

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

**JULY 19, 2016**

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

Chairman Gerard Sweeney, Rocky Bryan, Robert Clark, John Dougherty, Ward Guilday, Anthony Mannino, John Skoutelas

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

Yassmin Gramian, Vahan Gureghian, Paul McNichol, Michael Pearson

**Philadelphia Regional Port Authority Staff Present:**

Jack Dempsey, Edward Henderson, Gregory Iannarelli, Kate Bailey, Denise Brumbaugh, Lisa Magee, Joseph Petruzzi, Amanda Prinski, James Walsh, Nicholas Walsh

**Commonwealth of Pennsylvania:**

Elizabeth Bonini, Jennie Granger, Chelsea Guzowski, Obra Kernodle

**Others:**

Todd Brauer, Paul Breeman, Robert Callegari, Keith Chase, Tara Chupka, Manny Citron, Edwin Esposito, Jennifer Gray, Jeff Hans, Raymond Heinzelmann, Lisa Kline, Sue Lee, Tom Munlyn, Meenal Ravel, Cristina Jorge Schwarz, Matt Stevens, Angela Vogel, Wade White, David Wilcotts, 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 June 21, 2016. The minutes were moved, seconded and approved.

Mr. Dougherty asked to be on the record for requesting a policy be implemented for public speaking during Public Session as well as a weapons policy.

**RESOLUTIONS:**

**2016-11      AUTHORIZATION TO SIGN PENNDOT GRANT AGREEMENT**

**WHEREAS**, by way of Resolution No. 2014-24, the Board of the Authority authorized the submission of a rail freight assistance grant for upgrades at Pier 78 and Pier 38/40;

**WHEREAS**, the Authority was awarded the grant and PennDOT is preparing the agreement for execution; and

**WHEREAS**, the Board of the Authority authorizes staff to enter into the grant agreement.

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

1. That the Board authorizes entering into the Rail Freight Assistance Grant.
2. The Deputy 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. 2016-11 on file with the Authority.

**2016-12 AUTHORIZATION TO SUBMIT REQUEST TO FOREIGN TRADE ZONE BOARD**

**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 Authority is the Grantee of Foreign-Trade Zone 35 (“FTZ No. 35”); and

**WHEREAS**, Merck is the operator of Subzone No. 35B consisting of 397 acres and desires to submit a request to reduce the acreage of the subzone by 43.5 acres; and

**WHEREAS**, the Authority as Grantee of FTZ No. 35 must submit an application to the Foreign-Trade Zones Board for any such action; 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 submit an application to the Foreign-Trade Zones Board for a modification to FTZ No. 35B.

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

1. The Deputy Executive Director of the Authority, with the advice of its Chief Counsel, is hereby authorized and directed to submit an application to the Foreign-Trade Zones Board for a modification to FTZ No. 35.
2. The Deputy 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 with Robert Clark abstaining from voting on the Resolution. Resolution No. 2016-12 and Exhibit "A" on file with the Authority.

**2016-13 APPOINTMENT OF EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER**

**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**, Section 697.5 of the PRPA Act provides that the Board of the Authority shall, upon the approval of a qualified majority, delegate to the Executive Director such powers of the board as the board shall deem necessary to carry out the purposes of the authority, subject in every case to the supervision and control of the board; and

**WHEREAS**, Section 697.5 of the PRPA Act provides that the board the ability to establish officers and their compensation and duties; and

**WHEREAS**, the Authority conducted a national search for an individual to serve as the Executive Director & Chief Executive Officer of the Authority; and

**WHEREAS**, the Board of the Authority identified Jeffrey Theobald to serve as the Executive Director & Chief Executive Officer; and

**WHEREAS**, the Board of the Authority and Jeffrey Theobald developed a compensation package as set forth in Exhibit "A" attached hereto and incorporated herein by reference; and

**WHEREAS**, the Board of the Authority desires to appoint Jeffrey Theobald as Executive Director and Chief Executive Officer of the Authority at the compensation set forth in Exhibit A; and

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

1. Jeffrey Theobald is hereby appointed as Executive Director and Chief Executive Officer of the Authority pursuant to the compensation package outlined in Exhibit "A".
2. The Executive Director and Chief Executive Officer of the Authority serves at the direction, supervision and control of the Board of the Authority.

The motion was made, seconded and approved. Resolution No. 2016-13 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