



MINUTES OF THE BOARD OF DIRECTORS MEETING

APRIL 16, 2019

PhilaPort Board Members Present:

Chairman Gerard Sweeney, Rocky Bryan, Robert Clark, Yassmin Gramian, Jonathan Kemmerley, Paul McNichol, Michael Pearson

PhilaPort Board Members Absent:

John Dougherty, Anthony Mannino, James Shacklett, John Skoutelas

PhilaPort Staff Present:

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

Commonwealth of Pennsylvania:

Chelsea Guzowski, Denise Soisson

Others:

Paul Breeman, Boise Butler, John Contrevo, David Cook, Raymond Heinzelmann, Martin Mascuilli, David Saunders, 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 March 19, 2019. The minutes were moved, seconded and approved.

RESOLUTIONS:

2019-03 AUTHORIZATION TO AMEND THE DEVELOPMENT, LEASE AND OPERATING AGREEMENT WITH DVR PHILLY, LLC

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, 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 DVR Philly, LLC entered into and are parties to a certain written Development, Lease and Operating Agreement dated December 19, 2016, (“Master Lease”); and

WHEREAS, DVR Philly, LLC, pursuant to the Master Lease, thereafter entered into a certain sublease agreement with Glovis; and

WHEREAS, as a result of several factors encountered, Exhibit “A” was generated, is attached hereto, made a part hereof and is incorporated herein by reference; and

WHEREAS, staff seeks approval to discuss and/or negotiate certain proposed terms with DVR Philly, LLC in furtherance of PhilaPort’s mission and as set forth in Exhibit “A”, and

WHEREAS, staff request approval to enter into an agreement amending the Development, Lease and Operating Agreement (“Master Lease”) with DVR Philly, LLC, consistent with the terms set forth in Exhibit “A”; 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 approve the process outlined in Exhibit “A” and further to permit a proposed amendment to the Development, Lease and Operating Agreement consistent with and in accordance with the terms set forth on Exhibit “A”.

NOW, THEREFORE, BE IT RESOLVED:

1. That PhilaPort adopts Exhibit “A” attached hereto and made a part hereof.
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 agreement necessary to effectuate the purposes of this Resolution and 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. 2019-03 on file with the Authority.

**2019-04 AUTHORIZATION TO ENTER INTO CONTRACT WITH
DISTRICT COUNCIL 33 – LOCAL 1510**

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 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, 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 entering into an agreement with Local 1510, District Council 33, AFSCME, AFL-CIO.

NOW, THEREFORE, BE IT RESOLVED:

1. That PhilaPort enter into an agreement with Local 1510, District Council 33 AFSCME, AFL-CIO as described in Exhibit “A”.
2. That 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 agreement, and the Executive Director and CEO is hereby authorized and directed to execute, acknowledge and deliver on behalf of the PhilaPort any agreements, documents of other instruments as may be necessary to effectuate the purposes of such agreement.

The motion was made, seconded and approved. Resolution No. 2019-04 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