

PHILAPORT

MINUTES OF THE BOARD OF DIRECTORS MEETING

SEPTEMBER 19, 2017

PhilaPort Board Members Present:

Chairman Gerard Sweeney, Rocky Bryan, Robert Clark, Ward Guilday, Anthony Mannino, Michael Pearson (via telephone), James Shacklett

PhilaPort Board Members Absent:

John Dougherty, Yassmin Gramian, Paul McNichol, John Skoutelas

PhilaPort Staff Present:

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

Commonwealth of Pennsylvania:

Chelsea Guzowski, Obra Kernodle, Nedia Ralston

Others:

Paul Breeman, Robert Callegari, Manny Citron, Harry Enggasser, Charlene Hicks, Lisa Kline, Adam Slezak, Peter Winslow

Chairman Sweeney convened an Executive Session.

Chairman Sweeney convened a Public Session.

Robert Clark requested that the meeting minutes reflect that the auditors were very complimentary of PhilaPort's staff.

Chairman Sweeney requested that the meeting minutes reflect that the PhilaPort Board and Staff's appreciation for Obra Kernodle's performance and leadership.

The next order of business was the approval of the Board Meeting minutes of July 25, 2017. The minutes were moved, seconded and approved.

RESOLUTIONS:

**2017-14 AUTHORIZATION TO ACCEPT THE FINANCIAL AUDIT FOR
FY 2016-2017**

WHEREAS, the Philadelphia Regional Port Authority ("PhilaPort") is required under Section 6 of the Act of July 10, 1989, P.L. 291, 55 P.S. Sections 697.1 – 697.24 of the General Assembly of the Commonwealth of Pennsylvania (the "PRPA Act") to conduct an annual audit in accordance with generally accepted auditing standards, and principles by an independent certified public accountant; and

WHEREAS, PhilaPort engaged Milligan and Company LLC to conduct financial audits for the Authority; and

WHEREAS, the Board of PhilaPort has determined, on the basis of information provided by its Audit Committee and staff, to approve the Audited Financial Statement and Management/Recommendation Letter prepared by Milligan and Company LLC for Fiscal Year 2016-2017.

NOW, THEREFORE, BE IT RESOLVED:

1. That PhilaPort approve the Financial Audit Report and Management Letter prepared by Milligan and Company LLC for Fiscal Year 2016-2017.

The motion was made, seconded and approved. Resolution No. 2017-14 on file with the Authority. Mr. Clark abstained from voting on the Resolution.

2017-15 AUTHORIZATION TO SUBMIT RAIL FREIGHT GRANT APPLICATION

WHEREAS, the Philadelphia Regional Port Authority (“PhilaPort”) has been authorized, under Section 6 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”) to promote apply for and accept grants for the purpose of advancing regional port facilities and port related projects to include furtherance of cooperative state efforts; and

WHEREAS, the Pennsylvania Department of Transportation administers a Rail Freight Grant Program (“Program”); and

WHEREAS, the staff of PhilaPort identified a port infrastructure project that would be eligible for grant funding under the Program as set forth in Exhibit “A” attached hereto and incorporated herein by reference; and

WHEREAS, the Board of PhilaPort based upon the information provided by staff authorizes the submission of a rail freight grant for the port infrastructure set forth in Exhibit “A”.

NOW, THEREFORE, BE IT RESOLVED:

1. That PhilaPort hereby authorizes its staff to apply for grant funding through the Pennsylvania Department of Transportation Rail Freight Grant Program as set forth in Exhibit “A” in an amount not to exceed \$ _____.
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. 2017-15 on file with the Authority.

**2017-16 AUTHORIZATION TO SUBMIT COASTAL ZONE MANAGEMENT
GRANT APPLICATION**

WHEREAS, the Philadelphia Regional Port Authority (“PhilaPort”) has been authorized, under Section 6 of the Act of July 10, 1989, P.L. 291, 55 P.S. Sections 697.1 – 697.24 of the General Assembly of the Commonwealth of Pennsylvania (the “PRPA Act”) to promote, apply for and accept grants for the purposes of advancing regional port facilities and port related projects to include furtherance of cooperative state efforts; and

WHEREAS, the Pennsylvania Department of Environmental Protection announced federal funding for a grant program; and

WHEREAS, the staff of PhilaPort identified port infrastructure projects that would benefit the region if grant funding is received; 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 submission of a grant application.

NOW, THEREFORE, BE IT RESOLVED:

1. That the Board authorizes its staff to submit the grant application for the projects listed in Exhibit “A.
2. The Executive Director and CEO of PhilaPort, with the advice of its Chief Counsel, is hereby authorized and directed to submit the grant application 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. 2017-16 on file with the Authority.

2017-17 AUTHORIZATION TO SUBMIT TIGER GRANT APPLICATION

WHEREAS, the Philadelphia Regional Port Authority (“PhilaPort”) has been authorized under Section 6 of the Act of July 10, 1989, P.L. 291, 55 P.S. Section 697 et seq. of the General Assembly of the Commonwealth of Pennsylvania (the “PRPA Act”) to promote, apply for and accept grants for the purposes of advancing regional port facilities and port-related projects to include furtherance of cooperative state efforts; and

WHEREAS, the United States Department of Transportation announced federal funding for a grant program; and

WHEREAS, eligible projects include port infrastructure projects; and

WHEREAS, the staff of PhilaPort identified several port infrastructure projects that would benefit the region if grant funding is received; 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 references) to approved submission of a grant application

NOW, THEREFORE, BE IT RESOLVED:

1. That the Board authorizes its staff to submit the Tiger Grant Application for the projects listed in Exhibit “A”, and submission of the formal grant application.
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. 2017-17 on file with the Authority.

2017-18 AUTHORIZATION TO SUBMIT INFRA GRANT APPLICATION

WHEREAS, the Philadelphia Regional Port Authority (“PhilaPort”) has been authorized under Section 6 of the Act of July 10, 1989, P.L. 291, 55 P.S. Section 697 et seq. of the General Assembly of the Commonwealth of Pennsylvania (the “PRPA Act”) to promote, apply for and accept grants for the purposes of advancing regional port facilities and port-related projects to include furtherance of cooperative state efforts; and

WHEREAS, the United States Department of Transportation announced federal funding for a grant program; and

WHEREAS, eligible projects include port infrastructure projects; and

WHEREAS, the staff of PhilaPort identified several port infrastructure projects that would benefit the region if grant funding is received; 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 references) to approved submission of a grant application

NOW, THEREFORE, BE IT RESOLVED:

1. That the Board authorizes its staff to submit the INFRA Grant Application for the projects listed in Exhibit "A", and submission of the formal grant application.
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. 2017-18 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