

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

NOVEMBER 22, 2016

Philadelphia Regional Port Authority Board Members Present:

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

Philadelphia Regional Port Authority Board Members Absent:

Vahan Gureghian

Philadelphia Regional Port Authority Staff Present:

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

Commonwealth of Pennsylvania:

Elizabeth Bonini, Chelsea Guzowski, Obra Kernodle

Others:

Sheree Arnold, Tim Borek, Paul Breeman, Boise Butler, Bob Callegari, Tara Chupka, Manny Citron, John Contrevo, John Cook, Johanna Cordon Hill, F. Elling, Chris Evans, Tom Gannon, Jack Graver, Joey H.D., Raymond Heinzelmann, Tom Holt, Christian Holt, Lynne Iser, Lisa Kline, Erin Kramer, M. Liebly, Linda Loyd, Jean Macfrin, John McCann, Rodney Platt, Mike Ragard, Susan Reardon, Samuel Rubin, Anthony Sessa, Matt Taylor, Madeline Tubbing, Heath Vezza, Angela Vogel, David Wilcots, Peter Winslow, Brian Witiw

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 October 18, 2016. The minutes were moved, seconded and approved.

RESOLUTIONS:

2016-23 AUTHORIZATION TO ACCEPT PORT DEVELOPMENT PLAN

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, 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 No. 2008-30, the Board of the Authority adopted its Capital Budget Policy requiring all changes to the Port Improvement Plan be submitted to the Board for review and approval; and

WHEREAS, by way of Resolution No. 2015-32, the Board of the Authority authorized the issuance of the Southport Marine Terminal Complex Solicitation; and

WHEREAS, as a result of several factors occurring throughout the course of the process, the proposed Port Development Plan attached as Exhibit "A" and incorporated by reference, was generated; and

WHEREAS, staff seeks to amend the Port Improvement Plan to add the projects identified in Exhibit "A"; and

WHEREAS, staff negotiated terms and conditions with Delaware River Stevedores, Inc., Astro Holdings, Inc., and DVR Philly, LLC for the lease and operation of the terminals where improvements set forth in the proposed Port Development Plan will occur; and

WHEREAS, staff seeks approval to enter into agreements with Delaware River Stevedores, Inc., Astro Holdings, Inc., and DVR Philly, LLC in furtherance of the Port Development Plan consistent with the terms and conditions as set forth in the proposed Port Development Plan; and

WHEREAS, staff recommends suspension of the Southport Marine Terminal Solicitation Complex Solicitation.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority adopt the Port Development Plan as set forth in Exhibit "A" and the 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 enter into the agreements under the terms as negotiated with Delaware River Stevedores, Inc., Astro Holdings, Inc., and DVR Philly, LLC.
3. 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 other agreement necessary to effectuate the purposes of this Resolution, including, but not limited to, the establishment of rates, resolution of disputes and any land acquisition necessary.

The motion was made, seconded and approved. Resolution No. 2016-23 on file with the Authority.

2016-24 AUTHORIZATION TO CONSENT TO REEFER PLUG 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 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. 2016-24 on file with the Authority.

2016-25 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, by way of Resolution 2016-09, the board of the Authority authorized the submission of an application to the Foreign-Trade Zones Board to establish a general purpose Foreign-Trade Zone on behalf of Estée Lauder Companies; and

WHEREAS, since June, Estée Lauder Companies has requested additional acreage to be designated as part of the general purpose zone than original sought in June; 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. 35.

NOW, THEREFORE, BE IT RESOLVED:

1. The 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 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. 2016-25 on file with the Authority.

2016-26 AUTHORIZATION TO SUBMIT FASTLANE GRANT APPLICATION

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 Fastlane 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 Fastlane 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 Fastlane Grant as set forth in Exhibit "A" in an amount not to exceed \$_____.
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 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. 2016-26 on file with the Authority. Ms. Gramian requested a review and approval of this grant application.

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

Respectfully Submitted,



Denise M. Brumbaugh