

PHILADELPHIA REGIONAL PORT AUTHORITY

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

JANUARY 20, 2010

Philadelphia Regional Port Authority Board Members Present:

Chairman John Estey, Boise Butler, John Cuff (via telephone), Rina Cutler, Shawn Dougherty, Vahan Gureghian, Herb Vederman

Philadelphia Regional Port Authority Board Members Absent:

Clifford Haines, Michael Rashid, Harry Williams, Rhonda Hill-Wilson

Philadelphia Regional Port Authority Staff Present:

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

Commonwealth of Pennsylvania:

Alex Ficken, Herb Packer

Others:

Michael Meehan, William Gahagan, Stan Lulewicz, Bob Callegari

Chairman Estey called the Public Session to order and adjourned to an Executive Session. The Public Session was reconvened and the first order of business was the approval of the meeting minutes from the December 18, 2009. A motion was made, seconded and approved. Chairman Estey noted for the record that he has Mr. Williams, Mr. Haines and Mr. Rashid's proxy votes and Mr. Gureghian has Captain Cuff's proxy vote.

RESOLUTIONS:

#2010-01 Authorization to Contract with Triad Fire Protection Engineering Corporation for Fire Protection Engineering Services

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

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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 to contract with Triad Fire Protection Engineering, Corp. to obtain the professional services to perform on-call engineering services at various PRPA facilities; 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 on-call engineering services for a term of two (2) 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. 2010-01 and Exhibit "A" on file with the Authority.

#2010-02 Authorization to Contract with Pennoni Associates, Inc. for Engineering Services

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

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WHEREAS, the Board of the Authority has determined to contract with Pennoni Associates, Inc. (the “Contractor”) to obtain the professional services to perform on-call engineering services at various PRPA facilities; and

WHEREAS, the staff of the Authority has determined that Pennoni Associates 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 on-call engineering services for a term of two (2) 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. 2010-02 and Exhibit “A” on file with the Authority.

#2010-03 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.

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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 \$121,140 effective through March, 2011.
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. 2010-03 and Exhibit "A" on file with the Authority.

#2010-04 Authorization to Contract with Gahagan & Bryant

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 is the non-federal sponsor of the Delaware River Channel Deepening Project; and

WHEREAS, it is contemplated that the Authority will need certain specialized consulting services in furtherance thereof; and

WHEREAS, Gahagan & Bryant ("Contractor"), has provided services to the Authority in relation to the Delaware River Channel Deepening Project to assist the Authority in becoming the non-federal sponsor in the past to present; and

WHEREAS, the staff of the Authority projects that it will need continued support throughout the remainder of the Delaware River Channel Deepening Project; and

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WHEREAS, the staff of the Authority has determined that the Contractor has the requisite expertise and the capability to provide the services required; 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 the Contractor for escrow, trust and custodial account services.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority is authorized to utilize the Contractor for consulting 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 or other instruments as may be necessary to effectuate the purposes of this Resolution.

The motion was made, seconded and approved. Resolution No. 2010-04 and Exhibit "A" on file with the Authority.

#2010-05 Authorization to Contract for Financial Advisory Services at Southport

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, in conjunction with the Commonwealth of Pennsylvania, is working to issue a solicitation for the development of Southport; and

WHEREAS, the staff of the Authority and representatives from the Commonwealth have evaluated and ranked several financial advisory teams to provide advisory services to assist in the issuance of a solicitation for the development of Southport; and

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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 negotiate and contract for financial advisory services at Southport consistent with the ranking of the advisory teams evaluated.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority is authorized to negotiate and contract for financial advisory services at Southport consistent with the ranking of the advisory teams evaluated.
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. 2010-05 and Exhibit “A” on file with the Authority.

#2010-06 Authorization to Contract with Weston Solutions

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, in conjunction with the Commonwealth of Pennsylvania, is working to issue a solicitation for the development of Southport; and

WHEREAS, the staff of the Authority and representatives from the Commonwealth have projected the need for engineering services to assist in the issuance of a solicitation for the development of Southport; and

WHEREAS, the staff of the Authority has determined that the Contractor has the requisite expertise and the capability to provide the services required; and

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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 contract for engineering services to assist in the issuance of a solicitation for the development of Southport.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority is authorized to contract for engineering services to assist in the issuance of a solicitation for the development of Southport.
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. 2010-06 and Exhibit “A” on file with the Authority.

#2010-07 Authorization to Extend Development Termination Option for Pier 98 Annex, Whiskey & Savage

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 (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, by way of Resolution 2009-27, the Authority entered into a development, lease and operating agreement with Philly RORO Partners, LLC for Pier 98 Annex, Whiskey Yard and Savage Yard (“Agreement”); and

WHEREAS, the Agreement contains an option to terminate the Agreement within the first 90 days from Lease Commencement; and

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WHEREAS, Philly RORO Partners, LLC requests that the 90 day period to exercise the option to terminate the Agreement be extended to 120 days from Lease Commencement; and

WHEREAS, by way of Resolution 2009-52, the Board of the Authority authorized the extension of the option to terminate the Agreement from 90 days from Lease Commencement to 120 days from Lease Commencement; and

WHEREAS, Philly RORO Partners, LLC requests a second extension of the option to terminate the Agreement be extended until February 26, 2010; and

WHEREAS, the Board of the Authority has determined, on the basis of information provided to it, to extend the option to terminate the Agreement until February 26, 2010.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority extend the option to terminate the Agreement until February 26, 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.

Chairman Estey noted for the record that during the Executive Session it is the sense of the Board that it would not be inclined to further extend this particular agreement.

The motion was made, seconded and approved. Resolution No. 2010-07 on file with the Authority.

Tribute to Michael Gabor of Urban Engineering, Inc.

Chairman Estey announced that PRPA was presenting a tribute to Michael Gabor, a long-serving and most dedicated engineer from Urban Engineers, Inc.

Mr. Lawrence said Mr. Gabor retired as Vice President and Director of Marine Services from Urban Engineers. He further stated that Mr. Gabor worked for over twenty-five years on the river having his hands and feet on every pier on both sides of the Delaware River. The Tribute and Resolution was recommended and signed by Chairman Estey to honor him for his time of service and his excellent engineering capabilities on behalf of the Philadelphia Regional Port Authority.

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Chairman Estey made a motion in support of the Tribute and Resolution. The motion was made, seconded and approved by the Board of the Philadelphia Regional Port Authority.

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

Respectfully Submitted,

Marian Simpson
Board Secretary