

**PHILADELPHIA REGIONAL PORT AUTHORITY**

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

**FEBRUARY 17, 2010**

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

Chairman John Estey, Boise Butler, Shawn Dougherty, Vahan Gureghian, Clifford Haines, Michael Rashid, Harry Williams, Rhonda Hill-Wilson, Herb Vederman (by phone)

**Philadelphia Regional Port Authority Staff Present:**

James T. McDermott, Jr., Jack Dempsey, Gregory Iannarelli, Edward Henderson, Donald Brennan, Francis Kelly, Lisa Magee, William McLaughlin, Joseph Menta, Dominic O'Brien, Joseph Petruzzi, Michael Scott, James Walsh, Nicholas Walsh, William Godfrey, Marian Simpson

**Commonwealth of Pennsylvania:**

Alex Ficken, Kate McNamara

**Others:**

Michael Meehan, Tim O'Neill, Tom Corcoran, Joe Forkin, Honorable Robert Borski, Fran O'Brien, Bob Callegari, A.J. Marisco, Jodie Stuck

Chairman Estey called the Public Session to order. Ms. Fran O'Brien of the Delaware River Port Authority and President of the Philadelphia Navy League was in attendance to present William Godfrey of the Philadelphia Regional Port Authority's Maintenance Department with an appreciation plaque for his help with the Navy League's activities. Specifically, Mr. Godfrey driving the PRPA's bus taking several Navy groups to different locations in the port district.

Chairman Estey then called an Executive Session. The Public Session was reconvened and the first order of business was the approval of the meeting minutes from the January 20, 2010 Board Meeting. The motion was made, seconded and approved. Chairman Estey also noted that Capt. John Cuff, after reviewing the Resolutions scheduled on the agenda, gave his proxy vote to Mr. Gureghian.

**RESOLUTIONS:**

**#2010-08 Authorization to Contract with A.D. Marble & Company for  
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

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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 had determined that A.D. Marble & Company (the "Contractor") has the requisite expertise and capacity to provide the services herein described; 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 contract with A. D. Marble & Company to perform the services herein described.

**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 engineering services described 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.

The motion was made, seconded and approved. Resolution No. 2010-08 and Exhibit "A" on file with the Authority.

**#2010-09 Authorization to Contract with Det Norske Veritas for Risk Management 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 staff of the Authority had determined that Det Norske Veritas (the “Contractor”) has the requisite expertise and capacity to provide the services herein described; 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 contract with Det Norske Veritas to perform the services herein described.

**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 risk management services as described 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.

The motion was made, seconded and approved. Resolution No. 2010-09 and Exhibit “A” on file with the Authority.

**#2010-10 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 the 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 month-to-month basis not to exceed Forty-Eight Hundred Dollars (\$4,800.00) per month from March 1, 2010 through February 28, 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 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. 2010-10 and Exhibit "A" on file with the Authority.

**#2010-11 Authorization to Contract with Moffat & Nichol for Engineering Services at Tioga 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 (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 had determined that Moffat & Nichol (the "Contractor") has the requisite expertise and capacity to provide the services herein described; 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 contract with Moffat & Nichol to perform the services herein described.

**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 engineering services for a maximum amount not to exceed \$300,000.
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. 2010-11 and “Exhibit A” on file with the Authority.

**#2010-12      Amendment to the 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 2009-40, the Board of the Authority adopted the Strategic Port Improvement Plan Fiscal Year 2010 (“Port Improvement Plan”); and

**WHEREAS**, staff has identified additional funding opportunities and select projects as more set forth in Exhibit “A” and incorporated by reference that require addition to the Port Improvement Plan; and

**WHEREAS**, the Board of the Authority has determined, on the basis of information provided to it to amend the Port Improvement Plan consistent with the information set for in Exhibit "A.

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

1. That the Authority amends the Port Improvement Plan consistent with the information set for 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 agreement necessary to effectuate the purposes of this Resolution.

The motion was made, seconded and approved. Resolution #2010-12 and Exhibit "A" on file with the Authority.

**#2010-13 Authorization to Receive Funding for Pier 82 Pallet Racking Project**

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 acquire by gift, property necessary or desirable for carrying out the purposes of the Authority; and

**WHEREAS**, the Authority desires to increase the pallet capacity at Pier 82; and

**WHEREAS**, Penn Warehousing and Distribution, Inc. desires to fund a portion of the pallet project; and

**WHEREAS**, the Board of the Authority based upon the information provided by staff as set forth in Exhibit "A" and incorporated by reference authorizes the Authority to accept such funds.

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

1. That the Authority hereby authorizes its staff to accept funds for the pallet project consistent with the details 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 such arrangements.

The motion was made, seconded and approved. Resolution No. 2010-12 and Exhibit "A" on file with the Authority.

**#2010-13 Authorization to Enter into a Contract with TBA, B.V.  
for 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 staff of the Authority had determined that TBA (the "Contractor") has the requisite expertise and capacity to provide the services herein described; 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 contract with TBA to perform the services herein described.

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

1. That the Authority enter into a Contract with TBA, B.V. for the professional services described 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.

The motion was made, seconded and approved. Resolution No. 2010-13 and Exhibit "A" on file with the Authority.

Chairman Estey introduced Tom Corcoran and Joe Forkin of the Delaware River Waterfront Corporation (DRWC). Mr. Corcoran, President, gave a presentation to the Board

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Members on DRWC's plans for development. In addition, he responded to questions raised in relation to DRWC's development agenda and the significant role of maritime activity in the vitality of the waterfront. Mr. Corcoran assured the Board that moving forward, his organization will work closely with the PRPA so that its concerns will be incorporated into future waterfront development.

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

Respectfully Submitted,

Marian Simpson  
Secretary to the Board of Directors