



MINUTES OF THE BOARD OF DIRECTORS MEETING

NOVEMBER 20, 2018

PhilaPort Board Members Present:

Chairman Gerard Sweeney, Rocky Bryan, Robert Clark, Ward Guilday, Anthony Mannino, Michael Pearson, James Shacklett, John Skoutelas

PhilaPort Board Members Absent:

John Dougherty, Yassmin Gramian, Paul McNichol

PhilaPort Staff Present:

Jeffrey Theobald, Edward Henderson, James Walsh, Lisa Magee, Sean Mahoney, Denise Brumbaugh

Commonwealth of Pennsylvania:

Elizabeth Bonini, Chelsea Guzowski, Nedia Ralston

Others:

Paul Breeman, Boise Butler, Robert Callegari, Tara Chupka, John Contrevo, John Cook, Marissa Moylan, Michael Mullen, Peter Winslow

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 October 16, 2018. The minutes were moved, seconded and approved.

RESOLUTIONS:

2018-16 AUTHORIZATION TO SUBMIT FY19 CAPITAL FUNDING REQUEST

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(a) of the PRPA Act provides that PhilaPort 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 or lessee or sublessor or sublessee, and owning port facilities, port related projects, or parts thereof, and equipment within the port district; and

WHEREAS, the Board of PhilaPort has determined on the basis of information provided by its staff to adopt the current year capital budget plan consistent with the information set forth in Exhibit "A" attached hereto and incorporated by reference.

NOW, THEREFORE, BE IT RESOLVED:

1. PhilaPort submits the current year capital budget plan consistent with the information set forth in Exhibit "A".
2. The Executive Director and CEO of PhilaPort, with the advice of its Chief Counsel, is hereby authorized and directed to execute, acknowledge and deliver on behalf of PhilaPort 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. 2018-16 on file with the Authority.

2018-17 AUTHORIZATION TO APPOINT ACTING CHIEF GENERAL COUNSEL

WHEREAS, the Philadelphia Regional Port Authority ("PhilaPort") is deemed to be an independent agency for the purposes of and within the meaning of the act of October 15, 1980 (P.L. 950, No. 164), known as the Commonwealth Attorneys Act; and

WHEREAS, PhilaPort is in the process of seeking candidates for the position of Chief Counsel; and

WHEREAS, PhilaPort desires to appoint an Acting Chief General Counsel to perform the necessary representation in the interim; and

WHEREAS, PhilaPort, based upon the recommendation of staff, has identified Saul Ewing Arnstein & Lehr LLP to fulfill the functions of Acting Chief General Counsel until such time as a full-time Chief Counsel is employed by PhilaPort; and

WHEREAS, the Acting Chief General Counsel will be an independent contractor pursuant to a valid agreement with the law firm that employs them.

NOW, THEREFORE, BE IT RESOLVED:

1. That Saul Ewing Arnstein & Lehr LLP is designated as Acting Chief General Counsel of PhilaPort until such time as a full-time Chief Counsel is employed by PhilaPort.
2. The Executive Director and CEO of PhilaPort is hereby authorized to amend the existing legal services agreement with Saul Ewing Arnstein & Lehr LLP to provide legal services as Acting Chief General Counsel 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. 2018-16 on file with the Authority. Mr. Pearson requested that Resolution 2018-P1 (2018-16) be renamed to "Authorization to Appoint Acting Chief General Counsel" and content changed to "Acting Chief General Counsel."

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

Respectfully Submitted,

A handwritten signature in blue ink that reads "Denise M. Brumbaugh". The signature is written in a cursive, flowing style.

Denise M. Brumbaugh