

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

AUGUST 16, 2016

Philadelphia Regional Port Authority Board Members Present:

Chairman Gerard Sweeney, Rocky Bryan, Robert Clark, Yassmin Gramian, Ward Guilday, Anthony Mannino, Paul McNichol, Michael Pearson (telephone), John Skoutelas

Philadelphia Regional Port Authority Board Members Absent:

John Dougherty, Vahan Gureghian

Philadelphia Regional Port Authority Staff Present:

Jeffrey Theobald, Jack Dempsey, Edward Henderson, Gregory Iannarelli Denise Brumbaugh, Joseph Petruzzi, Nicholas Walsh

Commonwealth of Pennsylvania:

Elizabeth Bonini (telephone), Chelsea Guzowski, Obra Kernodle

Others:

Bob Callegari, Manny Citron, John Contrevo, Ray Heinzelmann, Lisa Kline, Sue Lee, Irene McNeil, Meenal Ravel, Tim Rimgelstein, Peter Winslow, Ben Zhang

Chairman Sweeney convened a Public Session.

Chairman Sweeney convened an Executive Session.

The next order of business was the approval of the Board Meeting minutes of the July 19, 2016. The minutes were moved, seconded and approved.

RESOLUTIONS:

**2016-14 AUTHORIZATION TO CONSENT TO WAREHOUSE IMPROVEMENTS
 AT 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 contract in furtherance of its purposes;

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 leases the Packer Avenue Marine Terminal to Astro Holdings, Inc.; and

WHEREAS, pursuant to the lease Astro can request to make improvements to the Packer Avenue Marine Terminal; and

WHEREAS, Astro has made requests to make improvements to the terminal as set forth in Exhibit "A" which is attached hereto and incorporated by reference; and

WHEREAS, the Board of the Authority has determined, on the basis of information provided to it, to authorize the Authority to consent to the improvements subject to the terms of the lease and operating agreement.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority is authorized to consent to the improvements subject to the terms of the lease and operating agreement.
2. The CEO and Executive Director of the Authority, with the advice of its Chief Counsel, is hereby authorized and directed to execute, acknowledge and deliver on behalf of the Authority any documents or other instruments as may be necessary to effectuate the purposes of this resolution.

The motion was made, seconded and approved. Resolution No. 2016-14 on file with the Authority.

2016-15 AUTHORIZATION TO ENTER INTO MEMORANDUM OF UNDERSTANDING WITH PANAMA CANAL AUTHORITY

WHEREAS, the Philadelphia Regional Port Authority (the "Authority") was established under 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 increase commerce, expand industrial and commercial activities of port related projects to promote economic growth within the Commonwealth of Pennsylvania; and

WHEREAS, the Board of the Authority on January 21, 2009 in Resolution No. 2009-01 determined that there exists a need to market beneficial trade lanes as part of the Authority's international marketing efforts; and

WHEREAS, the Board of the Authority on January 21, 2009 in Resolution No. 2009-01 authorized entering into a marketing initiative with the Panama Canal Authority to promote services between Asia and the Port of Philadelphia; and

WHEREAS, the Board of the Authority on June 21, 2011 extended the marketing initiative for an additional five years; and

WHEREAS, the Board of the Authority has determined on the basis of information provided by its staff (which information is attached hereto as Exhibit "A" and incorporated herein by reference) to renew our marketing initiative with the Panama Canal Authority.

NOW, THEREFORE, BE IT RESOLVED:

1. The CEO and Executive Director of the Authority, with the advice of its Chief Counsel, is hereby authorized and directed to execute, acknowledge and deliver on behalf of the Authority any documents or other instruments as may be necessary to effectuate the purposes of this resolution.

The motion was made, seconded and approved. Resolution No. 2016-15 on file with the Authority.

2016-16 AUTHORIZATION TO ENTER INTO SETTLEMENT AGREEMENT WITH VISUAL SOUND, INC.

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, the Authority sought to upgrade its large conference room audio visual capabilities; and

WHEREAS, the work was performed without the proper contracting mechanism in place; and

WHEREAS, Visual Sound performed the work at the direction of the Authority and invoiced the Authority in the amount of \$59,402.00; 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 the settlement of the outstanding invoiced amount.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority enter into a settlement with Visual Sound, Inc. with regard to invoiced amount as outlined in Exhibit "A".
2. The CEO and 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 motion was made, seconded and approved. Resolution No. 2016-16 and Exhibit "A" on file with the Authority.

2016-17 AUTHORIZATION TO EXECUTE ASSIGNMENT OF LEASE FOR SHANK'S PHILLY, LLC

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 leases a lunch stand at Piers 38-40 to Pescara Concepts, LLC; and

WHEREAS, by way of Resolution No. 2014-37, the Authority authorized the lease to be assigned to Shank's Philly LLC; and

WHEREAS, pursuant to Resolution No. 2014-37, the Authority executed a Lease Assignment, Amendment and Consent of Lessor dated December 15, 2014 whereby Pescara Concepts, LLC assigned their rights and interests to Shank's Philly LLC; and

WHEREAS, Shank's Philly LLC now desires to assign the lease Shank's on the River, Inc.; and

WHEREAS, the Board of the Authority has determined, on the basis of information provided to it to authorize the Authority to consent to the assignment the lease for the lunch stand at Pier 38-40 from Shank's Philly, LLC to Shank's on the River, Inc.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority is authorized to consent to the assignment the lease for the lunch stand at Pier 38-40 from Shank's Philly, LLC to Shank's on the River, Inc.
2. The CEO and Executive Director of the Authority, with the advice of its Chief Counsel, is hereby authorized and directed to issue a request for proposals for advertisement locations and negotiate the specific terms and conditions of any agreement for presentation to the Board of the Authority for authorization to execute said agreements.

The motion was made, seconded and approved. Resolution No. 2016-17 on file with the Authority.

**2016-18 AUTHORIZATION TO EXECUTE LANDLORD'S WAIVER
TIOGA 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 owns the Tioga Marine Terminal; and

WHEREAS, Delaware River Stevedores, Inc. ("DRS") is the tenant and operator of the terminal by way of lease and operating agreement; and

WHEREAS, by way of Resolution No. 2015-47, the Authority consented to DRS erecting a modular office building at the Tioga Marine Terminal; and

WHEREAS, DRS is contemplating taking a loan to fund the purchase and erection of the modular office building; and

WHEREAS, Bank is requesting PRPA enter into a Landlord's Waiver to allow the bank to have a security interest in the modular building during the term of its loan; and

WHEREAS, the Board of the Authority has determined, on the basis of information provided to it to authorize the Authority to entering into a Landlord's waiver to allow the bank to have a security interest in the modular building during the term of its loan.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority is authorized to enter into a Landlord's waiver to allow the bank to have a security interest in the modular building during the term of its loan.
2. The CEO and Executive Director of the Authority, with the advice of its Chief Counsel, is hereby authorized and directed to issue a request for proposals for advertisement locations and negotiate the specific terms and conditions of any agreement for presentation to the Board of the Authority for authorization to execute said agreements.

The motion was made, seconded and approved. Resolution No. 2016-18 on file with the Authority.

2016-19 AUTHORIZATION TO SUBMIT RAIL FREIGHT GRANT

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 apply for and accept grants for the purpose of advancing regional port facilities and port related projects to include furtherance of cooperative state efforts; and

WHEREAS, the Pennsylvania Department of Transportation administers a Rail Freight Grant Program ("Program"); and

WHEREAS, the staff of the Authority identified a port infrastructure project that would be eligible for grant funding under the Program as set forth in Exhibit "A" attached hereto and incorporated herein by reference; and

WHEREAS, the Board of the Authority based upon the information provided by staff authorizes the submission of a rail freight grant for the port infrastructure set forth in Exhibit "A".

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority hereby authorizes its staff to apply for grant funding through the Pennsylvania Department of Transportation Rail Freight Grant Program as set forth in Exhibit "A" in an estimated amount not to exceed \$1,000,000.00.
2. The CEO and 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 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. 2016-19 and Exhibit "A" on file with the Authority.

There being no further public business to come before the Board, the Public Session was adjourned.

Respectfully Submitted,



Denise M. Brumbaugh