



MINUTES OF THE BOARD OF DIRECTORS MEETING

NOVEMBER 17, 2020

CONFERENCE CALL ONLY

PhilaPort Board Members Present:

Chairman Gerard Sweeney, Yesenia Bane, Rocky Bryan, Robert Clark, David Cuff, Anthony Mannino, James Shacklett, John Skoutelas, Leigh Whitaker

PhilaPort Board Members Absent:

Richard Lazer, Paul McNichol

PhilaPort Staff Present:

Jeffrey Theobald, Edward Henderson, Colette Pete, James Walsh, Kate Bailey, Lisa Magee, Sean Mahoney, Joseph Petruzzi, Ayanna Williams, Denise Brumbaugh

Commonwealth of Pennsylvania:

Nedia Ralston, Denise Soisson

Others:

Peter Winslow

Chairman Sweeney convened a Public Session.

The next order of business was the approval of the Board Meeting Minutes of October 20, 2020. The minutes were moved, seconded and approved.

Chairman Sweeney convened an Executive Session.

RESOLUTIONS:

2020-11 AUTHORIZATION TO ENTER INTO ASSIGNMENT OF LEASE FOR PIER 82 AND SUBSEQUENT TRANSFER AND ACQUISITION OF ASSIGNED INTEREST

WHEREAS, the Philadelphia Regional Port Authority (hereinafter referred to as the “Authority” or “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 11c of the PRPA Act provides that the Authority is granted authorization to 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 presently leases Pier 82 to Penn Warehousing and Distribution (“PWD”); and

WHEREAS, Penn Warehousing and Distribution seeks PhilaPort’s consent and approval to assign the PWD lease for Pier 82 to an affiliated PWD company, namely, Horizon Stevedoring Inc.; and

WHEREAS, Penn Warehousing and Distribution further seeks PhilaPort’s consent and approval for Horizon Stevedoring Inc.’s leasehold interests to subsequently be transferred, acquired and/or purchased by an affiliated company of the operator of the Packer Avenue Marine Terminal (“PAMT”); and

WHEREAS, Section 9.1 of the Pier 82 lease requires that the lessor [PhilaPort] must issue its prior written consent in order for the lessee to assign or transfer the lease/leasehold interests; and

WHEREAS, based upon discussions, information and representations made to date and provided by the respective parties, the proposed use for the facility resulting from the proposed transaction is consistent with the lease provisions as well as authority granted to PhilaPort to negotiate and execute contracts to manage and operate port facilities; and

WHEREAS, Penn Warehousing and Distribution and Horizon Stevedoring Inc. are affiliated companies of Penn City Investments (“PCI”); PCI is the lessee of Pier 80, Pier 74 and Pier 78 Annex warehouses; and

WHEREAS, it is anticipated that the proposed transaction(s) will result in economic growth for PhilaPort consistent with its mission and is in the best interest of the Commonwealth; and

WHEREAS, the Board of the Authority has determined, based upon information to be provided to it, that Staff further engage in discussions and the review of transactional documents and related matters and, if warranted, issue consent and approval for the lease assignment and subsequent transaction (s) as outlined above.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Authority, contingent upon further information received, reviewed and analyzed is authorized to consent to the assignment of the Pier 82 lease from Penn Warehousing and Distribution to Horizon Stevedoring, Inc. and to further consent or approve the subsequent transfer, acquisition and/or sale of Horizon Stevedoring to an affiliate of the operator of the Packer Avenue Marine Terminal (“PAMT”) which shall utilize the facility consistent with the uses identified in the lease and authorized under the PRPA Act.
2. The Executive Director of the Authority, with the advice of its Chief Counsel, is hereby authorized to provide consent of the assignment and to approve the subsequent transfer, acquisition or purchase.

The motion was made, seconded and approved. Resolution No. 2020-11 on file with the Authority.

2020-12 AUTHORIZATION TO ENTER INTO SETTLEMENT AGREEMENTS

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, the Contracting Policies and Leasing Policy of PhilaPort grants and authorizes staff with certain settlement authority; and

WHEREAS, staff identified five (5) matters described in Exhibit "A" attached hereto and incorporated by reference that require Board authorization to settle; and

WHEREAS, the Board of PhilaPort, based upon the information presented to it has determined to authorize execution of settlement agreements for the matters set forth in Exhibit "A" with the entities and the amounts as stated.

NOW, THEREFORE, BE IT RESOLVED:

1. That PhilaPort enter into settlement agreements for the services and goods provided by vendors identified in Exhibit "A" at the amounts set forth therein.
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 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 arrangements.

The motion was made, seconded and approved. Resolution No. 2020-12 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

Denise M. Brumbaugh