



MINUTES OF THE BOARD OF DIRECTORS MEETING

DECEMBER 12, 2017

PhilaPort Board Members Present:

Chairman Gerard Sweeney, Robert Clark, Yassmin Gramian, Ward Guilday, Anthony Mannino, Paul McNichol, Michael Pearson,

PhilaPort Board Members Absent:

Rocky Bryan, John Dougherty, James Shacklett, John Skoutelas

PhilaPort Staff Present:

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

Commonwealth of Pennsylvania:

Chelsea Guzowski, Nedia Ralston, Denise Soisson

Others:

Paul Breeman, Manny Citron, Anthony DeVincenzo, Brian Diehl, Raymond Heinzelmann, Leslie Hudson, Lisa Kline, Jim Methven, Robert Paull, Jim Thomas

Chairman Sweeney convened an Executive Session.

Chairman Sweeney convened a Public Session.

Chairman Sweeney requested that at the next board meeting a full report on safety issues and signage for the deteriorated facilities be given to the Board.

The next order of business was the approval of the Board Meeting minutes of September 19, 2017 and October 17, 2017. The minutes were moved, seconded and approved.

RESOLUTIONS:

2017-19 AUTHORIZATION TO ENTER INTO ON-CALL MARKETING REPRESENTATIVES CONTRACT

WHEREAS, the Philadelphia Regional Port Authority (“PhilaPort”) has been authorized, under Section 6 of the Act of July 10, 1989, P.L. 291, Sections 697.1 – 697.24 of the General Assembly of the Commonwealth of Pennsylvania (the “PRPA Act”) to make and enter into contracts with respect to port facilities, as such are defined in the PRPA Act, and generally in furtherance of its purposes as stated in the PRPA Act; and

WHEREAS, Section 11(d) of the PRPA Act sets out procedures whereby such contracts may be awarded for professional services in furtherance of the powers and duties of PhilaPort without competitive bidding; and

WHEREAS, the Board of PhilaPort has determined on the basis of information provided by its staff that there exists a need for international and domestic marketing representatives to provide effective marketing of PhilaPort's facilities in said international markets; and

WHEREAS, the Board of PhilaPort has determined that an annual budget for the next two (2) years to retain marketing representatives in said regions is not to exceed \$212,580.00 per year (being the total amount of all contracts with projected services added therein) as shown in Exhibit "A".

NOW, THEREFORE BE IT RESOLVED:

1. That PhilaPort hereby authorizes its staff to enter into agreements necessary to retain marketing representatives for the next two years in an amount not to exceed \$212,580.00 per year.
2. That the Executive Director and CEO of PhilaPort, with the advice of Chief Counsel, is hereby authorized and directed to negotiate the specific terms and conditions of the agreement by which the services shall be provided as noted above, 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 agreements.

The motion was made, seconded and approved. Resolution No. 2017-19 on file with the Authority.

**2017-20 AUTHORIZATION TO ENTER INTO ON-CALL SERVICES
CONTRACT WITH BORSKI ASSOCIATES, 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 11(d) of the PRPA Act sets out procedures whereby such contracts may be awarded for professional services in furtherance of the powers and duties of PhilaPort without competitive bidding; and

WHEREAS, the Board of PhilaPort has determined to secure the services of Borski Associates, LLC to represent PhilaPort on matters relating to federal appropriations in the areas of transportation, infrastructure and homeland security; and

WHEREAS, the staff of PhilaPort has determined that Borski Associates, LLC has the requisite expertise and capacity to provide the services herein described.

NOW, THEREFORE, BE IT RESOLVED:

1. That PhilaPort enter into an agreement with Borski Associates, LLC to perform the services described in Exhibit "A", inclusive of all such services, supplies and materials as may be necessary or desirable with respect thereto, but in any event such agreement shall provide for total payments to Borski Associates, LLC, inclusive of all expenses for which Borski Associates, LLC is to be reimbursed by PhilaPort, to be not greater than the amounts described in Exhibit "A" on a month-to-month basis not to exceed \$10,000.00 per month from January 1, 2018 through December 31, 2018.
2. That the Executive Director and CEO of PhilaPort, with the advice of Chief Counsel, is hereby authorized and directed to negotiate the specific terms and conditions of the agreement by which the services shall be provided as noted above, 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 agreements.

The motion was made, seconded and approved. Resolution No. 2017-20 on file with the Authority.

**2017-21 AUTHORIZATION TO ENTER INTO GRANT AGREEMENT
WITH CONRAIL**

WHEREAS, the Philadelphia Regional Port Authority ("PhilaPort") has been established authorized, under Section 2 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") as one of its purposes to maintain existing businesses and attracting new business while stimulating international trade and promoting industrial development within this Commonwealth; and

WHEREAS, by way of Resolution 2017-10, the Board of PhilaPort authorized staff to enter into a grant agreement with Consolidated Rail Corporation ("Conrail") for track improvements at and to the Port Richmond Yard; and

WHEREAS, Conrail has requested a change in scope of the grant as more fully set forth in Exhibit "A" attached hereto and incorporated by reference; and

WHEREAS, staff has reviewed the change of scope and concurs that it will be an improvement above and beyond what was originally contemplated; and

WHEREAS, the change in scope is cost neutral; and

WHEREAS, the Board of PhilaPort based upon the information provided by staff as set forth in Exhibit "A" authorizes PhilaPort to seek reprogramming of the current funding from the Commonwealth to fund the change in scope and, subject to the change in funding, enter into a grant agreement with Conrail, subject to approval of funding from the Commonwealth, amend the grant between PhilaPort and Conrail with the change in scope.

NOW, THEREFORE, BE IT RESOLVED:

1. That PhilaPort hereby authorizes its staff to seek reprogramming of the current funding from the Commonwealth to fund the change in scope and, subject to the change in funding, enter into a grant agreement with Conrail, subject to approval of funding from the Commonwealth, amend the grant between PhilaPort and Conrail with the change in scope.
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. 2017-21 on file with the Authority.

**2017-22 AUTHORIZATION TO ENTER INTO GRANT AGREEMENT
WITH PILOTS ASSOCIATION FOR THE BAY & RIVER DELAWARE**

WHEREAS, the Philadelphia Regional Port Authority ("PhilaPort") has been established authorized, under Section 2 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") as one of its purposes to maintain existing businesses and attracting new business while stimulating international trade and promoting industrial development within this Commonwealth; and

WHEREAS, the Pilots Association for the Bay & River Delaware ("Pilots Association") are a vital stakeholder to the success of the Port of Philadelphia; and

WHEREAS, the Pilots Association seeks to engage the Maritime Institute of Technology and Graduate Studies to perform computer simulated training of the Delaware River to providing training to the Pilots in handling larger container vessels that are expected to call the Port of Philadelphia in the near term; and

WHEREAS, PhilaPort desires to support the participation by the Pilots in the simulation; and

WHEREAS, the Board of PhilaPort based upon the information provided by staff as set forth in Exhibit "A" attached hereto and incorporated by reference authorizes PhilaPort to enter

into a grant agreement with the Pilots Association, subject to funding from the Commonwealth, in an amount not to exceed \$87,748.00 for computer simulated training of the Delaware River into the Port of Philadelphia.

NOW, THEREFORE, BE IT RESOLVED:

1. That PhilaPort hereby authorizes its staff to enter into a grant agreement with the Pilots Association, subject to funding from the Commonwealth, in an amount not to exceed \$87,748.00 for computer simulated training of the Delaware River into the Port of Philadelphia.
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. 2017-22 on file with the Authority. Mr. Guilday abstained from voting on the Resolution.

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

Respectfully Submitted,

A handwritten signature in black ink, reading "Denise M. Brumbaugh". The signature is written in a cursive, flowing style.

Denise M. Brumbaugh