Aker Philadelphia Shipyard, Inc.

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. 291, 55 P.S. Section 697.1, et seq. of the General Assembly of the Commonwealth of Pennsylvania (the “PRPA Act”) to promote employment and business opportunities for the purpose of advancing regional port facilities and port related projects to include furtherance of cooperative state efforts; and

WHEREAS, Aker Philadelphia Shipyard, Inc. (“APSI”), a port facility located in Philadelphia Pennsylvania, has produced over fifty percent of large commercial vessels produced in the United States since 2003; and

WHEREAS, the current economic climate has affected the credit market to the point that APSI may be forced to cease operations in their entirety by March 2011; and

WHEREAS, APSI currently contributes over \$230 million annually to the region, has 1,200 employees and supports 7,000 indirect jobs; and

WHEREAS, APSI’s continued success is critical to the economic base of the region;

WHEREAS, APSI seeks the support of the Authority in its efforts to continue operations which will enable APSI to maintain its current workforce, generate additional economic activity and jobs through spending multipliers; and

WHEREAS, the Board of the Authority based upon the information provided by staff (which information is attached hereto as Exhibit "A" and incorporated herein by reference) authorizes the Authority to take such actions necessary to assist APSI in its efforts to maintain its operations.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority is authorized to assist APSI in its efforts to maintain operations.
2. The Executive Director of the Authority, with the advice of its Chief Counsel, is hereby authorized and directed to take such actions necessary to assist APSI 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. 2009-36 on file with the Authority.

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

Respectfully Submitted,

Marian Simpson