

MINUTES OF MEETING
THE DELAWARE RIVER AND BAY AUTHORITY
Tuesday, September 18, 2018
James Julian Boardroom
Delaware Memorial Bridge Plaza
New Castle, Delaware 19720

The meeting convened at 12:20 p.m. with Chairperson Hogan presiding.

Chairperson Hogan gave the opening prayer, followed by the Pledge of Allegiance led by the Executive Director.

Chairperson Hogan called on the Authority Assistant Secretary to read the meeting notice. The Assistant Secretary announced that a notice of the meeting had been distributed to the offices of the Governor of New Jersey and the Governor of Delaware, to appropriate staff members and consultants, to the press in both States and to any other individuals who had indicated an interest in receiving a copy of the meeting notice.

Chairperson Hogan called on the Assistant Secretary to take the roll.

Commissioners from Delaware

William E. Lowe, Vice-Chairperson
Crystal L. Carey
Henry J. Decker
James L. Ford III
Samuel E. Lathem - Absent
Michael Ratchford

Commissioners from New Jersey

James N. Hogan, Chairperson
James Bennett - Teleconference
Sheila McCann
Shirley R. Wilson
Ceil Smith
M. Earl Ransome, Jr.

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Chairperson Hogan called for the acceptance of the Agenda.

Vice-Chairperson Lowe made a motion to accept the Agenda, seconded by Commissioner Carey and the motion carried by a voice vote of 11-0.

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11421. APPROVAL OF THE JULY 17, 2018 MINUTES

Commissioner Decker made a motion to approve the July 17, 2018 meeting minutes, seconded by Commissioner Wilson and unanimously approved by a voice vote of 11-0.

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11422. DELAWARE RIVER AND BAY AUTHORITY – TRAFFIC AND REVENUE SUMMARIES.

The Chief Financial Officer (CFO) presented charts showing Actual versus Projected Revenues for the Delaware Memorial Bridge, the Cape May-Lewes Ferry, Airports, Delaware City-Salem Ferry Crossing, and Food Service for July and August 2018.

Without objection, the chart was ordered filed with the permanent records of the Authority.

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11423. DELAWARE RIVER AND BAY AUTHORITY – STATEMENTS OF INCOMES AND EXPENSES.

The CFO presented charts showing statements of income and expenses for July and August with comparison to the same periods last year.

Without objection, the chart was ordered filed with the permanent records of the Authority.

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11424. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSES BY DIVISION.

The CFO presented charts for July and August showing expenses by division for the quarter to date vs. the projected quarters and for year to date vs. total budgets.

Without objection, the charts were ordered filed with the permanent records of the Authority.

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11425. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The CFO presented charts for July and August showing the capital budgets for crossing and economic development projects and dollars committed to date for the projects. The charts also included cash expenditures spent to date for the committed projects.

Without objection, the charts were ordered filed with the permanent records of the Authority.

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11426. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITIONS (MARKET VALUE) AS OF JULY 31, 2018 AND AUGUST 31, 2018.

The CFO presented charts indicating the cash fund balances for the entire Authority.

Without objection, the charts were ordered filed with the permanent records of the Authority.

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11427. PUBLIC COMMENT ON ACTION ITEMS

Chairperson Hogan noted that there are (1) Contract Award, (2) Contract Close-Outs and (10) Resolutions for consideration.

All action items have been reviewed and recommended for consideration during today’s Committee meetings. He then called for public comment.

There were no public comments.

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11428. AWARD OF CONTRACT #CMLF-15-02 – CAPE MAY VESSEL FUELING SYSTEM REPLACEMENT, CAPE MAY TERMINAL

The Chief Operations Officer (COO) noted that a public opening bid was held on August 9, 2018. The COO and the Projects Committee recommended awarding the contract to the lowest responsible bidder, Shelby Mechanical, Inc. of Cinnaminson, New Jersey, in the amount of \$1,272,849.95.

A motion to award CONTRACT #CMLF-15-02 – Cape May Vessel Fueling System Replacement, Cape May Terminal, to the aforementioned firm was made by Commissioner Smith, seconded by Commissioner Ratchford, approved by a voice vote of 11-0.

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11429. CLOSE-OUT CONTRACT #ILG-13-02 – TERMINAL PARKING LOT EXPANSION, NEW CASTLE COUNTY AIRPORT

On February 18, 2015, Contract No. #WWD-17-A – TERMINAL PARKING LOT EXPANSION, NEW CASTLE COUNTY AIRPORT, was awarded to Greggo & Ferrara Inc. of New Castle, DE for the bid price of \$3,712,481.00.

It is recommended that the Authority accept the project and make final payment to the contractors. The final cost of this project is \$4,500,155.82.

A motion to Close-Out Contract #ILG-13-02 was made by Commissioner Decker, seconded by Commissioner Ratchford, and approved by a voice vote of 11-0.

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11430. CLOSE-OUT CONTRACT #CMLF 17-14A, M/V DELAWARE

On November 13, 2017 Contract No. #CMLF-17-14A – DRY-DOCKING AND REPAIRS M/V DELAWARE was awarded to Caddell’s Shipyard Corp. of Staten Island, New York for the bid price of \$4,976,593.50.

It is recommended that the Authority accept the project and make final payment to the contractors. The final cost of this project is \$1,777,629.90.

A motion to Close-Out Contract #CMLF-17-14A was made by Commissioner McCann, seconded by Commissioner Ratchford, and approved by a voice vote of 11-0.

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11431. CHAIRPERSON’S CALL FOR RESOLUTIONS BEFORE THE BOARD

RESOLUTION 18-28 - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1, 2018 THROUGH DECEMBER 31, 2018

WHEREAS, The Delaware River and Bay Authority (the “Authority”) adopted Resolution 01-84 requiring Commissioner review and approval of all Authority expenditures in excess of \$25,000; and

WHEREAS, the Authority anticipates expenditures at or over the \$25,000 amount to the following vendors:

DELAWARE RIVER & BAY AUTHORITY
 PROJECTED VENDORS TO BE PAID OVER \$25,000
 OPERATION EXPENDITURES
 FOR THE PERIOD 1/1/18 THROUGH 12/31/18

VENDOR	PURCHASE DESCRIPTION	CLASSIFICATION	ESTIMATED \$
Sherwin Williams Co.	Paint and Related Supplies	State Contract	\$29,000
Warshauer Generator, LLC	Diesel Generator	State Contract	\$182,000

NOW, THEREFORE, BE IT RESOLVED, that the Authority authorizes expenditures to the above-listed vendors for the described purposes and authorizes payment.

A motion to approve Resolution 18-28 was made by Commissioner Ford, seconded by Commissioner Smith, and approved by a roll call vote of 11-0.

Resolution 18-28 Executive Summary Sheet

Resolution: Authorizing Authority Expenditures Pursuant to Resolution 01-84 for the period January 1, 2018 through December 31, 2018.

Committee: Budget & Finance

Committee Date: September 18, 2018

Board Date: September 18, 2018

Purpose of Resolution:
 Authorizes expenditures of \$25,000 or greater with the identified vendors during the 2018 calendar year.

Background for Resolution:
 The proposed Resolution meets the requirements of Resolution 01-84, whereby the Authority shall not enter into any contract committing the Authority to spend or make any other expenditures relating to services, material and supplies in the amount of \$25,000 or more unless it has first been approved by a vote of Commissioners.

Background for the specific purchases:

Sherwin Williams Co.: Paint and Related Supplies

The Authority requires the purchase of paint and related supplies throughout the year for the maintenance and upkeep of Authority property. Paints, Specialty Paints, Supplies & Ladders will be purchased at prices matching the competitively-bid state contract awarded to Sherwin William (GSS14020-PAINT/LADDER).

Warshauer Generator, LLC: Diesel Generator

The Authority plans to purchase a heavy-duty generator to power the Lewes Terminal ice skating rink during the winter and for general needs throughout the year. The generator will be purchased at prices matching the vendor’s competitively-bid state contract (#T2732 MAINTENANCE, REPAIR AND REPLACEMENT PORTABLE COMMERCIAL MOBILE GENERATORS and #T2871 TRAILER MOUNTED GENERATORS # GS-07F179CA).

Classification Definitions:

State Contract. A purchase of equipment, supplies or non-professional services which, under normal circumstances, would require competitive bidding, however the vendor has agreed to provide the goods or services to the Authority at fees less than or equal to that vendor’s respective contract as awarded by the State of Delaware or New Jersey. *“Any contract for the purchase of materiel and supplies and non-professional services....which contract individually exceeds \$50,000, or in the combination with other contracts, exceeds \$50,000 in any one calendar year shall be pursuant to a contract entered into by the Authority after competitive bidding. This provision shall not apply to purchases by the Authority from suppliers in cases where the Authority is purchasing at prices pursuant to contracts awarded by the States of Delaware or New Jersey for state agencies.”* (DRBA Resolution 11-36 Part 2.a.)

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RESOLUTION 18-29 – AUTHORIZES AN AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND USI INSURANCE SERVICES, LLC TO PROVIDE INSURANCE BROKERAGE AND CONSULTING SERVICES TO THE AUTHORITY

A motion to table Resolution 18-29 was made by Vice-Chairperson Lowe, seconded by Commissioner Wilson, and approved by a roll call vote of 11-0.

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RESOLUTION 18-30 - LEASE CONFIRMATION AND RESTATEMENT AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND DONALD KISSLING AT THE CAPE MAY AIRPORT

WHEREAS, The Delaware River and Bay Authority (the “Landlord”) is the operator of the Cape May Airport (“Airport”), Cape May, New Jersey; and

WHEREAS, in 2011 the Landlord and Donald Kissling (the “Tenant”) entered into three (3) short term leases for land at the Airport, each lease consisting of approximately 6,450 square feet of land, upon which land the Tenant has constructed a hangar on each lease parcel; and

WHEREAS the Landlord and Tenant entered into negotiations for long term leases to replace the short term leases; and

WHEREAS, the Tenant has requested that Landlord consent to the assignment of one of the long term leases to TK Realty, Inc., an entity owned by Timothy Kerr (“Kerr”), for the purpose of purchasing one of the hangars from Tenant; and

WHEREAS, in the course of reviewing the Landlord’s records in connection with the aforesaid request for Landlord’s consent to the assignment, the Landlord was unable to locate fully executed copies of the long-term leases; and

WHEREAS, it was always the intention of the Landlord to execute the long term leases and the parties have been proceeding since 2011 as if the long term leases had been signed; and

WHEREAS, the parties wish to rectify this situation through the execution of the long term leases with an effective date back to 2011; and

WHEREAS, the Landlord has recently been required to include certain provisions in its lease forms to accommodate the requirements of the Federal Aviation Administration and it is therefore necessary for the Landlord to use its updated forms to replace the forms signed by the Tenant in 2011; and

WHEREAS, the parties desire to restate the tenancy arrangements on the Landlord’s current forms with an effective date of July 1, 2011; and

WHEREAS, the parties also wish to acknowledge the assignment of one lease to TK Realty, Inc.

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of the Agreements with Donald Kissling and , with the advice and consent of counsel, to have such Agreements executed by the Chairperson, Vice Chairperson and the Executive Director.

A motion to approve Resolution 18-30 was made by Commissioner Ford, seconded by Commissioner Smith, and approved by a roll call vote of 11-0.

Resolution 18-30 Executive Summary

Resolution:	Authorizing the Executive Director to execute a Lease Confirmation and Restatement at Cape May Airport
Committee:	Economic Development
Committee Date:	September 18, 2018

Board Date: September 18, 2018

Purpose of Resolution:

To permit the Executive Director to execute three long term agreement with Donald Kissling and approve the assignment of one lease to TK Realty at the Cape May Airport.

Background for Resolution:

In 2011, the DRBA and Donald Kissling entered into a short term agreement to lease 3 parcels of land at the Cape May Airport in order to construct 3 personal aircraft hangars. Long term agreements were negotiated but never executed. This was discovered when Mr. Kissling reached out requesting to assign one of the lease agreements to TK Realty. This resolution will allow the DRBA to execute the long term agreements with Mr. Kissling as consent to the assignment to TK Realty.

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RESOLUTION 18-31 - RELATING TO THE OPERATION OF THE NEW CASTLE AIRPORT AND EXECUTION OF AN EASEMENT AGREEMENT

WHEREAS, the Delaware River and Bay Authority (the “Authority”) is the operator of the New Castle Airport; and

WHEREAS, Comcast Cable Communications Management, LLC (“Comcast”) has requested a permanent non-exclusive easement in order to install communication services to the Skyways Motor Lodge Corp. leasehold; and

WHEREAS, the total easement consists of Eight Thousand Nine Hundred and Forty 87/100 square feet (8,940.87); and

WHEREAS, the granting of said easement shall not interfere with or be detrimental to the future use of the property; and

WHEREAS, the Authority desires to enter into an easement agreement with Comcast to formalize the parties’ rights and obligations with respect to Comcast’s easement at the airport; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of the Easement Agreement at the New Castle Airport, with the advice and consent of counsel, to have such Easement Agreement executed by the Chairperson, Vice Chairperson and the Executive Director.

A motion to approve Resolution 18-31 was made by Commissioner Ransome, seconded by Commissioner McCann, and approved by a roll call vote of 11-0.

Resolution 18-31 Executive Summary

Resolution: Authorizing the Executive Director to execute a Permanent Easement Agreement with Comcast Cable Communications Management, LLC at the New Castle Airport.

Committee: Economic Development

Committee Date: September 18, 2018

Board Date: September 18, 2018

Purpose of Resolution: To permit the Executive Director to execute an easement agreement at the New Castle Airport.

Background for Resolution: Authorizes the Executive Director, Chairman and Vice Chairman to execute and deliver an easement for 8,940.87 sq. property at the New Castle Airport. This will allow Comcast to provide services to customers at the airport (Skyways).

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RESOLUTION 18-32 - LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND TWISTED ENGINEERING, LLC.

WHEREAS, The Delaware River and Bay Authority (the "Authority"), is the operator of the Cape May Airport ("Airport"); and

WHEREAS, Twisted Engineering, LLC ("TE") desires to lease approximately 1,500 square feet of space in a building located at 251 Ranger Rd. commonly referred to as Unit #4 at the Cape May Airport; and

WHEREAS, TE has agreed to pay the Authority annual rent in the amount of Fourteen Thousand Seven Hundred 00/100 Dollars (\$14,700.00); and

WHEREAS, the initial term of this agreement shall be for one (1) year; and

WHEREAS, TE shall have the right to renew this agreement for three (3) one (1) year renewal periods; and

WHEREAS, rent shall increase by the Consumer Price Index (CPI) at the beginning of each renewal period; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of the Lease Agreement with Twisted Engineering, LLC and, with the advice and consent of counsel, to have such Lease Agreement executed by the Chairperson, Vice Chairperson and the Executive Director.

A motion to approve Resolution 18-32 was made by Commissioner Lowe, seconded by Commissioner Ransome, and approved by a roll call vote of 11-0.

Resolution 18-32 Executive Summary

Resolution: Authorizing the Execution of a Lease Agreement between the Delaware River and Bay Authority and Twisted Engineering LLC, regarding Cape May Airport

Committee: Economic Development

Committee Date: September 18, 2018

Board Date: September 18, 2018

Purpose of Resolution: To permit the Executive Director, Chairman and Vice Chairman to execute and deliver a lease agreement for existing lease space at the Cape May Airport.

Background for Resolution: The Delaware River and Bay Authority operates a light industrial building at the Cape May Airport commonly referred to as 251 Ranger Rd. Twisted Engineering LLC would like to lease Unit #4 in the building to operate a motorcycle component design and manufacturing business. They previously were operating at a location in Cumberland County.

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RESOLUTION 18-33 – AUTHORIZES AMENDMENTS TO THE DELAWARE RIVER AND BAY AUTHORITY’S EMPLOYEES’ RETIREMENT PLAN

WHEREAS, the Delaware River and Bay Authority (the “Authority”) currently maintains the Delaware River and Bay Authority Employees’ Retirement Plan, Amended and Restated 2014 (the “Retirement Plan”); and

WHEREAS, pursuant to Section 8.1 of the Retirement Plan, the Authority has the right to amend the Plan pursuant to a resolution of the Commissioners of the Authority; and

WHEREAS, the Authority desires to amend the Retirement Plan; and

WHEREAS, the proposed amendment has been reviewed by the Personnel Committee and found to be appropriate; and

NOW, THEREFORE, BE IT RESOLVED, that the Delaware River and Bay Authority hereby approves the following amendment to the Retirement Plan effective September 1, 2018:

A. Current first paragraph of Section 4.3(a) of the Retirement Plan:

(a)(i) For Employees hired on or before December 31, 2014, as a condition of employment and for sharing in benefits, each Participant shall agree to contribute by payroll deduction (i) 3% of his monthly compensation, to the extent that such monthly compensation, when added to previous months' compensation during the Plan Year is less than the Taxable Wage Base; plus, (ii) 5% of his monthly compensation, to the extent that such monthly compensation, when added to the previous months' compensation during the plan year is greater than the Taxable Wage Base. To the extent permitted by applicable law, such Employee Contributions shall be made on a before-tax basis and, thus, shall be considered to be picked up for purposes of Code Section 414 (h)(2). No Employee Contributions will be required while a Participant is permanently disabled.

B. Replace the first paragraph of Section 4.3(a) in its entirety with the following language:

(a)(i) For Employees hired on or before December 31, 2014, as a condition of employment and for sharing in benefits, each Participant shall agree to contribute by payroll deduction 3% of his monthly compensation. To the extent permitted by applicable law, such Employee Contributions shall be made on a before-tax basis and, thus, shall be considered to be picked up for purposes of Code Section 414 (h)(2). No Employee Contributions will be required while a Participant is permanently disabled.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the proper officers and employees of the Authority are hereby authorized to execute the necessary amendments to the Retirement Plan and to take whatever action to execute whatever instruments with the advice and consent of General Counsel that may be necessary or convenient to carry out the foregoing resolution.

A motion to approve Resolution 18-33 was made by Commissioner Wilson, seconded by Commissioner Smith, and approved by a roll call vote of 11-0.

Resolution 18-33 Executive Summary

- Resolution:** Authorizing an amendment to the Delaware River and Bay Authority Employees' Retirement Plan, Amended and Restated 2014 (the "Retirement Plan").
- Committee:** Personnel Committee
- Committee/Board Date:** September 18, 2018
- Purpose of Resolution:** To discontinue the additional 2% Mandatory Contribution on compensation in excess of the Taxable Wage Base as of September 1, 2018 for all employees hired on or before December 31, 2014.
- Background for Resolution:** The Authority finds that it is difficult to efficiently track and collect the additional 2% Mandatory Contribution that is currently required under Section 4.3(a) (i) (ii) of the Retirement Plan for employees hired on or before December 31, 2014. . Implementing an automated, systemic solution is not feasible within the current payroll system, so manual tracking and implementation is required.

Manual tracking in past years has resulted in inconsistent application leading to errors in collection of this additional 2% contribution. These errors have been corrected, and recorded by the Plan Actuary.

The additional 2% contribution does not affect the calculation of an individual Participant's Accrued Benefits under the Plan.

The proposed amendment may increase annual employer contributions to the Plan by the Authority, but the Plan's Actuary has determined that any such increase will be *de minimus*

Currently, there are only four (4) individuals at the Executive level, hired on or before December 31, 2014, whose salary may exceed the Taxable Wage Base for 2018 and subject to the additional 2% contribution. The Authority has determined that eliminating this additional contribution will not have a negative impact on the affected individuals.

Very few public or private pension plans include such a provision.

Due to the administrative burden and the relatively small number of Participants impacted by the provision it is being discontinued.

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RESOLUTION 18-34 – AUTHORIZES AN AMENDMENT TO THE DELAWARE RIVER AND BAY AUTHORITY EMPLOYEES’ SECTION 457(b) DEFERRED COMPENSATION PLAN

WHEREAS, the Delaware River and Bay Authority (the “Authority”) maintains the Delaware River and Bay Authority Employees’ Section 457(b) Deferred Compensation Plan (the “457(b) Plan”); and

WHEREAS, pursuant to Section 7.1 of the 457(b) Plan, the Authority has the right to, at any time, amend the Plan; and

WHEREAS, the DRBA wishes to now amend the 457(b) Plan to clarify the definition of Compensation.

NOW, THEREFORE, BE IT RESOLVED, that the Delaware River and Bay Authority hereby approves the following clarifying amendment to the Plan:

Section 1.10 of the Section 457(b) Plan is amended by adding the following language to the end of that Section:

For a participant who has not had a severance from employment, Compensation includes accumulated sick pay, accumulated vacation pay, and back pay. Compensation that would otherwise be paid for a payroll period that begins before severance from employment is treated as an amount that would otherwise be paid or made available before an employee has a severance from employment.

For participants who have had a severance from employment, Compensation includes cash-out of accrued but unused sick, vacation or other leave that could have been used if the severance from employment had not occurred and that is paid by the later of: (i) 2-1/2 months after severance from service, or (ii) the end of the limitation year in which the severance occurs.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the proper officers and employees of the Authority are hereby authorized to execute the necessary amendments to the 457(b) Plan and to take whatever action to execute whatever instruments with the advice and consent of General Counsel that may be necessary or convenient to carry out the foregoing resolution.

A motion to approve Resolution 18-34 was made by Commissioner Ransome, seconded by Commissioner Wilson, and approved by a roll call vote of 11-0.

Resolution 18-34 Executive Summary

- Resolution:** Authorizing an amendment to the Delaware River and Bay Authority Employees’ Section 457(b) Deferred Compensation Plan (the “457(b) Plan”).
- Committee:** Personnel Committee
- Committee/Board Date:** September 18, 2018
- Purpose of Resolution:** To clarify the definition of Compensation under the 457(b) Plan.
- Background for Resolution:** The Authority has historically permitted severed Participants in the 457(b) Plan to contribute all or a portion of their accrual pay outs to the 457(b) Plan on a pre-tax basis up to the limits regulated by IRS Code.

DRBA has produced an election form for the express purpose of notifying severed Participants’ of their right to make such contributions to the 457(b) Plan. The election form is attached as Exhibit A.

Including accrual pay outs within the definition of Compensation in the 457(b) Plan is permissible by law. Allowing pre-tax contributions to the 457(b) Plan from accrual payouts is also permitted.

The current Plan Document does not expressly include language regarding a severed Participant’s ability to contribute all or a portion of their accrual pay out to the 457(b) Plan.

The recommended amendment will clarify this provision and reflect DRBA’s past practice within the Plan Document. It will also make the definition of Compensation in the 457(b) Plan document consistent with the language used in the Retirement Plan document. The draft amendment is attached as Exhibit B.

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RESOLUTION 18-35 – AUTHORIZES THE AMENDMENT AND RESTATEMENT OF THE DELAWARE RIVER AND BAY AUTHORITY EMPLOYEES’ SECTION 457(b) DEFERRED COMPENSATION PLAN

WHEREAS, the Delaware River and Bay Authority (the “Authority”) maintains the Delaware River and Bay Authority Employees’ Section 457(b) Deferred Compensation Plan (the “457(b) Plan”); and

WHEREAS, pursuant to Section 7.1 of the 457(b) Plan, the Authority has the right to, at any time, amend the Plan; and

WHEREAS, the DRBA wishes to add a Roth option to the 457(b) Plan effective for the Plan Year commencing January 1, 2019; and

WHEREAS, given the extensive nature of the changes specific to the addition of the Roth option to the 457(b) Plan, it is necessary to Amend and Restate the 457(b) Plan Document effective January 1, 2019.

NOW, THEREFORE, BE IT RESOLVED, that the proper officers and employees of the Authority are hereby authorized to execute the necessary amendments to the 457(b) Plan and to take whatever action to execute whatever instruments with the advice and consent of General Counsel that may be necessary or convenient to carry out the foregoing resolution.

A motion to approve Resolution 18-35 was made by Commissioner Decker, seconded by Commissioner Wilson, and approved by a roll call vote of 11-0.

Resolution 18-35 Executive Summary

Resolution: Authorizing the Amendment and Restatement of the Delaware River and Bay Authority Employees’ Section 457(b) Deferred Compensation Plan (the “457(b) Plan”) concurrent with the addition of a Roth option to the 457 (b) Plan.

Committee: Personnel Committee

Committee/Board Date: September 18, 2018

Purpose of Resolution: To add a Roth option to the 457(b) Plan and facilitate extensive document changes that are required to incorporate the Roth option in the Plan Document.

Background for Resolution: New hires to the Authority have asked whether the DRBA has a Roth option in the 457(b) Plan.

Roth options are typically included in Retirement Savings (401k) plan arrangements in the private sector. Advice from the DRBA Investment Advisor indicates that including a Roth option in 457(b) Deferred Compensation plans is a growing trend among public sector plans also.

Some of the advantages of including a Roth option are:

- The DRBA record keeper, Voya, is already set up to handle Roth accounts systemically and is experienced in the separate reporting and accounting administration required.
- Roth feature will allow participants to make after-tax contributions to the 457(b) Plan.

- Employees can contribute to a 457(b) Roth account even if they are not eligible to contribute to a Roth IRA due to income limits.
- Governmental 457(b) plans allow for a direct roll-over to another qualified plan so upon termination account balances can be rolled-over directly to a Roth IRA.
- Withdrawals from a Roth account (contributions and earnings) may be made Federal Income Tax free, provided that the participant has a qualifying event (attained age 59 ½, disability, death) and has met the five-year holding period requirement. Generally, the five-year holding period begins the year in which the participant first contributes to the Roth account.

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RESOLUTION 18-36 – AUTHORIZES AN AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND MODJESKI AND MASTERS, INC. FOR DETAILED ENGINEERING DESIGN OF A SHIP COLLISION PROTECTION SYSTEM FOR THE DELAWARE MEMORIAL BRIDGE

WHEREAS, The Delaware River and Bay Authority (the “Authority) is a bi-state Authority of the State of Delaware and the State of New Jersey, created by Compact, that operates and maintains the Delaware Memorial Bridge; and

WHEREAS, the Authority seeks to engage a professional engineering firm to provide detailed design of a ship collision protection system for the Delaware Memorial Bridge; and

WHEREAS, the Authority intends to enter into a Services Agreement (“Agreement”) with the selected firm; and

WHEREAS, the Authority publicly advertised and issued a Request for Qualifications for the required services in compliance with Resolution 98-31, as amended, which governs the Authority’s procedure for the procurement of professional services; and

WHEREAS, the Authority received and evaluated the qualifications submitted by four (4) engineering firms pursuant to the aforementioned public advertisement; and

WHEREAS, the Authority pre-qualified two (2) firms to submit proposals and conducted oral interviews with each of those firms; and

WHEREAS, Modjeski and Masters, Inc. was designated as the highest-ranking firm following final evaluation; and

WHEREAS, the Projects Committee reviewed this recommendation and concurs with the evaluation; and

WHEREAS, the Authority conducted an analysis of the scope, complexity and cost of the services proposed by Modjeski and Masters and has determined the fees proposed for such services to be fair and reasonable; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of a Services Agreement with Modjeski and Masters, Inc. to provide the detailed design of a ship collision protection system for the Delaware Memorial Bridge and to have such Services Agreement, with the advice and consent of Counsel, executed by the Chairperson, Vice-Chairperson and Executive Director.

A motion to approve Resolution 18-36 was made by Vice-Chairperson Lowe, seconded by Commissioner Ford, and approved by a roll call vote of 11-0.

Resolution 18-36 Executive Summary Sheet

Resolution: Authorizes an agreement between the Authority and Modjeski and Masters, Inc. for detailed engineering design of a ship collision protection system for the Delaware Memorial Bridge.

Committee: Projects Committee

Committee Date: September 18, 2018

Board Date: September 18, 2018

Purpose of Resolution:
To authorize an agreement between the Authority and Modjeski and Masters, Inc. for detailed engineering design of a ship collision protection system for the Delaware Memorial Bridge.

Background for Resolution:
The proposed Resolution meets the requirements of Resolution 98-31, as amended, which governs the procedure for the procurement of professional services.

The Authority received and evaluated the qualifications submitted by the following four (4) firms, and pre-qualified* two (2) of those firms as eligible to submit A proposal:

- HNTB Corporation*
- McLaren Engineering Group
- Modjeski and Masters, Inc.*
- WSP/Parsons Brinckerhoff

The Authority carefully reviewed the proposal submissions of each firm and, after holding interviews with each pre-qualified firm, utilized evaluation criteria to

establish a ranked list, with Modjeski and Masters, Inc. being ranked highest. The Authority conducted an analysis of the market to analyze the proposed compensation for the Services and determined the costs to be fair and reasonable.

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RESOLUTION 18-37 – AUTHORIZES AN AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND CENTURY ENGINEERING, INC. FOR AUTHORITY-WIDE GENERAL ENGINEERING CONSULTING SERVICES FOR FACILITIES, ROADWAYS AND BRIDGES

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is a bi-state Authority of the State of Delaware and the State of New Jersey that operates and maintains the Delaware Memorial Bridge, New Castle Airport, Delaware Airpark, Dover Civil Air Terminal, Millville Airport, Cape May and Lewes Ferry Terminals, Cape May Airport, Forts Ferry Crossing and adjoining facilities and infrastructure at each of the aforementioned sites; and

WHEREAS, the Authority seeks to engage a qualified engineering firm to provide professional “on-call” general engineering consulting (“GEC”) services for Authority facilities, roadways and bridges; and

WHEREAS, the Authority intends to enter into a Services Agreement (“Agreement”) with the selected firm; and

WHEREAS, said Services Agreement shall have a base term of four (4) years, with the Authority granted the option to extend the Agreement for an additional period of one (1) year after the expiration of the base term, such renewal to be authorized by the originating committee with the consent of the Chairperson and Vice Chairperson of the Board of Commissioners; and

WHEREAS, the Authority publicly advertised a Request for Proposals (“RFP”) for the required GEC services in compliance with Resolution 98-31, as amended, which governs the Authority’s procedure for the procurement of professional services; and

WHEREAS, the Authority received and evaluated six (6) proposals pursuant to the aforementioned public advertisement; and

WHEREAS, the Authority short-listed two (2) firms and conducted oral interviews with each of those firms; and

WHEREAS, Century Engineering, Inc. was designated as the highest-ranking firm following final evaluation; and

WHEREAS, the Projects Committee reviewed this recommendation and concurs with the evaluation; and

WHEREAS, the Authority conducted an analysis of the scope, complexity and cost of the services proposed by Century Engineering, Inc. and has determined the fees proposed for such services to be fair and reasonable; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of a Services Agreement with Century Engineering, Inc. to provide such

GEC services to the Authority and to have such Agreement, with the advice and consent of Counsel, executed by the Chairperson, Vice-Chairperson and Executive Director.

A motion to approve Resolution 18-37 was made by Commissioner Ratchford, seconded by Commissioner Ransome, and approved by a roll call vote of 11-0.

Resolution 18-37 Executive Summary

Resolution: Authorizes an agreement between the Authority and Century Engineering, Inc. for provide professional general engineering consulting (“GEC”) services for Authority-operated facilities, roadways and bridges.

Committee: Projects Committee

Committee Date: September 18, 2018

Board Date: September 18, 2018

Purpose of Resolution: To authorize an agreement with Century Engineering, Inc. to provide professional “on-call” general engineering consulting (“GEC”) services for Authority-operated facilities, roadways and bridges.

Background for Resolution: The proposed Resolution meets the requirements of Resolution 98-31, as amended, which governs the procedure for the procurement of professional services.

The Authority received and evaluated proposals submitted by the following six (6) firms, and short-listed* two (2) of those firms:

- Century Engineering, Inc.*
- Cherry, Weber & Associates
- French & Parrello Associates
- Johnson Mirmiran & Thompson*
- STV Incorporated
- WSP USA, Inc.

The Authority conducted oral interviews with the short-listed firms and utilized the advertised final evaluation criteria to establish a ranked list of firms, with Century Engineering, Inc. being identified as the top-ranked firm following the short-list interviews. The Authority conducted an analysis of the proposed costs of the services and determined the proposed rates to be fair and reasonable.

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11433 .

EXECUTIVE DIRECTOR'S COMMENTS

The Executive Director reported on events in and around the Authority as follows:

It was a great month at the Cape May Lewes Ferry which was once again recognized by Trip Advisor for excellent customer service. For the month of August the CMLF saw an increase in vehicle traffic of 3%, an increase in passenger traffic of 5%, and a revenue increase of 6%. Food and retail was up 15%. This notable increase was the first increase since August 2014.

All three Coast Guard vessel inspections went well.

We once again completed a successful summer internship program. One of the interns actually received an interview from one of our contractors based on the interactions they had with her here. It was great a group of interns, with over 20 people applying for the program. .

During the celebration of the 50th Anniversary 2nd Span, we honored Bill Miller, the longest serving Executive Director in the history of the Authority by dedicating a plaque recognizing his service. At 101 years old, Mr. Miller still rides his stationary bike 4 miles a day.

The Executive Director thanked the team that made a new staff break room a success.

The Executive Director reminded the Commissioners of the following:

Commissioner Wilson will be honored on October 10, 2018 at the Cape May African American Historical Society;

Tuesday, October 16, 2018 – Commission Meeting/Planning Session, Cape May, New Jersey.

* * * * *

11434.

PUBLIC FORUM

Chairperson Hogan opened the public forum.

Chairperson Hogan called for any comments from the public.

There were no public comments.

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11435. COMMISSIONERS PUBLIC FORUM

Chairperson Hogan opened the Commissioners' forum and called for any comments from Commissioners.

Commissioner Decker recognized the Executive Director and his staff for the break room.

Chairperson Hogan recognized Executive Director Tom Cook for a great job.

* * * * *

There being no further business, Chairperson Hogan adjourned the meeting at 12:43 p.m.

Respectfully Submitted,

THE DELAWARE RIVER AND BAY AUTHORITY

Stephen D. Williams
Assistant Secretary