



MINUTES OF THE BOARD OF DIRECTORS MEETING

MAY 15, 2018

PhilaPort Board Members Present:

Chairman Gerard Sweeney, Rocky Bryan, Yassmin Gramian, Ward Guilday, Anthony Mannino, Michael Pearson, James Shacklett

PhilaPort Board Members Absent:

Robert Clark, John Dougherty, Paul McNichol, John Skoutelas,

PhilaPort Staff Present:

Jeffrey Theobald, Edward Henderson, Gregory Iannarelli, James Walsh, Denise Brumbaugh

Commonwealth of Pennsylvania:

Chelsea Guzowski, Denise Soisson

Others:

Paul Breeman, Manny Citron, John Contrevo, Michael Mullen

Chairman Sweeney convened an Executive Session.

Chairman Sweeney convened a Public Session.

The next order of business was the approval of the Board Meeting minutes of April 17, 2018. The minutes were moved, seconded and approved.

RESOLUTIONS:

2018-06 AUTHORIZATION TO ENTER INTO AN AGREEMENT WITH NOAA FOR THE PORTS PROGRAM WITH SOUTH JERSEY PORT CORPORATION AND THE DIAMOND STATE PORT CORPORATION

WHEREAS, the Philadelphia Regional Port Authority (“PhilaPort”) has been authorized, under Section 8 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”) (8) To make, enter into and award contracts with any person, association, partnership or corporation for the development, design, financing, construction, improvement, maintenance, operation, management, furnishing, fixturing, equipping and repair of port facilities and port-related projects, or parts thereof; and

WHEREAS, the National Oceanic and Atmospheric Administration’s (NOAA) National Ocean Service (NOS) enacted the Delaware River and Bay Physical Oceanographic Real-Time System (Delaware PORTS[®]) in order to collect and disseminate oceanographic data in the Delaware River and Bay areas. In order for Delaware PORTS[®] to properly function, funding must

exist to provide for enhancements, management, operations, maintenance, and repairs (“Project”); and

WHEREAS, PhilaPort has provided funding to NOAA to support this project for several years; and

WHEREAS, the South Jersey Port Corporation, and the Diamond State Port Corporation desire to contribute to the funding of this Project as well as PhilaPort; and

WHEREAS, the Board of PhilaPort, based upon the information provided by staff (which information is attached hereto as Exhibit “A” and incorporated herein by reference), authorizes PhilaPort to accept funding from South Jersey Port Corporation, and the Diamond State Port Corporation for the Project and to enter into an agreement with NOAA to fund a portion of the Project.

NOW, THEREFORE, BE IT RESOLVED:

1. That PhilaPort hereby authorizes its staff to accept funding from South Jersey Port Corporation, and the Diamond State Port Corporation for the Project and to enter into an agreement with NOAA to fund a portion of the Project.
2. The Executive Director and CEO of PhilaPort, 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 and CEO is hereby authorized and directed to execute, acknowledge and deliver on behalf of PhilaPort any agreements, documents or other instruments as may be necessary to effectuate such arrangements.

The motion was made, seconded and approved. Resolution No. 2018-06 on file with the Authority.

2018-07 AUTHORIZATION TO ENTER INTO PURCHASE CARD AGREEMENT

WHEREAS, the Philadelphia Regional Port Authority (“PhilaPort”) 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 (b)(12) of the PRPA Act provides PhilaPort to make, and execute contracts and other instruments necessary or convenient for the conduct of its business and the exercise of the powers of PhilaPort; and

WHEREAS, PhilaPort desires to upgrade its purchasing card program; and

WHEREAS, staff of PhilaPort identified Wells Fargo Bank, National Association (“Wells Fargo”) as having a favorable commercial credit card that suits the needs of PhilaPort; and

WHEREAS, the Board of PhilaPort has determined, on the basis of information provided to it (which information is attached hereto as Exhibit "A" and incorporated herein by reference), to authorize PhilaPort to utilize the credit card program offered by Wells Fargo.

NOW, THEREFORE, BE IT RESOLVED:

1. That PhilaPort is authorized to utilize to utilize the credit card program offered by Wells Fargo.
2. The Executive Director and CEO of PhilaPort, with the advice of its Chief Counsel, is hereby authorized and directed to negotiate the specific terms and conditions of any agreements necessary, and the Executive Director and CEO is hereby authorized and directed to execute, acknowledge and deliver on behalf of PhilaPort 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. 2018-07 on file with the Authority.

2018-08 AUTHORIZATION TO AMEND THE CONTRACT WITH GAHAGAN & BRYANT ASSOCIATES, INC.

WHEREAS, the Philadelphia Regional Port Authority ("PhilaPort") 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 PhilaPort 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 PhilaPort to execute contracts in furtherance of its purposes; and

WHEREAS, PhilaPort and Gahagan & Bryant Associates are parties to a Contract; and

WHEREAS, staff recommends amending the Contract with Gahagan & Bryant Associates; and

WHEREAS, the Board of PhilaPort has determined, on the basis of information provided to it, and the information attached as Exhibit "A" to approve amending the Contract consistent with the terms set forth in Exhibit "A".

NOW, THEREFORE, BE IT RESOLVED:

1. That PhilaPort Amend the Contract consistent with the terms as outlined in Exhibit "A".

2. The Executive Director and CEO of PhilaPort, with the advice of its Chief Counsel, is hereby authorized and directed to negotiate the specific terms and conditions of the amendment, and the Executive Director and CEO is hereby authorized and directed to execute, acknowledge and deliver on behalf of PhilaPort 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. 2018-08 on file with the Authority. Mr. Clark abstained from voting on the Resolution.

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

Respectfully Submitted,



Denise M. Brumbaugh