

PHILADELPHIA REGIONAL PORT AUTHORITY

Minutes of the Philadelphia Regional Port Authority Board of Directors Meeting

October 18, 2011

Philadelphia Regional Port Authority Board Members Present:

Chairman Charles G. Kopp, Boise Butler, Rina Cutler, Shawn Dougherty (via telephone), Vahan Gureghian, James Roche, James Shacklett, John Soroko, John Skoutelas, Rhonda Hill Wilson

Philadelphia Regional Port Authority Staff Present:

James T. McDermott, Jr., Robert Blackburn, Jack Dempsey, Gregory Iannarelli, Edward Henderson, Michael Scott, Donald Brennan, William McLaughlin, Donna Powell, Francis Kelly, Nicholas Walsh, James Walsh, Joseph Petruzzi, Joseph Menta, Marian Simpson

Commonwealth of Pennsylvania:

Steve Aichele, Herb Packer

Others:

Congressman Robert Borski, Michael Meehan, John Timmons, Corey Coleman, Lisa Kline, Bob Callegari

Chairman Kopp called the meeting to order and introduced two new board members, James Shacklett and John Soroko. He welcomed the new members and added that Mr. Shacklett and Mr. Soroko are leaders in the community and the members are happy to have them.

Chairman Kopp signed a Proclamation for Cliff Haines in appreciation for his fine work on behalf of the Authority.

Chairman Kopp then adjourned to an Executive Session. The Public Session was reconvened and the first order of business was the approval of the meeting minutes for September 21, 2011. The minutes were moved, seconded and approved.

RESOLUTIONS:

#2011-31 Authorization to Renew the Contract with W.D. Brown, P.E., Inc.

The motion was moved 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 the purposes; and

Philadelphia Regional Port Authority
Minutes of the Board Meeting
October 18, 2011
Page 2

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 determined in Resolution No. 2006-10 to contract with W. D. Brown, P.E., Inc. to provide on-call engineering services; and

WHEREAS, the Board of the Authority has determined to renew the contract with W. D. Brown, P.E., Inc. (the “Contractor”) to provide engineering services described in Exhibit “A” attached and incorporated herein by reference; and

WHEREAS, the staff of the Authority has determined that 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 for 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. 2011-31 and Exhibit “A” on file with the Authority.

#2011-32 Authorization to Renew the Contract with Hatch Mott MacDonald

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 the 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
October 18, 2011
Page 3

WHEREAS, the Board of the Authority determined in Resolution No. 2008-59 to contract with Hatch Mott MacDonald to provide on-call engineering services; and

WHEREAS, the Board of the Authority has determined to renew the contract with Hatch Mott MacDonald (the "Contractor") to provide engineering services described in Exhibit "A" attached and incorporated herein by reference; and

WHEREAS, the staff of the Authority has determined that 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 for 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. 2011-32 and Exhibit "A" on file with the Authority.

#2011-33 Dockage Harmonization Resolution

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 owns several parcels of land throughout the City of Philadelphia; and

Philadelphia Regional Port Authority
Minutes of the Board Meeting
October 18, 2011
Page 4

WHEREAS, the Authority leases several parcels to different terminal operators under separate lease agreements; and

WHEREAS, most of the leases provide for dockage payments to be made by the terminal operators to the Authority with such provisions being structured to compliment the structure of the dockage charges terminal operators collect pursuant to tariff; and

WHEREAS, the Authority was informed that the tariff language relating to charging of dockage fees was modified; and

WHEREAS, staff of the Authority has reviewed the modifications which are attached hereto as Exhibit "A" and incorporated by reference, and recommends the Authority amend the leases that have dockage charges to compliment the revised language of the tariff; and

WHEREAS, the Board of the Authority has determined, on the basis of information provided to it to authorize the Authority to authorize amendment of the leases that have dockage charges to compliment the revised language of the tariff.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority amend its leases that have dockage charges to compliment the revised language of the tariff.
2. The Executive Director of the Authority, with the advice of its Chief Counsel, is hereby authorized and directed to amend its leases that have dockage charges to compliment the revised language of the tariff 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. 2011-33 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 of Directors