

PHILADELPHIA REGIONAL PORT AUTHORITY

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

MARCH 17, 2010

Philadelphia Regional Port Authority Board Members Present:

Chairman John Estey, Boise Butler, Shawn Dougherty, Vahan Gureghian, James Roche, Rhonda Hill-Wilson, Herb Vederman (via telephone)

Philadelphia Regional Port Authority Staff Present:

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

Commonwealth of Pennsylvania:

Representative William Keller, Edward Hanlon, Herbert Packer, Alex Ficken, Kate McNamara

Others:

Michael Meehan, A.J. Marsico, Tim O'Neill, Ray Heinzelmann, Brian Witiu, Lou Carberry, Tim Wilschetz, Plyush Mishra, Barbara Kaposi

Chairman Estey called the Public Session to order and introduced and welcomed Captain James Roche, PRPA's newest Board Member. Chairman Estey then called an Executive Session.

The Public Session was reconvened and the first order of business was the approval of the minutes of the February 17, 2010 meeting. The motion was made, seconded and approved.

Resolutions:

**#2010-15 Authorization to Contract with Clough Harbour & Associates, LLP
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 Board of the Authority has determined to contract with Clough Harbour & Associates, LLP (CHA) (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 CHA 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 on a time and actual cost basis for a term of one (1) year.
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 #2010-15 and Exhibit “A” on file with the Authority.

#2010-16 Authorization to Contract with AECOM 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 Board of the Authority has determined to contract with AECOM (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 AECOM 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 on a time and actual cost basis for a term of one (1) year.
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. 2010-16 and Exhibit "A" on file with the Authority.

#2010-17 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 that 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, 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 forth in Exhibit "A".

NOW, THEREFORE, BE IT RESOLVED:

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

The motion was made, seconded and approved. Resolution No. 2010-17 and Exhibit "A" on file with the Authority.

#2010-18 Amendment of Lease and Operating Agreement with Philly RoRo Partners LLC for Pier 98 Annex, Whiskey yard and Savage Yard

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 Philly RoRo Partners LLC are parties to the Lease and Operating Agreement for Pier 98 Annex, Whiskey Yard and Savage Yard (the "Agreement"); and

WHEREAS, following negotiations with Philly RoRo Partners LLC staff recommends amending the Agreement to provide a \$0.30 non-military wheeled cargo fee for vehicles offloaded at Packer Avenue Marine Terminal and moved to Pier 98 Annex, Whiskey Yard or the Savage Yard for a period of the first forty-two (42) months from the operations commencement date under the lease; and

WHEREAS, the Board of the Authority has determined, on the basis of information provided to it, to approve amending the Agreement consistent with the terms set forth in this Resolution.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority amend the Agreement consistent with the terms as outlined above.
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 or other instruments as may be necessary to effectuate the purposes of this Resolution.

The motion was made, seconded and approved. Resolution No. 2010-18 on file with the Authority.

**#2010-19 Amendment of Lease and Operating Agreement with Astro Holdings, Inc.
For Packer Avenue Marine Terminal**

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, by way of Resolution No. 2009-35, the Board of the Authority authorized amending the Agreement to address the movement of non-military wheeled cargo through the terminal based upon certain terms and conditions; and

WHEREAS, following negotiations with Astro Holdings, Inc., staff is recommending modifying the terms and conditions as approved by way of Resolution No. 2009-35; 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 or other instruments as may be necessary to effectuate the purposes of this Resolution.

The motion was made, seconded and approved. Resolution No. 2010-19 and Exhibit "A" on file with the Authority.

Chairman Estey read a tribute to Captain John Cuff who served the Board with distinction for many years and was a friend and mentor to him. Captain Cuff was very helpful with the Delaware River dredging project. Mr. Estey signed the Resolution and thanked Captain Cuff in abstention.

Mr. McLaughlin presented an update on the earthquake's impact on Chilean fruit.

Chairman Estey reconvened an Executive Session. The Public Session was reconvened and Mr. Estey announced that the Board of Directors would have a conference call on Monday, March 22, 2010 to discuss House Bill 666. Mr. Estey thanked everyone for coming. With no further business to come before the board the meeting was adjourned.

Respectfully submitted,

Marian Simpson
Secretary to the Board