

MINUTES OF MEETING
THE DELAWARE RIVER AND BAY AUTHORITY
Tuesday, November 18, 2008
James Julian Boardroom
Delaware Memorial Bridge Plaza
New Castle, Delaware 19720

The meeting convened at 10:05 a.m. with Chairperson Parkowski presiding.

The opening prayer was given by Reverend Dorn, followed by the Pledge of Allegiance led by the Colonial McCarnan.

The 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.

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Commissioners from Delaware

Commissioners from New Jersey

PRESENT

F. Michael Parkowski, Chairperson

Verna W. Hensley
Samuel E. Lathem
William Lowe
Gary B. Patterson

James N. Hogan, Vice-Chairperson
Susan A. DeLanzo
Rev. Edward W. Dorn
Niels S. Favre
Gary F. Simmerman
Ceil Smith

ABSENT

Thomas J. Cooper

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9872. APPROVAL OF THE OCTOBER 21, 2008 MINUTES

Commissioner Lathem motioned for approval of the October 21, 2008 minutes, seconded by Commissioner Favre, and approved by a voice vote of 11-0.

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9873. EXECUTIVE DIRECTOR'S REPORT

The Executive Director filed the following report for the month of October.

Delaware Memorial Bridge

Total traffic during the month of October decreased 4.1% compared to the same period in 2007. Non-commercial traffic decreased 3.0% and commercial traffic decreased 10.2%. When compared to the 3-year average, total traffic for October decreased 4.2%. Total traffic year-to-date decreased 4.9% compared to 2007. When compared to the 3-year average, 2008 total traffic year-to-date decreased 4.7%.

E-ZPass traffic for October represented 61.1% of the total overall traffic as compared to 59.1% for the previous year. Total electronic traffic for 2008 represented 59.3%, an increase of 2.6% from 2007.

The Authority's Police Department and the Drug Enforcement Agency hosted a "Drug Unit Commanders Academy" at the end of October. Several Authority personnel attended, in addition

to 30 personnel from surrounding agencies.

Cape May Lewes Ferry

In October, vehicle and passenger traffic decreased 7.4% and 7.0%, respectively, when compared to October 2007. Year-to-date vehicle and passenger traffic have decreased 7.0% and 6.0% respectively compared to 2007. When compared to the average of the last three years, year-to-date vehicle traffic and passenger traffic decreased 9.0% and 7.7%, respectively. In October, fare revenues increased 1.0%, when compared to October 2007. Year-to-date fare revenues increased 1.0% compared to 2007.

In October, CMLF food sales and retail sales decreased 9.7% and 14.7% respectively, as compared to October 2007. Year-to-date food and retail sales decreased 10.0% and 13.2% respectively when compared to 2007.

The main engine overhaul on the M/V Delaware began at the end of the month. She will be out of service for approximately 45 days until this overhaul is completed by our in-house staff.

The CMLF Same Day Sailor saver fare program was introduced via the media at the end of the month. This same day travel trial program offers a savings of almost 60% for our customers who would purchase an initial crossing fare of \$28 for a standard vehicle and driver and then purchase the normal return-trip fare of \$24. This program provides a real value for our customers that travel to shop, eat or take in a change of scenery for the day in the Twin Capes region.

Airports

New Jersey State Division of Aeronautics conducted its annual “5010” inspection for the renewal of the state certificate of license to operate and awarded a certificate of compliance for 2009 to the Cape May Airport.

The Delaware State University football team utilized the Dover Civil Air Terminal this month for travel on a Jet Blue charter for a game in Daytona Beach, Florida.

Finance

Victor Ferzetti and his staff continued to refine the 2008 budget based upon comments from the Committee and other Board members.

Employee Happenings

Permanent Full-time staffing levels at the end of October:

Authorized Positions	456
Positions Filled	410
Positions Filled (on LTD)	6
Total Positions that are Vacant	40

Employees were invited to attend informational sessions conducted by representatives from Susquehanna Wealth Management/ING. Approximately 125 employees attended these sessions and learned about the state of the present market - what got us in the situation we are in today. Employees will have the opportunity to review individual employee accounts and situations in the near future.

We wish James Lively, Sr., Maintenance Specialist I at the New Castle County Airport, the best on his retirement from the Authority.

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

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9874. COMMITTEE REPORT – BUDGET & FINANCE COMMITTEE

Commissioner Patterson presented the following Budget & Finance meeting minutes of November 3, 2008.

BUDGET & FINANCE COMMITTEE MEETING

Monday, November 3, 2008
Delaware Memorial Bridge Complex
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority's Budget & Finance Committee was held on Monday, November 3, 2008, at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners from Delaware

PRESENT

Committee Chair Patterson
Commissioner Hensley, Committee Member
Commissioner Lathem

Commissioners from New Jersey

Committee Vice-Chair Simmerman
Commissioner Favre, Committee Member
Commissioner Dorn
Vice-Chairperson Hogan

Governors Representatives

Rebecca Byrd – DE

Staff

Jim Johnson
Don Rainear
Victor Ferzetti
Gerry Owens
Anna Marie Gonnella Rosato
Joe Larotonda
John Jones
Kelly Phillips Parker
Jim Salmon
Jill Wolfe

Authority Secretary

Tom Pankok

Committee Chair Patterson welcomed the Budget & Finance Committee and opened the meeting at approximately 12:45 p.m. The Authority Secretary reported that the public meeting of the Budget & Finance Committee had been duly noticed in accordance with the Authority's Freedom of Information Regulations, read the Statement of Notice, and called the roll.

Proposed Resolutions

- The Acting CFO presented the Over \$25,000 Vendor List for review. The draft Resolution is a place card for the selection of a firm to conduct a search for CHRO. The Executive Director reported that he is completing the review of the proposals from interested firms and will be prepared to make a recommendation at the November meeting.
- The Committee reviewed the Resolution authorizing the selection of Aloysius Butler & Clark to Provide Advertising and Marketing Consulting Services. Commissioner Patterson questioned whether the not-to-exceed amount of \$75,000 would be in addition to the Marketing Budget since the proposed Operating Budget is tight. The Deputy Executive Director reported that there was an increasing need to have a more strategic focus on ferry marketing and an RFP was conducted with six firms responding and a short list of three firms were interviewed. The Authority is looking to move in a different direction, AB&C emphasized a process to identify a strategy moving forward and, overall, AB&C scored highest. The \$75,000 fee will be presented in the proposed FY 09 Budget as an enhancement to last year's marketing budget. Commissioner Favre added that he had concern about using a firm that we had previously used for ferry marketing and was hoping to find someone new. The Deputy Executive Director added that six individuals participated in the interview and that AB&C was scored first overall. After discussion, on motion by Commissioner Simmerman, seconded by Commissioner Hensley, the Committee recommended approval of the selection of AB&C with Commissioner Favre voting NO.

- The Committee reviewed and recommended the Community Contribution requests for November. The Committee discussed Habitat for Humanity of New Castle County's request for \$10,000 which had been placed on hold. A lengthy discussion occurred resulting from the Board's action in July, 2006 to only approve \$10,000 for one year rather than the Authority's Community Initiatives Committee request of \$50,000 or \$10,000 per year for five years to participate in a Habitat for Humanity project. During the discussions the Commissioners and staff offered recollections.
 - Commissioner Simmerman: The July, 2006 Budget & Finance Committee Minutes reflect a one year commitment, with nothing in writing confirming a multi-year commitment.
 - Deputy Executive Director: Recalled reluctance to commit in writing due to not wanting multi-year commitment for 5 years.
 - Staff: It was understood that Habitat would need to submit a request each year and has done so to date.
 - Commissioner Favre: Believed that \$50,000 was for Habitat for Humanity, including both Delaware and New Jersey projects with ½ coming from Delaware and ½ coming from New Jersey, with the next project being in New Jersey.
 - Acting CFO: Habitat NCC is under the impression that the Authority committed to the \$50,000. The Authority has donated \$10,000 per year in 2006 and 2007 or \$20,000 to date.
 - Staff reported that Habitat NCC required a \$50,000 commitment in order to partner on build on-site. There were several issues with trying to do a building with New Jersey as they work differently.
 - Commissioner Lathem: Stated there is a \$50,000 commitment and the Authority owes them \$30,000.

Committee Chair Patterson reported that the Commissioners from New Castle County have no funds available to pay this commitment and the remaining funds allotted to Delaware Commissioners have been committed. Commissioner Simmerman offered advance Delaware the \$5,000 with the understanding it would come out of Delaware's 2009 Community Contributions. The Committee requested that staff inquire of Habitat NCC how it funded the on-site build.

The Committee reviewed the remaining requests. Authority Vice-Chair Hogan reported that he served on the Board of Citizens with Developmental Disabilities approximately 15 years ago; however, felt that he was removed enough and should not have to abstain when the request comes before the full Board for consideration. After discussions, on motion by Commissioner Favre, seconded by Commissioner Hensley, the Committee recommended approval of Community Contribution requests for November. A Resolution will be presented to the full Board for consideration at the November meeting.

- The Acting CFO reported that the Authority has been funding Crossing Capital projects by using cash from the general fund and has the legal ability to reimburse the general fund from a future Bond Issuance; however, the IRS requires an official declaration of intent and statement of the determined capital expenditures. The Acting CFO presented a draft Resolution Declaring the Official Intent of the Delaware River and Bay Authority to Reimburse Itself From the Proceeds of Debt for Capital Expenditures and Costs of Issuance Temporarily Funded From Revenues or Other Sources. The Acting CFO noted that, at this time, the plan is not to reimburse ourselves; however, unknown future developments might warrant such action. After discussion, on motion by Commissioner Simmerman, seconded by Commissioner Hensley, the Committee recommended approval of the draft Resolution. The finalized Resolution will be presented to the full Board for consideration at the November meeting.
- As part of the ongoing preparations to refund the \$30 million variable rate debt insured by Ambac, the Acting CFO presented the Refunding Resolution Relating to the Issuance and Award of the Delaware River and Bay Authority Revenue Bonds, Refunding Series 2008. Refunding documents were presented to the Committee in September with the exception of the Reimbursement Agreement with TD Commerce. The Acting CFO reviewed the key elements of the Agreement. The Acting CFO noted that in addition an Extraordinary Loan Provision was being developed to allow the ability for TD Commerce, who is providing the Letter of Credit, to stand in for 60 days and to provide funding to the \$30 million of called bonds in the event of a

failed closing due to an unforeseen market condition. The current SIFMA rate is in the 1.9 – 2.0% range and Committee Vice-Chair Simmerman added that we now have that opportunity; however the rating agencies could delay the refunding. The schedule calls for a mid-December closing or mid-January, 2009, if delayed. After discussion, on motion by Commissioner Patterson, seconded by Commissioner Favre, the Committee recommended approval of the Resolution. The Resolution will be presented to the full Board for consideration at the November meeting.

The Acting CFO provided a review of the 2008/2009 Revenue. The Projected 2008 Revenue is \$5.6 million short from the 2008 Adopted Revenue and could get worse with the current economy. The Acting CFO stressed that the Authority has a great message as it has been able to weather a severe down turn. The Forecasted Revenue for 2009 is approximately -0.24% less than the end of the year 2008 Projected Revenue, in part due to projected investment earnings on smaller balances.

The Acting CFO reviewed the changes to the FY 2009 Major Increases/Decreases since the last Budget & Finance Committee meeting. Six additional positions have been eliminated which would result in an authorized number of 450. The additional positions recommended by the DBE Task Force have not been included. The Acting CFO reviewed the assumptions and various increases and decreases in the proposed budget noting that overall, the FY 2009 Budget, as presented, reflects a 3.47% increase over FY 2008. Commissioner Lathem questioned the status of the software recommended by the DBE Task Force. The CIO reported that she met with staff and the necessary funds have already been incorporated in the Draft FY 2009 Capital Budget. Commissioner Hensley pointed out that, without the cost of funding the OPEB Liability at 40% of ARC, the total budget increase would only be an approximate 1.9% increase.

The Acting CFO presented the Financial Model. Committee Chair Patterson questioned the continuation of the Three Forts Crossing. The Executive Director reported that if the Agreement gets executed, the Authority would not operate the Three Forts Crossing beyond the 2009 season. The Acting CFO added that the Financial Model incorporates the Draft 2009 CIP and a 2010 Toll Increase. The Toll Increase modeled is conservative as it is less than the amount the DRPA has announced as its toll structure for 2010.

Commissioner Simmerman questioned whether the Operations Budget as presented today would be same as would be presented at the Public Meeting scheduled for November 17, 2008. The Acting CFO reported that the presentation may not change, however, additional detail will also be provided. Commissioner Simmerman also voiced his concern regarding fully funding of all vacant positions and the Acting CFO reported that he takes that issue very seriously. Historically, the Authority fully funds positions as to not create increases due to hiring in the following year. Also, if we don't hire a position we typically end up under budget.

IV. Committee Vice-Chair Simmerman reported that presentation of the Draft Amended Community Contribution Policy would be put on hold pending direction from the New Jersey Governor's Office.

V. Waiver of Resolution 98-31

- Vessel Broker Services – The Director-Ferry Operations reported that the sale of the M/V Cape May had been approved in September, 2007. An RFP for Broker Services was conducted and no responses were received. The Director requested authorization to contact brokers directly and negotiate a simple Agreement based on the Terms and Conditions negotiated. It was reported that the Washington State Ferries sold one of their ferries for scrap. The Director was asked to investigate that option and provide the information for the November meeting.
- Lewes Security Gates – The Director-Ferry Operations will provide a proposal to the Committee as discussed in the Projects Committee.

With no further business to discuss, on motion by Commissioner Favre, the Budget & Finance Committee adjourned at 1:10 p.m

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

9875. COMMITTEE REPORT – PERSONNEL COMMITTEE

Commissioner Lathem presented the following Personnel Committee meeting minutes of November 3, 2008.

PERSONNEL COMMITTEE MEETING

Monday, November 3, 2008

Delaware Memorial Bridge Complex

New Castle, Delaware

A public meeting of The Delaware River and Bay Authority’s Personnel Committee was held on Monday, November 3, 2008, at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners from Delaware

Commissioners from New Jersey

PRESENT

Committee Chair Lathem
Commissioner Hensley
Commissioner Patterson

Committee Vice-Chair Dorn
Commissioner Favre, Committee Member
Commissioner Simmerman
Commissioner Smith
Vice-Chairperson Hogan

Governors’ Representatives

Rebecca Byrd - DE

Sonia Frontera-NJ

Staff

Jim Johnson, Jr.
Don Rainear
Victor Ferzetti
Gerry DiNicola Owens
Steve Williams
John Jones
Kelly Phillips Parker
Ken Hynson
Joe Larotonda
Anna Marie Gonnella Rosato

Authority Secretary

Tom Pankok

- I. Committee Chair Lathem welcomed the Personnel Committee and opened the meeting at 10:30 a.m. The Authority Secretary reported that the public meeting of the Personnel Committee had been duly noticed in accordance with the Authority’s Freedom of Information Regulations, read the Statement of Notice, and called the roll.
- II. Committee Vice-Chair Dorn requested an Executive Session, closed to the public to discuss matters of a confidential nature. On motion by Commissioner Favre, seconded by Commissioner Dorn, the Session was closed.

The following matters of a confidential nature were discussed.

- PERSONNEL MATTERS
- LEGAL UPDATE

With no further business to discuss in Executive Session, on motion by Commissioner Favre, the Personnel Committee was opened to the public.

III. DBE Task Force Recommendations

Committee Chair Lathem introduced Michael Schirmer, the DBE Program Manager and Chairperson of the DBE Task Force. Mr. Schirmer introduced three members of the Task Force in attendance: Ms. Daisy Shelton, AA/EEO Officer, Cornell & Co.; Mr. Jay Burks,

Executive Director of OMWBE, State of Delaware; and Mr. Ron Frazier, President, Countermeasures Assessment & Security Experts, LLC. Mr. Schirmer then provided a presentation of the Task Force Recommendations. The following was presented.

- Disadvantaged Business Enterprise (DBE) Task Force Mission
- DBE Task Force Operating Guidelines
- DBE Task Force Schedule of Deliverables
- Evaluation Process

A Recommendations Subcommittee was formed to complete the task of transforming the long list of ideas into the final list of recommendations. Three areas of focus were identified as topics under which to categorize the recommendations.

- Supplier Diversity
- Procurement Processes
- Communications and Information Management

During the presentation, Commissioners asked questions on a variety of topics. Some of the questions addressed by Mr. Schirmer and the Task Force members were as follows.

Q. By changing the name from DBE Program office to the DRBA “Office of Supplier Diversity” does one lose name recognition and would this be reinforced as part of the culture of the organization?

A. Yes, these would be addressed internally and externally through the recommended supplier diversity education & training program.

Q. Are you participating in the planning and project scope stages of construction and professional services projects now and, if so, when do you become involved in the process? Would that mean lowering thresholds?

A. Currently, the DBE Program Manager becomes involved in a construction project if the Engineer’s Estimate is greater than \$250,000. This entails reviewing of plans and setting DBE utilization targets. In the future, the idea is to become involved early on with Engineering to identify opportunities to unbundle larger contracts into smaller pieces to offer more opportunity. Lowering thresholds would also be recommended.

Q. Awards for internal staff for successful participation in the MBE/WBE/DBE program were covered in this presentation; however, would it be possible to offer incentives to contractors to unbundle projects?

A. Incentives for contractors may be a good idea; however, the question of how to accomplish it would need to be explored. Staff will investigate this further.

Mr. Frazier added that the review of Resolutions 98-31 and 01-84 and the lowering of thresholds were pretty contemporary as thresholds in other agencies are being reduced. The recommendation to reduce by half would enable smaller businesses to compete and broaden the audience.

Q. How are emergency repairs addressed?

A. Currently the process involves the Director of Engineering getting quotes and presenting to the Committee. Often the Authority uses contractors who have previously done business with the Authority since it is familiar with their performance and costs, thus expediting the handling of the emergency. The priority is the emergency; however, in diversifying the list of vendors having worked for the Authority, those firms would also be included should emergencies arise.

Q. The City of Cape May has two newspapers and any procurement by the City of Cape May is published in those two papers, as well as other methods. Does the Authority have “official” newspapers in which to advertise? Also mentioned was the need to drive vendors and firms to the Authority website.

- A. In accordance with Resolution 98-31, the Authority advertises in newspapers of both states on two consecutive weeks. Currently, the Authority often uses the Press of Atlantic City in New Jersey and the News Journal in Delaware due to the range of circulation. Magazines and newspapers such as the Bond Buyer or MarineLog, may also be used for more specialized projects.

Mr. Burkes added that the State of Delaware is using the same technology being recommended to the Authority which would enable greater data mining and registration of vendors.

Authority Vice-Chair Hogan reported that the Authority Chair was the driving force for the formation of this Task Force and thanked the Task Force for their work and the speed of completion. He added that the Board is serious about moving this issue forward; however reviews by legal counsel and staff is necessary.

Mr. Frazier thanked the Committee on behalf of the Task Force and added that what the Authority is attempting to develop is a very important agenda. He currently sits on a Diversity Board for New Castle County and would be taking these recommendations and the work accomplished here to assist in that endeavor.

After all discussion, the Executive Director added the recommendations would be considered and a path forward would be provided in approximately 45 days. It may be necessary to meet with the Task Force for any additional clarification.

With no further business to discuss, on motion by Commissioner Favre, the Personnel Committee adjourned at 12:40 p.m.

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

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9876. COMMITTEE REPORT – PROJECTS

Commissioner Lowe presented the following Projects Committee meeting minutes of November 3, 2008.

PERSONNEL COMMITTEE MEETING
Monday, November 3, 2008
Delaware Memorial Bridge Complex
New Castle, Delaware

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Commissioners from Delaware

PRESENT

Committee Chair Lathem
Commissioner Hensley
Commissioner Patterson

Commissioners from New Jersey

Committee Vice-Chair Dorn
Commissioner Favre, Cmte Member
Commissioner Simmerman
Commissioner Smith
Vice-Chairperson Hogan

Governors' Representatives

Rebecca Byrd - DE

Sonia Frontera-NJ

Staff

Jim Johnson, Jr.
Don Rainear
Victor Ferzetti
Gerry DiNicola Owens
Steve Williams

Authority Secretary

Tom Pankok

John Jones
Kelly Phillips Parker
Ken Hynson
Joe Larotonda
Anna Marie Gonnella Rosato

- II. Committee Chair Lathem welcomed the Personnel Committee and opened the meeting at 10:30 a.m. The Authority Secretary reported that the public meeting of the Personnel Committee had been duly noticed in accordance with the Authority's Freedom of Information Regulations, read the Statement of Notice, and called the roll.
- II. Committee Vice-Chair Dorn requested an Executive Session, closed to the public to discuss matters of a confidential nature. On motion by Commissioner Favre, seconded by Commissioner Dorn, the Session was closed.

The following matters of a confidential nature were discussed.

- PERSONNEL MATTERS
- LEGAL UPDATE

With no further business to discuss in Executive Session, on motion by Commissioner Favre, the Personnel Committee was opened to the public.

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- Communications and Information Management

During the presentation, Commissioners asked questions on a variety of topics. Some of the questions addressed by Mr. Schirmer and the Task Force members were as follows.

- Q. By changing the name from DBE Program office to the DRBA "Office of Supplier Diversity" does one lose name recognition and would this be reinforced as part of the culture of the organization?
- A. Yes, these would be addressed internally and externally through the recommended supplier diversity education & training program.
- Q. Are you participating in the planning and project scope stages of construction and professional services projects now and, if so, when do you become involved in the process? Would that mean lowering thresholds?

- A. Currently, the DBE Program Manager becomes involved in a construction project if the Engineer's Estimate is greater than \$250,000. This entails reviewing of plans and setting DBE utilization targets. In the future, the idea is to become involved early on with Engineering to identify opportunities to unbundle larger contracts into smaller pieces to offer more opportunity. Lowering thresholds would also be recommended.
- Q. Awards for internal staff for successful participation in the MBE/WBE/DBE program were covered in this presentation; however, would it be possible to offer incentives to contractors to unbundle projects?
- A. Incentives for contractors may be a good idea; however, the question of how to accomplish it would need to be explored. Staff will investigate this further.

Mr. Frazier added that the review of Resolutions 98-31 and 01-84 and the lowering of thresholds were pretty contemporary as thresholds in other agencies are being reduced. The recommendation to reduce by half would enable smaller businesses to compete and broaden the audience.

- Q. How are emergency repairs addressed?
- A. Currently the process involves the Director of Engineering getting quotes and presenting to the Committee. Often the Authority uses contractors who have previously done business with the Authority since it is familiar with their performance and costs, thus expediting the handling of the emergency. The priority is the emergency; however, in diversifying the list of vendors having worked for the Authority, those firms would also be included should emergencies arise.
- Q. The City of Cape May has two newspapers and any procurement by the City of Cape May is published in those two papers, as well as other methods. Does the Authority have "official" newspapers in which to advertise? Also mentioned was the need to drive vendors and firms to the Authority website.
- A. In accordance with Resolution 98-31, the Authority advertises in newspapers of both states on two consecutive weeks. Currently, the Authority often uses the Press of Atlantic City in New Jersey and the News Journal in Delaware due to the range of circulation. Magazines and newspapers such as the Bond Buyer or MarineLog, may also be used for more specialized projects.

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Authority Vice-Chair Hogan reported that the Authority Chair was the driving force for the formation of this Task Force and thanked the Task Force for their work and the speed of completion. He added that the Board is serious about moving this issue forward; however reviews by legal counsel and staff is necessary.

Mr. Frazier thanked the Committee on behalf of the Task Force and added that what the Authority is attempting to develop is a very important agenda. He currently sits on a Diversity Board for New Castle County and would be taking these recommendations and the work accomplished here to assist in that endeavor.

After all discussion, the Executive Director added the recommendations would be considered and a path forward would be provided in approximately 45 days. It may be necessary to meet with the Task Force for any additional clarification.

With no further business to discuss, on motion by Commissioner Favre, the Personnel Committee adjourned at 12:40 p.m.

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

Vice-Chairperson Hogan thanked the DBE Task Force and staff for moving quickly in the right direction.

Chairperson Parkowski hoped that, after consulting legal counsel on the recommendations, the Commissioners could begin to implement them within 45 days.

New Jersey Legal Counsel Norcross stated that a meeting has been scheduled today to review the Task Force recommendations.

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9877. COMMITTEE REPORT – ECONOMIC DEVELOPMENT

Commissioner Smith presented the following Economic Development Committee meeting minutes of November 3, 2008.

ECONOMIC DEVELOPMENT COMMITTEE
Monday, November 3, 2008
Delaware Memorial Bridge Complex
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority’s Economic Development Committee was held on Monday, November 3, 2008, at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners from Delaware

PRESENT

Committee Vice-Chair Hensley
Commissioner Patterson, Cmte Member
Commissioner Lathem
Chairperson Parkowski

Commissioners from New Jersey

Committee Chair Smith
Commissioner Dorn, Cmte Member
Commissioner Favre
Commissioner Simmerman
Vice-Chairperson Hogan

Governors Representatives

Rebecca Byrd – DE

Sonia Frontera - NJ

Staff

Jim Johnson
Victor Ferzetti
Jim Walls
Gerry Owens
AJ Crescenzi
Anna Marie Gonnella Rosato
Michelle Griscom Collins
John Jones
Kelly Phillips Parker
Mike Schirmer
Steve Williams
Heath Gehrke

Authority Secretary

Tom Pankok

- I. Committee Chair Smith welcomed the Economic Development Committee and opened the meeting at approximately 9:05 a.m. The Authority Secretary reported that the public meeting of the Economic Development Committee had been duly noticed in accordance with the Authority’s Freedom of Information Regulations, read the Statement of Notice, and called the roll.
- II. The Deputy Executive Director provided information regarding a proposed Amendment to a Lease Agreement for Committee Consideration.

Michelle Griscom-Collins reported that the proposed Amendment was a housekeeping revision to reflect final negotiations with SK Travel, LLC, resulting in Amending the Lease Agreement for the 25% share of 9 DRBA Way to change the option to terminate from sixty days to forty-five days. On motion by Commissioner Patterson, seconded by Commissioner Dorn, the Committee recommended approval of the Lease Amendment. A Resolution will be presented to the full Board for consideration at the November meeting.

III. The Deputy Executive Director provided updates on the following projects.

Isogen

The Deputy Executive Director reported that Isogen continues to move forward with their intentions to Lease/Purchase; however, market conditions have slowed the process. Isogen is expected to be in operation in December at the Stein/Haskell location in Newark. Additional updates will be provided as necessary.

Salem Business Centre

The Authority has been approached by a nationally known company with interest in purchasing a 10 acre lot located at the Salem Business Centre in order to build a 45,000 square foot building. This potential project is still in the early stages. Updates will be provided as necessary.

New Castle Airport

The Deputy Executive Director reported staff continues to work with DEDO on the potential Dassault expansion project at the New Castle Airport. A joint comprehensive proposal has been submitted to Dassault for review and a response should be received within the next few weeks.

Millville Airport

Commissioner Simmerman questioned the status of the Q Hangar at the Millville Airport. It was reported that the Millville Army Airfield Museum expressed interest in obtaining the hangar; however, the Millville Jet Center Lease requires the demolition of the building in order to provide additional ramp space. The Committee discussed the possible solutions; however, the Deputy Executive Director reported that there have been no serious negotiations other than preliminary discussions.

With no further business to discuss, on motion by Commissioner Dorn, the Economic Development Committee adjourned at 9:13 a.m.

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

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9878. DELAWARE RIVER AND BAY AUTHORITY – TRAFFIC AND REVENUE SUMMARY.

The Acting Chief Financial Officer (CFO) presented charts showing Actual versus Projected Revenues for the Delaware Memorial Bridge, the Cape May-Lewes Ferry, Airports, Three Forts Ferry Crossing, and Food Services for the month of September.

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

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9879. DELAWARE RIVER AND BAY AUTHORITY – STATEMENT OF INCOME AND EXPENSE.

The Acting CFO presented charts showing statements of income and expenses for the month of September with comparisons to the same periods last year.

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

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9880. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The Acting CFO presented charts for October showing expenses by division for the quarter to date vs. the projected quarter and for year to date vs. total budget.

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

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9881. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The Acting CFO presented charts for the month of October showing the capital budget for crossing and economic development projects and dollars committed to date for the projects. The charts also include 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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9882. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION (MARKET VALUE) AS OF OCTOBER, 31, 2008.

The Acting 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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9883. PUBLIC COMMENT ON ACTION ITEMS.

Chairperson Parkowski presented the following action items that were being considered and asked for public comment.

- Contract #DMB-08-03 2009-2010 Deck Resurfacing, DMB
- Close-out Contract #CMLF-07-07 Facility Painting
- Resolution 08-48 Approval of the Community Contribution Requests
- Resolution 08-49 Authorizing Authority Expenditures \$25,000 and over
- Resolution 08-50 Contract with Aloysius Butler & Clark for Advertising & Marketing Services
- Resolution 08-51 Declaring the Official Intent of the DRBA to Reimburse Itself from the Proceeds of Debt for Capital Expenditures and Costs of Issuance Temporarily Funded from Revenues or Other Sources
- Resolution 08-52 Relating to the Issuance & Award of DRBA Revenue Bonds, Refunding Series 2008
- Resolution 08-53 Adoption of the DRBA 2009 Operating Budget
- Resolution 08-54 Lease Agreement with SK Travel, LLC, New Castle Airport

There were no public comments.

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9884. SUMMARY OF AUTHORIZED CONTRACT PAYMENTS.

<u>Contractor</u>		<u>Payment</u>
DMB-08-01	Allied Painting, Inc.	\$ 163,006.20
DMB-08-02	Marinis Brothers, Inc.	\$ 185,011.87
DMB-07-02	Marinis Brothers, Inc.	\$ 79,561.91
DMB-07-01	Eastern Highway Specialists, Inc.	\$ 292,390.80
DMB-06-03	J.D. Eckman, Inc.	\$ 426,761.96
DMB-04-01	Mumford and Miller	\$1,405,568.88
CMLF-07-07	Walt's Professional Painting	\$ 100.00
NCA-04-01	Diamond Materials	\$ 7,788.00
NCA-06-02	Diamond Materials	\$1,003,396.05
CMA-07-02	K.E. Seifert, Inc.	\$ 134,484.66

* * * * *

9885. APPROVAL OF 2009-2010 DECK RESURFACING, DMB-CONTRACT #DMB-08-03

The Chief Operating Officer (COO) stated that a public bid opening was held on October 29, 2008 in which one bid was received. He recommended that the contract be awarded to the only responsive bidder, Eastern Highway Specialists, Inc. of Wilmington, DE in the total amount of \$1,822,000.00 (Base Bid \$905,500; Add Alternate \$916,500). The Projects Committee concurred with the recommendation of staff.

A motion to award Contract DMB-08-03 to the aforementioned bidder in the total amount of \$1,822,000.00 was made by Commissioner Favre, seconded by Commissioner Patterson, and unanimously approved by a roll call vote of 11-0.

* * * * *

9886. CONTRACT CLOSE-OUT: FACILITY PAINTING – CONTRACT #CMLF-07-07

On April 23, 2008 Contract No. CMLF-07-07, Facility Painting, was awarded to Walt's Professional Painting of Glenside, Pennsylvania for the bid price of \$42,875.00.

During the contract period, Change Order No.'s 1-3 were approved for the project.

1. September 1, 2008 Adjustments in quantities to reflect actual field conditions.
Add: \$6,500.00.

It is recommended that the Authority accept the project and make final payment to the contractor. The total price for this project is \$49,375.00.

A motion to close-out Contract CMLF-07-07 was made by Commissioner Simmerman, seconded by Commissioner Favre, and unanimously approved by a voice vote of 11-0.

* * * * *

9887. CHAIRPERSON'S CALL FOR ACTION ON THE RESOLUTIONS BEFORE THE BOAD

Vice-Chairperson Hogan, referring to Resolution 08-48, said that he is abstaining from The Hospitaller Brothers of St. John of God in Gloucester County due to his previous association with the organization.

Commissioner Simmerman asked if the Authority received any information on the commitment to Habitat for Humanity of New Castle County (HFHNCC). He stated that if the Commissioners are to go forward with the funding to the organization, New Jersey would temporarily allocate Delaware the dollars it needs to fulfill the 2008 obligation and that Delaware would reimburse New Jersey in 2009.

Deputy Executive Director Rainear stated that his department received an email from Kevin Smith, Executive Director of HFHNCC, regarding the balance of the commitment the Authority made to the Project.

A small discussion ensued. It was agreed that HFHNCC would be removed from the Resolution and discussed at the December Budget & Finance Committee meeting.

Commissioner Simmerman motioned to remove Habitat for Humanity of New Castle County from Resolution 08-48, seconded by Commissioner Smith, and approved by a roll call vote of 11-0.

* * * * *

RESOLUTION 08 - 48 APPROVAL OF COMMUNITY CONTRIBUTION REQUESTS.

WHEREAS, The Delaware River and Bay Authority (the "Authority") is a bi-state; and

WHEREAS, the Authority has developed a Community Contributions Policy which outlines the purpose of the program and process for consideration of requests; and

WHEREAS, the policy requires full board approval for any Community Contribution; and

WHEREAS; the Budget and Finance Committee met and approved Community Contributions for the month of November 08; and

NOW, THEREFORE, BE IT RESOLVED that the Authority hereby approves the following Community Contributions.

Community Contributions

New Jersey

The Hospitaller Brothers of St. John of God	\$ 5,000
Total	<u>\$ 5,000</u>

Delaware

Delaware Futures Incorporated	\$ 2,500
Total	<u>\$ 2,500</u>

Grand Total (New Jersey and Delaware)	<u>\$ 7,500</u>
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A motion to approve Resolution 08-48, as amended, was made by Commissioner Favre, seconded by Commissioner Patterson. With Commissioner Hogan abstaining on The Hospitaller Brothers of St. John of God, Resolution 08-48 was approved by a roll call vote of 11-0, except with the above noted abstention where such vote was 10 in favor and 1 abstention.

* * * * *

RESOLUTION 08-49 - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1 THROUGH DECEMBER 31, 2008.

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 1/1/08 THROUGH 12/31/08

VENDOR	SERVICE DESCRIPTION	DETERMINATION
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	Executive Search Firm/CHRO	Quotes
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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 table Resolution 08-49 was made by Commissioner Smith, seconded by Commissioner DeLanzo. A roll call vote was taken. Commissioners Lathem, DeLanzo, Dorn, Favre, Simmerman, Smith, Hogan and Parkowski voted in favor. Commissioners Hensley, Lowe and Patterson voted against. Resolution 08-49 failed due to the required number of votes from the Delaware Commissioners.

A motion was made by Commissioner Lowe to approve Resolution 08-49 as presented, seconded by Commissioner Patterson. Commissioners Hensley, Lathem, Lowe, Patterson, and Parkowski voted in favor. Commissioners DeLanzo, Dorn, Favre, Simmerman, Smith, and Hogan voting against. The motion failed by a roll call vote of 5-6.

* * * * *

RESOLUTION 08-50– AUTHORIZES A CONTRACT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND ALOYSIUS BUTLER & CLARK TO PROVIDE ADVERTISING AND MARKETING CONSULTING SERVICES

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is a bi-state Authority created by Compact for the purpose of owning, operating and controlling both Crossing and Non-Crossing facilities in the states of Delaware and New Jersey; and

WHEREAS, the Authority desires to procure professional advertising and marketing consulting services with an initial term of two years with three optional one-year renewals; and

WHEREAS, the Authority publicly advertised and issued a Request for Proposals (“RFP”) for the required advertising and marketing consulting services in compliance with Resolution 98-31 which governs the procedure for the procurement of professional services; and

WHEREAS, the Authority received and evaluated a total of six (6) proposals pursuant to the aforementioned requirements which resulted in a short-list of three (3) firms; and

WHEREAS, the Authority conducted oral interviews with the short-listed firms and Aloysius Butler & Clark was designated first on the preference list; and

WHEREAS, the Authority negotiated for services at compensation determined to be fair and reasonable, and in making such determination, conducted an analysis of the cost of the services in addition to considering the scope and complexity; and

WHEREAS, the Budget & Finance Committee reviewed the recommendation and concurs with the evaluation; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of an Advertising and Marketing Consulting Services Agreement with Aloysius Butler & Clark to provide such advertising and marketing consulting services and to have such agreement, upon advice and consent of counsel, executed by the Chairperson, Vice Chairperson and Executive Director.

Chairperson Parkowski stated that his daughter is employed with Aloysius Butler & Clark and stated that he will abstain from voting on Resolution 08-50.

A motion to approve Resolution 08-50 was made by Commissioner Dorn, seconded by Commissioner Simmerman. With Commissioner Favre voting no and Chairperson Parkowski abstaining, the motion was approved by a roll call vote of 9 yes, 1 no, and 1 abstention.

* * * * *

RESOLUTION 08-51 DECLARING THE OFFICIAL INTENT OF THE DELAWARE RIVER AND BAY AUTHORITY TO REIMBURSE ITSELF FROM THE PROCEEDS OF DEBT FOR CAPITAL EXPENDITURES AND COSTS OF ISSUANCE TEMPORARILY FUNDED FROM REVENUES OR OTHER SOURCES

BACKGROUND

WHEREAS, The Delaware River and Bay Authority (the “Authority”) was created as a body politic and an agency of government of the State of Delaware and the State of New Jersey, by virtue of Chapters 145 and 146, Volume 53, Laws of Delaware, approved by the Governor of the State of Delaware July 21, 1961, and Chapter 66 of the Pamphlet Laws of 1961 of the State of New Jersey, approved by the Governor of the State of New Jersey June 3, 1961 (said Chapters 145 and 146 and said Chapter 66 being hereinafter sometimes collectively called the “Original Enabling Legislation”), pursuant to which the State of Delaware and the State of New Jersey entered, subject to the consent of the Congress of the United States of America, into a compact (hereinafter sometimes called the “Original Compact”) creating the Authority; and

WHEREAS, the consent of the Congress of the United States of America was given to the States of Delaware and New Jersey to enter into the Original Compact by a Joint Resolution of the Congress, approved September 20, 1962 (Public Law 87-678, 87th Congress); and

WHEREAS, by virtue of Chapter 252, Volume 67, Laws of Delaware, approved by the Governor of the State of Delaware June 28, 1990, and Chapter 192 of the Pamphlet Laws of 1989 of the State of New Jersey, approved by the Governor of the State of New Jersey October 18, 1989 (said Chapter 252 and said Chapter 192, together with the Original Enabling Legislation being hereinafter sometimes collectively called the “Enabling Legislation”), the State of Delaware and the State of New Jersey entered, subject to the consent of the Congress of the United States of America, into certain amendments to the Original Compact (as so amended and as may be further amended from time to time hereinafter sometimes called the “Compact”); and

WHEREAS, the consent of the Congress of the United States of America was given to the State of Delaware and New Jersey to enter into the Compact by a Joint Resolution of the Congress, approved November 15, 1990 (Public Law 101-565, 101st Congress); and

WHEREAS, by virtue of the Compact and the Enabling Legislation, the Authority’s powers include authorization to plan, finance, develop, construct, purchase, lease, maintain, improve and operate crossings, including bridges, tunnels and ferries and all approaches thereto and connecting and service routes, between the State of Delaware and the State of New Jersey across the Delaware River or Bay at any location south of the boundary line between the State of Delaware and the Commonwealth of Pennsylvania as extended across the Delaware River to the New Jersey shore of said River; and

WHEREAS, the Authority owns, operates and maintains twin bridges spanning the Delaware River from a point between Pigeon Point near the City of Wilmington in the State of Delaware and New Castle in said State to a point near the Salem Canal in the State of New Jersey, together with their approaches, appurtenances and property; and

WHEREAS, the Authority also owns, operates and maintains a public ferry system across Delaware Bay between Cape May in the State of New Jersey and the Town of Lewes in the State of Delaware, including vessels, marine facilities, approaches and connecting and service routes and appurtenances and equipment incidental thereto; and

WHEREAS, the Authority desires to finance with the proceeds of debt the acquisition, construction, improvement, renovation, equipping and design of a portion of the projects

(collectively, the "Project") planned to be carried out as part of the [Five (5) Year Capital Improvement Program], approved by the Board of Commissioners of the Authority ("Board") on December 18, 2007, a copy of which is attached hereto as Exhibit "A" and made a part hereof; and

WHEREAS, the Authority has paid, beginning no earlier than September 5, 2008 and will pay, on and after the date hereof, certain expenditures (the "Expenditures") in connection with the Project; and

WHEREAS, the Authority has determined that those moneys previously advanced no earlier than September 5, 2008 and to be advanced on and after the date of the adoption of this Resolution to pay the Expenditures are available only for a temporary period, and it is necessary to reimburse the Authority for the Expenditures from the proceeds of one or more issues of tax-exempt bonds (the "Bonds"); and

WHEREAS, the Authority intends that this Resolution be determined to be a declaration of official intent under Treasury Regulations §1.150-2 promulgated under the Internal Revenue Code of 1986, as amended ("Code"); and

WHEREAS, the Authority will reimburse itself only for capital expenditures determined in accordance with the Code; and

WHEREAS, the Authority is not making this declaration of intent to reimburse as a matter of course or in amounts substantially in excess of the amounts expected to be necessary for the Project, and does not have a pattern of failure to reimburse actual original expenditures covered by prior declarations of intent to reimburse, if any;

NOW, THEREFORE, THE BOARD OF COMMISSIONERS OF THE DELAWARE RIVER AND BAY AUTHORITY HEREBY RESOLVE, AS FOLLOWS:

Section 1. Declaration of Official Intent. The Authority hereby declares its intent:

- (a) that the issuance of the Bonds for the Project by the Authority be in an aggregate principal amount reasonably expected not to exceed \$50,000,000;
- (b) that the Authority be reimbursed from the proceeds of the Bonds for the Expenditures with respect to the Project made on and after September 5, 2008 and the Authority reasonably expects on the date of the adoption of this Resolution that it will reimburse the Expenditures with the proceeds of the Bonds;
- (c) that this Resolution be determined to be a declaration of official intent under Treasury Regulations §1.150-2 promulgated under the Code; and
- (d) that the Authority will make a written allocation that evidences the Authority's use of proceeds of the Bonds to reimburse an Expenditure no later than 18 months after the later of the date on which the Expenditure is paid or the Project is placed in service or abandoned, but in no event more than three years after the date on which the Expenditure is paid.

Section 2. Effective Date. This Resolution shall take effect immediately upon its passage, subject to cancellation by the Governor of the State of Delaware or the Governor of the State of New Jersey within ten (10) business days of the receipt by the respective offices of the Governors of the minutes of the meeting at which this Resolution was adopted.

RESOLUTION 08-51 – EXHIBIT A

Five Year Capital Improvement Program PROJECTED PAY OUTS FOR YEARS (x \$1,000)

	2008	2009	2010	2011	2012	Total
DELAWARE MEMORIAL BRIDGE (DMB)	25,115	24,960	28,775	19,000	15,000	112,850
CAPE MAY-LEWES FERRY (CMLF)	7,735	9,800	9,140	12,000	21,375	60,050
THREE FORTS CROSSING (3 FORTS)	160	150	150	25	25	510
TOTALS	33,010	34,910	38,065	31,025	36,400	173,410

Delaware Memorial Bridge Projects

		PROJECTED PAY OUTS FOR YEARS (x \$1,000)					
		2008	2009	2010	2011	2012	Total
FY	ANNUAL PROJECTS						
A-1	Deck Resurfacing - DMB/Ove	1,000	1,000	1,100	1,100	1,200	5,400
A-2	Miscellaneous Steelwork Repa	50	500	1,000	1,000	1,000	3,550
A-3	Minor Capital Equipment - DN	600	600	600	600	600	3,000
A-4	Minor Capital Improvements/I	500	350	300	300	300	1,750
A-5	Miscellaneous GEC Services -	100	100	100	100	100	500
A-6	Toll Plaza Improvements/Elec	500	1,000	5,000	5,000	500	12,000
FY	PROJECTS						
02-1	Phase II - DE Appr., Wid., Re	500					500
05-1	Expansion Joint Rehabilitation	700					700
05-2	Misc. Steelwork/Elevator Rep	2,500	5,000	2,400			9,900
05-3	Phase III - DE Appr., Widenir	6,000	11,000	9,500			26,500
05-4	Phase IV - DE Appr., Widenir	25	100	1,400	4,000	7,500	13,025
06-1	Steelwork Full Overcoat Reha	2,600	2,000	2,500	2,500	1,600	11,200
07-1	I-295 Bridge Overpass Replac	6,200	1,000				7,200
08-1	Automation/Telecommunicati	2,000	500	500	500	850	4,350
08-2	Security Enhancements - DMB	75	75	75	100	100	425
08-3	Environmental Improvements/	15	85	250	250		600
08-4	Equipment Storage Building/V	300	700				1,000
08-5	Server Room Renovation	600					600
08-6	East Toll/Admin Building Ren	50	150	900			1,100
08-7	Traffic Management System -	800	200				1,000
09-1	Police Operations Center Upgrade - DMB	50	250				300
09-2	Cable Inspection - DMB		250	2,500	3,000		5,750
09-3	1st Structure Improvement Program - DMB		300	400	500	1,000	2,200
11-1	River Pier Rehabilitation - DMB				50	250	300
	TOTALS	25,115	24,960	28,775	19,000	15,000	112,850

Cape May-Lewes Ferry Projects

		PROJECTED PAY OUTS FOR YEARS (x \$1,000)					
		2008	2009	2010	2011	2012	Total
FY	ANNUAL PROJECTS						
A-1	Minor Capital Equipment - CN	300	300	300	300	300	1,500
A-2	Minor Capital Improvements/I	500	500	300	300	300	1,900
A-3	Miscellaneous Vessel Improve	2,000	1,500	1,500	1,500	1,500	8,000
A-4	Miscellaneous GEC Services -	75	75	75	75	75	375
FY	PROJECTS						
05-1	Rehabilitation of Approach Rd	1,200	2,100	300	100	1,500	5,200
05-2	Telecommunications Upgrade	575					575
06-1	Marine Master Plan - CMLF	100					100
06-2	Pier/Bulkhead Rehabilitation -	100	1,200	900			2,200
07-1	Security Enhancements - CMI	150	50	50	50	50	350
07-2	Dredge Disposal Site Upgrade	375					375
07-3	Dredging - CMLF	300	300	300	1,100	300	2,300
07-4	Dolphins/Misc. Fendering Imp	1,200	1,300				2,500
07-5	Toll Collection System (AFOS)	300					300
08-1	Police Operations Center Upg	50	250				300
08-2	Environmental Improvements/	10	25	115	200	200	550
08-3	Freeman Highway Bridge Reh	300	1,000	2,000			3,300
08-4	Passenger Loader Walkways -	50	350	1,700	1,700	1,700	5,500
08-5	Vehicle Storage/Maintenance	150	600	600	50	200	1,600
09-1	Food Service/Retail Point of Sale Systems C		250				250
10-1	Vessel Improvement Program (x2) - CMLF			400	600	9,000	10,000
10-2	New Vessels (x2) - CMLF			600	6,000	6,000	12,600
11-1	Transfer Bridges Rehabilitation and Repainting - CMLF				25	100	125
12-1	Parking and Staging Area Rehabilitation - Lewes					150	150
	TOTALS	7,735	9,800	9,140	12,000	21,375	60,050

<i>Cape May-Lewes Ferry Projects</i>		PROJECTED PAY OUTS FOR YEARS (x \$1,000)					
		2008	2009	2010	2011	2012	Total
FY	ANNUAL PROJECTS						
A-1	Minor Capital Equipment - CMLF	300	300	300	300	300	1,500
A-2	Minor Capital Improvements/	500	500	300	300	300	1,900
A-3	Miscellaneous Vessel Improve	2,000	1,500	1,500	1,500	1,500	8,000
A-4	Miscellaneous GEC Services -	75	75	75	75	75	375
FY	PROJECTS						
05-1	Rehabilitation of Approach Rd	1,200	2,100	300	100	1,500	5,200
05-2	Telecommunications Upgrade	575					575
06-1	Marine Master Plan - CMLF	100					100
06-2	Pier/Bulkhead Rehabilitation -	100	1,200	900			2,200
07-1	Security Enhancements - CMLF	150	50	50	50	50	350
07-2	Dredge Disposal Site Upgrade	375					375
07-3	Dredging - CMLF	300	300	300	1,100	300	2,300
07-4	Dolphins/Misc. Fendering Imp	1,200	1,300				2,500
07-5	Toll Collection System (AFOS)	300					300
08-1	Police Operations Center Upg	50	250				300
08-2	Environmental Improvements/	10	25	115	200	200	550
08-3	Freeman Highway Bridge Reh	300	1,000	2,000			3,300
08-4	Passenger Loader Walkways -	50	350	1,700	1,700	1,700	5,500
08-5	Vehicle Storage/Maintenance	150	600	600	50	200	1,600
09-1	Food Service/Retail Point of Sale Systems C	250					250
10-1	Vessel Improvement Program (x2) - CMLF			400	600	9,000	10,000
10-2	New Vessels (x2) - CMLF			600	6,000	6,000	12,600
11-1	Transfer Bridges Rehabilitation and Repainting - CMLF				25	100	125
12-1	Parking and Staging Area Rehabilitation - Lewes					150	150
	TOTALS	7,735	9,800	9,140	12,000	21,375	60,050

<i>Three Forts Crossing Projects</i>		PROJECTED PAY OUTS FOR YEARS (x \$1,000)					
		2008	2009	2010	2011	2012	Total
FY	ANNUAL PROJECTS						
A-1	Miscellaneous Capital Improv	160	25	25	25	25	260
FY	PROJECTS						
09-1	Floating Dock Replacement - Delaware City	125	125				250
	TOTALS	160	150	150	25	25	510

A motion to approve Resolution 08-51 was made by Commissioner Patterson, seconded by Commissioner Simmerman, and approved by a roll call vote of 11-0.

* * * * *

RESOLUTION 08-52 (Formerly 08-42) - RELATING TO THE ISSUANCE AND AWARD OF THE DELAWARE RIVER AND BAY AUTHORITY REVENUE BONDS, REFUNDING SERIES 2008.

WHEREAS, The Delaware River and Bay Authority (the “Authority”) was created as a body politic and an agency of government of the State of Delaware and the State of New Jersey, by virtue of Chapters 145 and 146, Volume 53, Laws of Delaware, approved by the Governor of the State of Delaware July 21, 1961, and Chapter 66 of the Pamphlet Laws of 1961 of the State of New Jersey, approved by the Governor of the State of New Jersey June 3, 1961 (said Chapters 145 and 146 and said Chapter 66 being hereinafter sometimes collectively called the “Original Enabling Legislation”), pursuant to which the State of Delaware and the State of New Jersey entered, subject to the consent of the Congress of the United States of America, into a compact (hereinafter sometimes called the “Original Compact”) creating the Authority; and

WHEREAS, the consent of the Congress of the United States of America was given to the States of Delaware and New Jersey to enter into the Original Compact by a Joint Resolution of the Congress, approved September 20, 1962 (Public Law 87-678, 87th Congress); and

WHEREAS, by virtue of Chapter 252, Volume 67, Laws of Delaware, approved by the Governor of the State of Delaware June 28, 1990, and Chapter 192 of the Pamphlet Laws of 1989 of the State of New Jersey, approved by the Governor of the State of New Jersey October 18, 1989 (said Chapter 252 and said Chapter 192, together with the Original Enabling Legislation being hereinafter sometimes collectively called the “Enabling Legislation”), the State of Delaware and the State of New Jersey entered, subject to the consent of the Congress of the United States of America, into certain amendments to the Original Compact (as so amended and as may be further amended from time to time hereinafter sometimes called the “Compact”); and

WHEREAS, the consent of the Congress of the United States of America was given to the State of Delaware and New Jersey to enter into the Compact by a Joint Resolution of the Congress, approved November 15, 1990 (Public Law 101-565, 101st Congress); and

WHEREAS, by virtue of the Compact and the Enabling Legislation, the Authority's powers include authorization to plan, finance, develop, construct, purchase, lease, maintain, improve and operate crossings, including bridges, tunnels and ferries and all approaches thereto and connecting and service routes, between the State of Delaware and the State of New Jersey across the Delaware River or Bay at any location south of the boundary line between the State of Delaware and the Commonwealth of Pennsylvania as extended across the Delaware River to the New Jersey shore of said River; and

WHEREAS, the Authority owns, operates and maintains twin bridges spanning the Delaware River from a point between Pigeon Point near the City of Wilmington in the State of Delaware and New Castle in said State to a point near the Salem Canal in the State of New Jersey, together with their approaches, appurtenances and property; and

WHEREAS, the Authority also owns, operates and maintains a public ferry system across Delaware Bay between Cape May in the State of New Jersey and the Town of Lewes in the State of Delaware, including vessels, marine facilities, approaches and connecting and service routes and appurtenances and equipment incidental thereto; and

WHEREAS, the Authority entered into a Trust Agreement (the "Trust Agreement") and Supplemental Trust Agreement Number 1, each dated as of October 1, 1993, with Wilmington Trust Company, as Trustee, and issued and secured thereunder its \$123,755,000 Revenue Bonds, Series 1993 (the "1993 Bonds"), to: (i) defease certain outstanding indebtedness with respect to the Authority's outstanding revenue bonds originally issued in the aggregate principal amount of \$103,000,000 (the "Prior Bonds") and the defeasance of the trust agreement, dated as of January 1, 1964, pursuant to which the Prior Bonds were issued and (ii) finance the costs of certain Additional Facilities; and

WHEREAS, the Authority entered into Supplemental Trust Agreement Number 2, dated as of August 1, 1996, with the Trustee and issued and secured thereunder its \$67,065,000 Revenue Bonds, Series 1996 (the "1996 Bonds"), for the purpose of financing the costs of certain Additional Facilities; and

WHEREAS, the Authority entered into Supplemental Trust Agreement Number 3, dated as of June 1, 2000, and Supplemental Trust Agreement Number 4, dated as of August 1, 2000 (the "4th Supplemental Agreement"), with the Trustee and issued and secured thereunder its \$98,755,000 Revenue Bonds, Series 2000A (the "2000A Bonds"), and \$30,000,000 Revenue Bonds, Series 2000B (the "2000B Bonds"), respectively, for the purpose of financing the costs of certain Additional Facilities; and

WHEREAS, the Authority entered into Supplemental Trust Agreement Number 5, dated as of January 1, 2003, with the Trustee and issued and secured thereunder its \$76,300,000 Revenue Bonds, Series 2003 (the "2003 Bonds"), for the purpose of financing the costs of certain Additional Facilities; and

WHEREAS, the Authority entered into Supplemental Trust Agreement Number 6, dated as of September 1, 2004, with the Trustee and issued and secured thereunder its \$53,670,000 Revenue Bonds, Refunding Series 2004 (the "2004 Bonds"), for the purpose of refunding a portion of the 1993 Bonds and 1996 Bonds; and

WHEREAS, the Authority entered into Supplemental Trust Agreement Number 7, dated as of March 1, 2005, with the Trustee and issued and secured thereunder its \$180,215,000 Revenue Bonds, Refunding Series 2005 (the "2005 Bonds"), for the purpose of refunding all or a portion of its 1993 Bonds, 1996 Bonds, 2000A Bonds and 2003 Bonds; and

WHEREAS, the Authority has determined, after consultation with its financial advisor, that market disruptions, related in part to the downgrade in the financial strength and financial enhancement ratings of Ambac Assurance Corporation, which issued a municipal bond insurance policy insuring the payment, when due, of the principal and interest on the 2000B Bonds, have substantially increased the debt service costs of the 2000B Bonds; and

WHEREAS, the Authority's staff, after consultation with its Financial Advisor, has negotiated the terms of a commitment letter (the "Commitment Letter") with T.D. Bank, N.A. (d/b/a "Commerce Bank"), and the terms thereof, to issue a direct pay letter of credit to support up to \$30,000,000 principal amount of bonds of the Authority to refund the 2000B Bonds and, in the alternative, should the issuance of the Bonds hereinafter mentioned fail to close on or before the redemption date, a temporary loan in the amount of \$30,000,000 to pay the principal of the 2000B Bonds on their redemption date; and

WHEREAS, the Authority has determined, after consultation with its financial advisor, that the Authority may reduce its debt service costs attributable to the 2000B Bonds through a current refunding of 2000B Bonds; and

WHEREAS, there have been presented at this meeting copies of forms of the following documents relating to the issuance of the Bonds hereinafter mentioned:

(a) Supplemental Trust Agreement Number 8 (the "8th Supplemental Agreement") between the Authority and the Trustee, the provisions of which relate to the issuance of and security for the Bonds;

(b) the Bond Purchase Agreement (the "Bond Purchase Agreement") between the Authority and Citigroup Global Markets Inc., as underwriter (the "Underwriter");

(c) the Remarketing Agreement (the "Remarketing Agreement") between the Authority and Citigroup Global Markets Inc. (in such capacity, the "Remarketing Agent");

(d) the Reimbursement Letter of Credit Agreement (the "Reimbursement Agreement") between the Authority and T.D. Bank, N.A., as the initial Credit Facility Provider, pursuant to which the initial Credit Facility Provider will deliver its irrevocable, direct-pay letter of credit (initially, the "Credit Facility") on the date of issuance of the Bonds; and

(e) the Official Statement (the "Official Statement") relating to the Bonds.

NOW, THEREFORE, THE COMMISSIONERS OF THE DELAWARE RIVER AND BAY AUTHORITY HEREBY RESOLVE, as follows:

Section 1. *Definitions.* Capitalized words and terms used in this Resolution and not defined herein shall have the same meanings in this Resolution as such words and terms are given in the Trust Agreement or the 8th Supplemental Agreement.

Section 2. *Authorization of the Bonds.* Pursuant to the authority granted to it by the Compact, the Authority hereby authorizes the issuance of The Delaware River and Bay Authority Revenue Bonds, Refunding Series 2008 (the "Bonds") in an aggregate principal amount of \$30,000,000, consisting of Current Interest Bonds that shall be initially issued as Variable Rate Bonds, Optional Tender Bonds and Term Bonds, bearing interest at a Weekly Interest Rate (as defined in the 8th Supplemental Agreement) and shall be dated the date of their delivery and mature, subject to prior redemption as provided in Section 3 hereof, on January 1, 2030, all as determined by the unanimous agreement of the Chairperson, Vice Chairperson and Chairperson of the Board's Budget and Finance Committee (collectively, the "Delegates") prior to the execution of the Bond Purchase Agreement.

Section 3. *Redemption Provisions.* The Bonds shall be subject to optional and mandatory tender, purchase in lieu of redemption, mandatory sinking fund and optional redemption at such times, upon such terms and conditions, and at such prices, all as further described in the form of the form of the 8th Supplemental Agreement presented at this meeting.

Section 4. *Approval of Forms of Documents.* The forms, terms and provisions of the 8th Supplemental Agreement, the Bond Purchase Agreement, the Remarketing Agreement, and the Reimbursement Agreement are hereby approved in all respects, and the Authority Representatives (hereinafter defined) are each hereby authorized and directed to execute and deliver the 8th Supplemental Agreement, the Bond Purchase Agreement, the Remarketing Agreement, and the Reimbursement Agreement in substantially the forms presented to this meeting together with such changes, modifications and deletions as such Authority Representatives, with the advice of Authority counsel, may deem necessary and appropriate; such execution and delivery shall be conclusive evidence of the approval and authorization thereof by the Authority.

Section 5. *Execution of the Bonds.* The Chairperson and the Secretary are hereby authorized and directed to execute by facsimile signature, and to deliver to the Bond Registrar, for authentication on behalf of the Authority, the Bonds in definitive form, which shall be in substantially the form contained in the 8th Supplemental Agreement together with such changes, modifications and deletions as they, with the advice of Authority counsel, may deem necessary and appropriate and consistent with the Trust Agreement and the 8th Supplemental Agreement; such execution and delivery shall be conclusive evidence of the approval and authorization thereof by the Authority.

Section 6. *Authorization of Delegates to Award the Bonds.* The Authority hereby authorizes the Delegates by unanimous agreement to award the Bonds, bearing interest initially at a Weekly Interest Rate determined in accordance with the provisions of the 8th Supplemental Agreement, to the Underwriter in accordance with the terms of the Bond Purchase Agreement at a purchase price of par, and to pay the Underwriter compensation, not to exceed \$65,500 for its services in connection with the offering of the Bonds, all as determined by the unanimous agreement of the Delegates.

Section 7. *Authentication and Delivery of the Bonds.* Upon their execution in the form and manner set forth in the 8th Supplemental Agreement, the Bonds shall be deposited with the Bond Registrar for authentication, and the Bond Registrar is hereby authorized and directed to authenticate and, upon due and valid execution and acceptance of the Bond Purchase Agreement and the 8th Supplemental Agreement, by the proper parties thereto, the Trustee shall cause the Bond Registrar to deliver the Bonds for the account of the Underwriter at The Depository Trust Company, New York, New York against payment therefor in accordance with and subject to the provisions of Section 210 of the Trust Agreement.

Section 8. *Offering Document.* The form of Official Statement is hereby approved and an Authority Representative is hereby authorized to execute the Official Statement in substantially the form of presented at this meeting, together with such changes, modifications and deletions as such Authority Representative, with the advice of Authority counsel, may deem necessary or appropriate; and such execution shall be conclusive evidence of the approval thereof by the Authority; and the Authority hereby approves and authorizes the distribution and use of copies of the Official Statement, the Trust Agreement and the 8th Supplemental Agreement by the Underwriter in connection with the sale and marketing of the Bonds.

Section 9. *Certain Appointments.* Pursuant to the Trust Agreement and the 8th Supplemental Agreement, the Authority hereby makes the following appointments:

(a) as Paying Agent and Bond Registrar for the Bonds, Wilmington Trust Company, which is also Trustee under the Trust Agreement and the 8th Supplemental Agreement and

(b) as Tender Agent for the Bonds, Wilmington Trust Company; and

(c) as Remarketing Agent for Bonds, Citigroup Global Markets Inc.

Section 10. *Application of Bond Proceeds; Redemption of 2000B Bonds.* The proceeds of the 2008 Bonds shall be applied in accordance with the terms of the 8th Supplemental Agreement. In addition, concurrently with the delivery of the 2008 Bonds, the Authority Representatives are authorized (a) to direct the Trustee to transfer amounts from the Debt Service Fund deposited to the credit of the Debt Service Fund for the payment of interest on the 2000B Bonds to pay accrued interest thereon to their redemption date and (b) to withdraw from the General Fund such amounts as are necessary to (i) deposit to the Debt Service Reserve Fund, such amount, if any, as determined by an Authority Representative to be necessary, but not more than required in order that such amount, when added to the amounts already on deposit in the Debt Service Reserve Fund, will make the total amount held for the credit of the Debt Service Reserve Fund equal to the Debt Service Reserve Fund Requirement and (ii) pay the costs of issuing the 2008 Bonds, including, but not limited to, the fees and expenses of the initial Credit Facility Provider, the Bond Registrar, the Rating Services rating the 2008 Bonds, the consultants, advisors and counsel to the Authority.

Section 11. *Authority Representatives.* The Chairperson, Vice Chairperson, Chairperson of the Board's Budget and Finance Committee and Executive Director are each hereby appointed "Authority Representatives" with full power to carry out the duties set forth herein and therein.

Section 12. *Authority of Authority Representatives.* The Authority Representatives are each authorized and directed (without limitation except as may be expressly set forth herein) to take such action and to execute and deliver any such documents, certificates, undertakings, agreements or other instruments as they, with the advice of Authority counsel, may deem necessary or appropriate to effectuate the transactions contemplated by this Resolution, the Trust Agreement, the 8th Supplemental Agreement, the Bond Purchase Agreement, the Remarketing Agreement, the Reimbursement Agreement, and the Official Statement. The Authority Representatives are each authorized and directed to take such action and to deliver such notices as are required to cause the 2000B Bonds to be called for redemption. In particular, the Authority Representatives are authorized to call to the 2000B Bonds for redemption in accordance with the provisions of Section 2.7(c) of the 4th Supplemental Agreement on the scheduled delivery date of the Bonds as may be fixed by the Delegates, and to direct the Trustee to give the required notice of redemption in accordance with the provisions of Section 2.9 of the 4th Supplemental Agreement.

Section 13. *Delegates' Certificate.* The Delegates shall execute a Certificate evidencing the determinations made or other actions carried out by their unanimous agreement pursuant to the authority granted in this Resolution, and any such Certificate shall be conclusive evidence of the actions or determinations as stated therein.

Section 14. *Ratification of Terms of Commitment Letter; Contingent Approval of Temporary Loan.* The terms of the Commitment Letter and the transactions contemplated thereby are hereby approved and ratified, and its solicitation, execution and delivery by an Authority Representative, by and on behalf of the Authority, is hereby ratified. If, for any reason, the Bonds are not issued on or before the redemption date for the 2000B Bonds, the Temporary Loan, with the substantially the terms and conditions set forth in the Commitment Letter, is hereby approved. An Authority Representative is hereby authorized to execute such documents as are necessary to document the Temporary Loan.

Section 15. *Effective Date.* This Resolution shall take effect immediately upon its passage, subject to cancellation by the Governor of the State of Delaware or the Governor of the State of New Jersey within ten (10) business days of the receipt by the respective offices of the Governors of the minutes of the meeting at which this Resolution was adopted.

A motion to approve Resolution 08-52 was made by Commissioner Patterson, seconded by Commissioner Simmerman, and unanimously approved by a roll call vote of 11-0.

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RESOLUTION 08-53 - ADOPTION OF THE DELAWARE RIVER AND BAY AUTHORITY'S 2009 OPERATING BUDGET

WHEREAS, Section 505 of the Trust Agreement, dated October 1, 1993, requires that The Delaware River and Bay Authority (the "Authority") adopt a budget for the ensuing fiscal year; and

WHEREAS, the proposed operating expenses for FY2009, excluding the Airports division, are \$71,283,733; and

WHEREAS, the budget includes funds for salaries and wages of Authority personnel, and materials and services for Authority activities; and

WHEREAS, for FY2009, interest on outstanding bonds is currently approximately \$14,391,780, and amortization of principal will be \$8,020,000 for total debt service of approximately \$22,411,780; and

WHEREAS, the amount to be deposited to the credit of the Reserve Maintenance Fund with respect to Crossing Facilities shall be \$175,000 per month or \$2,100,000 for FY2009; and

WHEREAS, the projected revenue of the Authority for FY2009, excluding the Airports division, is approximately \$104,984,153 resulting in a debt service coverage of 1.51x, meeting the toll covenant; and

WHEREAS, the proposed operating budget for the Airports division operated by the Authority is \$6,049,748; and

WHEREAS, the Budget and Finance Committee has conducted publicly advertised hearings and meetings on the proposed 2009 Operating Budget; and

WHEREAS, the Budget and Finance Committee has developed, reviewed, and approved the proposed 2009 Operating Budget and recommends its adoption to the Board of Commissioners; and

NOW, THEREFORE, BE IT RESOLVED, that the Commission hereby adopts an operating budget of \$71,283,733 for the Bridge, Ferry, Food Services, Three Forts Crossing, Police, and Administration Divisions, and a budget of \$6,049,748, for the Airports division operated by the Authority for a total of \$77,333,481 for FY2009, and authorizes the Executive Director to exercise the approved management discretion and spend within the approved FY2009 budget.

A motion to table Resolution 08-53 was made by Commissioner Simmerman, seconded by Commissioner Smith, and unanimously approved by a roll call vote of 11-0.

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RESOLUTION 08-54 - AMENDING RESOLUTION 08-29 - LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND SK TRAVEL L.L.C.

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

WHEREAS, the Authority Commissioners approved Resolution 08-29 authorizing the Executive Director to finalize Lease Agreements for a 25% and a 33% share of 9 DRBA Way with SK Travel LLC ("SK Travel") at the Airport; and

WHEREAS, Resolution 08-29 stated that SK Travel would have the option to terminate the 25% Lease Agreement upon sixty (60) days written notice; and

WHEREAS, SK Travel shall instead have the option to terminate the 25% Lease Agreement upon forty-five (45) days prior written notice; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of the 25% Lease Agreement with SK Travel 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 08-54 was made by Commissioner Smith, seconded by Commissioner Lowe, and unanimously approved by a roll call vote of 11-0.

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9888. COMMISSIONERS PUBLIC FORUM

Chairperson Parkowski asked if any members of the public would like to address the Commissioners.

Elder Tyrone Johnson, 2nd VP of IMAC, addressed the Commissioners. He stated that he was grateful with the work that has been done with the DBE and thanked Commissioners Lathem and Dorn for their efforts. He addressed the Commissioners on issues of pay parity, advancement for minorities and women and the unfair and hostile treatment of minority employees. His comments were written in a letter and distributed to the Commissioners. Elder Johnson congratulated Commissioner Dorn on his reappointment to the Board.

Chairperson Parkowski stated that these issues were raised before and that progress is being made in the area of the minority-owned business contracting process. He spoke about positive changes in the Authority since he has been there such as the implementation of a merit based pay system and hiring practices. The Chairperson noted that staff and the Commissioners spent a lot of time putting together responses to IMAC's allegations.

Vice-Chairperson Hogan stated that New Jersey Commissioners are committed to diversity and employing qualified minority and women. He said that these are financially unprecedented times and that the Commissioners and staff are trying to address serious budgetary concerns, which may impact the Authority's ability to increase diversity within the; DRBA workforce.

Commissioner Dorn stated that everyone is working together to see that there are opportunities for all.

Reverend Dr. Ward Grier, President of IMAC, spoke. He said that these are difficult times for the Authority but more difficult for people represented by his organization. He said that there is still work to be done

Charity Irving, former temporary employee, spoke. She said that she has not seen much progress regarding discrimination since she spoke before the Commissioners six months ago. Ms. Irving said that she will be an advocate voice.

Chairperson Parkowski read a letter from New Jersey Governor Jon Corzine confirming Commissioner Dorn's reappointment to the Board of Commissioners.

Commissioner Dorn was given the Oath of Allegiance by Chairperson Parkowski and Vice-Chairperson Hogan.

Commissioner Patterson suggested the Public Hearing on the Budget be scheduled during the Budget & Finance Committee meeting on December 1, 2008.

Chairperson Parkowski stated that much is being done to maintain the Community Contributions budget and hopefully there will be a resolution shortly.

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There being no further business, a motion to adjourn was made by Commissioner Patterson, seconded by Commissioner Favre, and unanimously carried.

The meeting was adjourned 11:15 a.m.

Respectfully submitted,

THE DELAWARE RIVER AND BAY AUTHORITY

Thomas A. Pankok
Secretary