



**MINUTES OF THE BOARD OF DIRECTORS MEETING
January 21, 2026**

PhilaPort Board Members Present:

Chairman Michael Pearson, Boise Butler, David Cuff, Richard Lazer, David Maser, Warren Santone, James Shacklett, John Skoutelas, Ali Perelman

PhilaPort Board Members Absent:

Rocky Bryan, Robert Clark,

PhilaPort Staff Present:

Jeffrey Theobald, Edward Henderson, James Walsh, Brian Gocial, Yordania Almonte, George Hutchinson, Sean Mahoney, Ryan Mulvey, Hannah Mogaka

Commonwealth of Pennsylvania:

Denise Soisson

Others:

Andrew Seidman, Patricia Herrera, Jerry M, Paul Breeman, Dean Claxton, John Contrevo, Bill Keller, Eric Holt, Michael Holt, Phillip Holt, Mike Hogan, Kevin Levy, Kevin Mincey, Meredith Biggica, Max Tuttleman

Public Session:

Chairman Pearson convened a Public Session.

Public Presentations:

Sean Mahoney presented the Monthly Marketing Update

Brian Gocial presented the Procurement Updates

James Walsh presented the Port Development Updates

Ryan Mulvey presented the Government & Public Affairs Updates

The next order of business was the approval of the Board Meeting Minutes of January December 17, 2025. The minutes were moved, seconded, and approved.

Resolution:

**2026-01 AUTHORIZATION TO CONTRACT WITH BINSWANGER FOR
REAL ESTATE AND ADVISORY SERVICES**

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 direct engagement of Binswanger to perform real estate and advisory services to advance PhilaPort strategic initiatives is in PhilaPort’s best interests; and

WHEREAS, the Board of PhilaPort has determined that based on information provided by its staff that brokerage and advisory fees are competitive with industry standards.

“A”

NOW, THEREFORE BE IT RESOLVED:

1. PhilaPort hereby authorizes its staff to enter into a contract with Binswanger based upon the terms set for in this resolution.
2. The Executive Director and CEO of PhilaPort, with the advice of its Chief General 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.

2026-02 AUTHORIZATION TO AMMEND THE LEASE AND OPERATING AGREEMENT PIER AT 124

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 enter into lease agreements for port facilities; and

WHEREAS, PhilaPort and Eco-Energy Distribution, LLC entered into a Lease and Operating Agreement effective February 7, 2014, with two potential ten (10) year renewal periods commencing on February 7, 2025; and

WHEREAS, prior to the commencement of the first renewal period, PhilaPort and Eco learned of impairments to the Pier structure resulting in certain limitations and restrictions on landside access; and

WHEREAS, the Parties thereafter entered into a mutual tolling agreement dated October 24, 2024, to preserve their respective positions while the Pier's condition was further analyzed; and

WHEREAS, the Parties have discussed various scenarios and agreed in principle to certain terms and conditions as outlined in Exhibit "A" subject to PhilaPort Board and other Commonwealth approvals; and

WHEREAS, the Board of PhilaPort has determined, on the basis of information provided (which information is attached hereto as Exhibit "A" and incorporated herein by reference), to authorize staff to enter into a lease amendment consistent with the information provided and substantially in the terms outlined.

NOW, THEREFORE, BE IT RESOLVED:

1. That PhilaPort negotiate and execute the Lease amendment consistent with the terms as outlined in Exhibit "A" memorandum.

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 amendment 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 extension consistent with this resolution.

2026-03 FORMATION OF EXECUTIVE DIRECTOR SEARCH COMMITTEE

WHEREAS, the Philadelphia Regional Port Authority ("PhilaPort") is authorized under Section 6 of the Act of July 10, 1989, P.L. 55 P.S. Sections 697.1 *et seq.* 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 PRPA Act authorizes PhilaPort to make and execute contracts and other instruments necessary or convenient for the conduct of its business and to the exercise of the powers of the authority pursuant to 55 P.S. Sections 6(b)(12) and (21); and,

WHEREAS, Section 6(b)(20) of the PRPA Act permits PhilaPort to establish a standing and special committees that are deemed necessary in the furtherance of authority business, and

WHEREAS, Section 6(b)(10) of the PRPA Act permits PhilaPort to appoint officers, agents, and employees and to prescribe their duties and fix their compensation, provided that the appointment of a full-time executive director shall be made by a qualified majority vote of the board, and

WHEREAS, PhilaPort’s current Executive Director has announced plans to retire, and

WHEREAS, the Board has determined that it is in the best interest of PhilaPort and the Commonwealth to establish an Executive Director Search Committee comprised of members of the PhilaPort Board of Directors to lead the search for a new Executive Director, and

WHEREAS, the Board has determined that it is in the best interest of PhilaPort and the Commonwealth to engage a professional executive search firm to identify and recruit qualified candidates for the Executive Director position.

NOW, THEREFORE, BE IT RESOLVED:

1. Establishment of Committee

PhilaPort shall establish an Executive Director Search Committee chaired by David Maser, with members Ali Perelman, James Shacklett, and Captain David Cuff. The Chairman of the Board, Michael Pierson, shall serve as an ex officio member of the Committee.

2. Authorization to Solicit Proposals

The Executive Director Search Committee is authorized to issue a Request for Qualifications or other appropriate procurement vehicle to solicit proposals from qualified executive search firms to provide professional services for the recruitment and presentation of candidates for the position of Executive Director.

3. Delegation of Duties

The Executive Director Search Committee is delegated the duty to oversee the search committee process including but not limited to evaluation of responses and selection of a preferred executive search firm.

4. Contract Award Process

Upon selection of an executive search firm, the Executive Director Search Committee shall recommend the award of the Professional Services Agreement to the full Board for approval. The Committee is authorized to negotiate the proposed agreement with the selected firm and present its recommendation to the Board at a public meeting for final action.

5. Recommendation of Candidates to the Board

The Executive Director Search Committee is authorized to work directly with the selected executive search firm to identify, evaluate, and recommend qualified candidates for the Executive Director position to the full Board for consideration and final appointment.

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

Respectfully Submitted,

Yordania Almonte

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