

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

DECEMBER 20, 2016

Philadelphia Regional Port Authority Board Members Present:

Chairman Gerard Sweeney, Rocky Bryan, Robert Clark, John Dougherty, Yassmin Gramian, Ward Guilday, Anthony Mannino, Michael Pearson, John Skoutelas

Philadelphia Regional Port Authority Board Members Absent:

Vahan Gureghian, Paul McNichol

Philadelphia Regional Port Authority Staff Present:

Jeffrey Theobald, Jack Dempsey, Edward Henderson, Gregory Iannarelli, Denise Brumbaugh

Commonwealth of Pennsylvania:

Chelsea Guzowski, Obra Kernodle, Denise Soisson

Others:

Paul Breeman, Bob Callegari, Tara Chupka, Manny Citron, John Contrevo, John McCann, Kris Walski

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 November 22, 2016. The minutes were moved, seconded and approved.

RESOLUTIONS:

**2016-27 AUTHORIZATION TO ENTER INTO
ON-CALL MARKETING REPRESENTATIVES CONTRACT**

WHEREAS, the Philadelphia Regional Port Authority has been authorized, under Section 6 of the Act of July 10, 1989, P.L. 291, Sections 697.1 – 697.24 of the General Assembly of the Commonwealth of Pennsylvania (the “PRPA Act”) to make and enter into contracts with respect to port facilities, as such are defined in the PRPA Act, and generally in furtherance of its purposes as stated in the PRPA Act; 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 on the basis of information provided by its staff that there exists a need for international and domestic marketing representatives to provide effective marketing representatives to provide effective marketing of PRPA’s facilities in said international markets; and

WHEREAS, the Board of the Authority has determined to retain marketing representatives in regions designated by the Executive Director in the amount not to exceed \$220,000 per year for the next year.

NOW, THEREFORE BE IT RESOLVED:

1. That the Executive Director and CEO of the Authority, with the advice of Chief Counsel, is hereby authorized and directed to negotiate the specific terms and conditions of the agreement by which the services shall be provided as noted above, and the Executive Director and CEO 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 agreements.

The motion was made, seconded and approved. Resolution No. 2016-27 on file with the Authority.

**2016-28 AUTHORIZATION TO ENTER INTO ON-CALL SERVICES
CONTRACT WITH BORSKI ASSOCIATES, 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(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 secure the services of Borski Associates to represent the Authority on matters relating to federal appropriations in the areas of transportation, infrastructure and homeland security; and

WHEREAS, the staff of the Authority has determined that Borski 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 Borski Associates 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 agreement shall provide for total payments to Borski Associates, inclusive of all expenses for which Borski Associates 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 \$10,000.00 per month from January 1, 2017 through December 31, 2017.

The motion was made, seconded and approved. Resolution No. 2016-28 on file with the Authority.

**2016-29 AUTHORIZATION TO IMPLEMENT PRPA
VOLUNTARY SEPARATION INCENTIVE PROGRAM**

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 appoint officers, agents and employees and to prescribe their duties and fix their compensation as well as to make and enter into contracts in furtherance of its purposes; and

WHEREAS, in order to work within the projected funding levels, staff has evaluated several methods to achieve a balanced budget; and

WHEREAS, one tool identified by staff is to offer an incentive to employees to separate employment with the authority to reduce overall personnel budget costs;

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 the establishment of the PRPA Voluntary Separation Incentive Program.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority establishes the PRPA Voluntary Separation Incentive Program. The incentive program shall expire January 21, 2017.
2. The Executive Director and CEO 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 and CEO 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. 2016-29 on file with the Authority.

**2016-30 AUTHORIZATION TO ENTER INTO LICENSE AGREEMENT
TO PLACE PUMP AT MARSHALL ISLAND**

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)(5) of the PRPA Act provides that the Authority may acquire, by gift or otherwise, purchase, hold, receive, lease, sublease and use any franchise, license, property, real, personal or mixed, tangible or intangible, or any interest therein, necessary or desirable for carrying out the purposes of the Authority; 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 a parcel of land in Tinicum Township, Bucks County, commonly known as Marshall Island; and

WHEREAS, the Department of Conservation and Natural Resources is seeking to place a backup watering pump at Marshall Island to for the Delaware Canal adjacent to PRPA's property;
and

WHEREAS, the Board of the Authority has determined, on the basis of information provided to it to authorize the Authority to enter into a license agreement to allow the backup watering pump to be installed.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority is authorized to enter into a license agreement with for the placement of a backup watering pump to service the Delaware Canal adjacent to Marshall Island.
2. The Executive Director of the Authority, with the advice of its Chief Counsel, is hereby authorized and directed to take all steps necessary to issue and conduct of a Request for Qualifications process for the Design, Building, Financing, Operation and Maintenance of the Southport Marine Terminal Complex.

The motion was made, seconded and approved. Resolution No. 2016-30 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