



**MINUTES OF THE BOARD OF DIRECTORS MEETING
November 22, 2022**

PhilaPort Board Members Present:

Chairman Gerard Sweeney, Rocky Bryan, Boise Butler, Robert Clark, Richard Lazer, Warren Santone, James Shacklett, John Skoutelas, Leigh Whitaker.

PhilaPort Board Members Absent:

Yesenia Bane, David Cuff

PhilaPort Staff Present:

Jeffrey Theobald, Edward Henderson, Colette Pete, James Walsh, Kate Bailey, Denise Brumbaugh, George Hutchinson, Lisa Magee, Sean Mahoney, Ryan Mulvey, Diana Skversky, Tom Logan.

Commonwealth of Pennsylvania:

Brenda Rios

Others:

Manny Citron

Chairman Sweeney convened a Public Session.

The next order of business was the approval of the Board Meeting Minutes of September 20, 2022. The minutes were moved, seconded and approved.

Chairman Sweeney convened an Executive Session.

RESOLUTIONS:

**2022-17 AUTHORIZATION TO RETAIN RAZOR TECHNOLOGY, LLC FOR
RENEWAL AND HDAAS SERVICES SOW**

WHEREAS, the Philadelphia Regional Port Authority (the "Authority") 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 "PRPAAct") 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 its powers and duties of the Authority without competitive bidding; and

WHEREAS, Staff has determined, based upon the need for continuous Information Technology backup, support & protection to maintain operations, Razor Technology, Inc, LLC, is qualified to perform such contracted tasks for the Port Authority; and

WHEREAS, the Board of the Authority has determined that Razor Technology, Inc, has the expertise and capacity to provide such services.

NOW, THEREFORE, BE IT RESOLVED:

1. That PhilaPort is granted authority to negotiate and enter into an agreement with Razor Technology, Inc, to perform support, backup, & provide IT services on a monthly & “As Needed” basis for a term of 60 (sixty) months, as identified in Exhibit “A.”
2. The Executive Director of the Authority, with the advice of the Finance, Procurement, IT department and 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 is hereby authorized and directed to execute, acknowledge and deliver on behalf of the Authority 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. 2022-17 on file with the Authority.

2022-18 AUTHORIZATION TO LEASE 2908 S. COLUMBUS BOULEVARD

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, PhilaPort has recently acquired 2908 S. Columbus Boulevard (“Site”); and

WHEREAS, the Second and Amended Restated Lease and Operating Agreement between the Philadelphia Regional Port Authority and Astro Holdings Inc. (“Astro”) for Packer Avenue Marine Terminal includes Astro’s right of first refusal for available additional acreage in a defined geographic area; and

WHEREAS, PhilaPort and Astro have agreed to a term sheet on the site, contingent on Board approval, that is consistent with the terms of the Second and Amended Restated Lease and Operating Agreement; and

WHEREAS, the Board of PhilaPort has determined, that based on information provided to it (which information is attached hereto as Exhibit “A” and incorporated herein by reference) that the lease of the site is in its best commercial interest.

NOW, THEREFORE, BE IT RESOLVED:

1. That PhilaPort draft and execute the Lease consistent with the terms as outlined in Exhibit "A".
2. The Executive Director & CEO of PhilaPort, with the advice of its Chief Counsel, is hereby authorized and directed to negotiate the specific terms and conditions of the lease and the Executive Director & 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 and finalize the lease consistent with this resolution.

The motion was made, seconded and approved. Resolution No. 2022-18 on file with the Authority.

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

Respectfully Submitted,

Diana Skversky

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