

MINUTES OF MEETING
THE DELAWARE RIVER AND BAY AUTHORITY
Tuesday, May 15, 2012
James Julian Boardroom
Delaware Memorial Bridge Plaza
New Castle, Delaware 19720

The meeting convened at 11:15 a.m. with Chairperson Lowe presiding.

The opening prayer was given by Commissioner Dorn, followed by the Pledge of Allegiance led by the Executive Director.

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.

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Commissioners from Delaware

Commissioners from New Jersey

PRESENT

William E. Lowe, Chairperson
Richard W. Downes
Samuel E. Lathem
Terry C. Murphy
Gary F. Traynor (via phone)

James N. Hogan, Vice-Chairperson
Edward W. Dorn

Ceil Smith
Douglas Van Sant

ABSENT

Niels Favre

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Chairperson Lowe noted Commissioner Downes schedule requires him to leave the meeting early and called for an amendment to the Agenda to bring all the action items to the floor before his departure. With a unanimous voice vote of 9-0, the Agenda was amended to discuss and take action on Resolutions 12-15, 12-16, 12-17, and 12-18.

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10526. PUBLIC COMMENT ON ACTION ITEMS

The Chairperson noted the following action items that were being considered and asked for public comment.

- Resolution 12-15 Authorizes Expenditures Over \$25,000
- Resolution 12-16 Authorizes a Contract with Saul Ewing, LLP to Provide Bond Counsel Services
- Resolution 12-17 Concession Agreement with Rental Car Providers at the Civil Air Terminal
- Resolution 12-18 Authorizes and Adopts a Prevailing Wage Policy For All Authority Funded Capital Projects in Excess of Two Million Dollars for a Term of Three (3) Years.

There were no public comments.

10527. CHAIRPERSON'S CALL FOR RESOLUTIONS BEFORE THE BOARD

**RESOLUTION 12-15 - AUTHORIZING AUTHORITY EXPENDITURES
PURSUANT TO RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1, 2012
THROUGH DECEMBER 31, 2012**

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 1/1/12 THROUGH 12/31/12

VENDOR	SERVICE DESCRIPTION	DETERMINATION	APPROX. ESTIMATED \$
Roorks Farm Supply, Inc.	Five (5) replacement front mount mowers	Public Bid	\$90,000
Mall Chevrolet	Four (4) replacement police vehicles	State Contract	\$100,000
Zone Striping, Inc.	Thermoplastic and Epoxy Paint Pavement Markings for the Delaware Memorial Bridge and Approach Roads	Quotes	\$47,000

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 12-15 was made by Commissioner Downes, seconded by Commissioner Murphy, and unanimously approved by a roll call vote of 9-0.

Resolution 12-15 Executive Summary Sheet

Resolution: Authorizing Authority Expenditures Pursuant to Resolution 01-84 for the period, January 1, 2012 through December 31, 2012.

Committee: Budget & Finance

Committee Date: May 15, 2012

Board Date: May 15, 2012

Purpose of Resolution:

Authorizes the expenditure of \$25,000 or greater with the identified vendors for the 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:

Front Mount Mowers:

The DRBA evaluates its vehicles and equipment for replacement according to

written replacement criteria. The average useful life of commercial front mount mowers is four (4) years. The DRA evaluates the condition of each mower on a case by case basis. All five of the mowers being replaced are more than 4 years old and have exceeded their useful life.

Police Vehicles:

The DRBA evaluates its vehicles and equipment for replacement according to written replacement criteria. The average useful life of DRBA police cars is five (5) years or in excess of 120,000 miles. All four (4) of the police cars being replaced are more than five (5) years old, in excess of 120,000 miles and have exceeded their useful life.

Pavement Markings:

The DRBA evaluates the condition of the DMB pavement markings annually including the bridge structures, toll complex and roadways. The reflectivity of the pavement markings decreases with age due to wear from traffic and typically the markings require refreshing on an approximate five year cycle. The areas proposed for refreshing are either at the end of their useful life or were removed due to recently completed construction improvements.

The scope of work associated with this pavement marking proposal includes refreshing both edge lines and all skips on Structure I, centerline skips only on Structure II, all markings in the vicinity of the toll plaza, and edge line and skips on I-295 SB to US 13.

Background for Determination categories:

Public Bid:

Public Bid items indicate purchases that will be made after the receipt of public bids in accordance with the requirements of Resolution 98-31.

Quotes:

Quotes items are purchases that are anticipated to be between \$25,000 and \$49,999 for the year for which the Authority has solicited written quotes. Resolution 98-31 (paragraph 4) provides that purchases “more than \$25,000 but less than \$50,000 in the aggregate require the solicitation of three written quotes or all available sources, whichever is less...”

State Contracts:

Resolution 98-31, as amended by Resolution 11-36 (paragraph 2, subsection a) provides that “[t]his [competitive bidding] 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.

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RESOLUTION 12-16 – AUTHORIZES A CONTRACT BETWEEN THE AUTHORITY AND SAUL EWING, LLP TO PROVIDE BOND COUNSEL SERVICES

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 owns, operates and controls both Crossing and non-Crossing facilities (the “Facilities”); and

WHEREAS, the ownership and operation of the Crossing facilities requires the issuance of debt from time to time to fund capital improvements; and

WHEREAS, the Authority and its staff monitor conditions in the debt markets to determine if any savings could be achieved by refinancing any currently outstanding debt; and

WHEREAS, the Authority desires to retain a qualified law firm to act as Bond Counsel providing legal advisory services relating to proposed new money issuances and/or the refinancing of outstanding Authority debt; and

WHEREAS, the term of such services is for two (2) new money and/or debt refunding issuances, but in no event longer than five (5) years; and

WHEREAS, the Authority publicly advertised and issued a Request for Proposal (RFP) for the required legal services in compliance with Resolution 98-31, as amended by Resolution 09-52, which governs the procedure for the procurement of professional services; and

WHEREAS, the Authority received six (6) proposals; and

WHEREAS, the Authority evaluated the proposals pursuant to the aforementioned requirements; and

WHEREAS, the Authority short-listed three (3) firms and conducted oral interviews; and

WHEREAS, Saul Ewing, LLP (“Saul Ewing”) was designated first on the preference list; and

WHEREAS, the Authority’s Budget and Finance Committee reviewed the recommendation and concurs with the evaluation; and

NOW, THEREFORE, BE IT RESOLVED, the Executive Director is hereby authorized to finalize the terms and conditions of a contract with Saul Ewing to provide Bond Counsel services and have such Agreement, upon the review and advice of counsel, executed by the Chairperson, Vice Chairperson and Executive Director.

A motion to approve Resolution 12-16 was made by Commissioner Dorn, seconded by Commissioner Smith, and approved by a roll call vote of 9-0.

Resolution 12-16 Executive Summary Sheet

Resolution: Authorizing the Authority to enter into an agreement with Saul Ewing, LLP (“Saul Ewing”) to provide Bond Counsel Services.

Committee: Budget & Finance Committee

Committee Date: May 15, 2012

Board Date: May 15, 2012

Purpose of Resolution: The Authority utilizes a combination of cash and debt to fund its capital improvement program. In 2012, the Authority intends to issue new debt in order to continue the funding of the approved CIP. The Authority has selected Saul Ewing to provide legal advisory services relating to proposed new money issuances and/or the refinancing of outstanding Authority debt issuances.

Background for Resolution: The proposed Resolution meets the requirements of Resolution 98-31, as amended by Resolution 09-52, to procure and award professional services.

The Authority received six (6) written proposals; and short-listed and conducted oral interviews with three (3) of the firms as indicated the by the “*” below:

Ballard Spahr, LLP
Cozen O’Conner
McManimon & Scotland, LLP
Saul Ewing, LLP*
Sidley Austin, LLP*
Squire Sanders*

Saul Ewing was the first ranked firm following the oral interviews. The Authority compared their rates with the rates of the other short-listed proposers, determined that the rates were fair and reasonable and with the advice of counsel negotiated a fair and reasonable agreement.

The term of such services is for two (2) new money and/or debt refunding issuances, but in no event longer than five (5) years.

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RESOLUTION 12-17 - CONCESSION AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND RENTAL CAR PROVIDERS AT THE CIVIL AIR TERMINAL

WHEREAS, The Delaware River and Bay Authority (the “Authority”), is the operator of the Civil Air Terminal at the Dover Air Force Base; and

WHEREAS, the Civil Air Terminal is highly utilized during two peak periods during the year for NASCAR events (“Race Week) in the area; and

WHEREAS, during Race Week a high volume of rental cars are utilized; and

WHEREAS, the Authority makes parking spaces for vehicles and counter space in the terminal available to rental car companies that provide enhanced customer services; and

WHEREAS, rental car companies interested in utilizing space at the Civil Air Terminal must execute a Concession Agreement; and

WHEREAS, the term of these agreements shall be three (3) years; and

WHEREAS, the rate charged for the use of the Civil Air Terminal facilities during Race Week shall be 10% of the Gross Receipts of the event; and

WHEREAS, the following is a list of entities that currently expressed a desire to enter into the above mentioned Concession Agreements.

1. Spallco Car Rental
2. Enterprise Rent a Car
3. Hertz Local Edition
4. Avis Rent a Car System, LLC
5. Budget Rent a Car System, Inc.
6. Kent Rental Company

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of such concession agreement with, but not limited to, the entities listed above 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 12-17 was made by Commissioner Murphy, seconded by Commissioner Smith, and approved by a roll call vote of 9-0.

Resolution 12-17 Executive Summary

Resolution: Authorizing the Execution of Concession Agreements between the Delaware River and Bay Authority and various rental car providers at the Civil Air Terminal at the Dover Air Force Base (CAT)

Committee: Budget & Finance

Committee Date: May 15, 2012

Board Date: May 15, 2012

Purpose of Resolution:

To permit the Executive Director, Chairman and Vice Chairman to execute and deliver concession agreements for rental car providers at the CAT.

Background for Resolution:

The Delaware River and Bay Authority operates the CAT. Twice a year Dover Downs Raceway hosts a NASCAR event in Dover. The CAT is the main point of arrival and departure for race teams and sponsors to the Dover area. During each event the CAT parks approximately 400 rental vehicles to support these arrivals and departures.

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RESOLUTION 12-18 - AUTHORIZES AND ADOPTS A PREVAILING WAGE POLICY FOR ALL AUTHORITY FUNDED CAPITAL PROJECTS IN EXCESS OF TWO MILLION DOLLARS FOR A TERM OF THREE (3) YEARS

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is a bi-state Public Authority created by Compact for the purpose of owning and operating both Crossing and non-Crossing facilities (the “Facilities”); and

WHEREAS, the Authority currently incorporates prevailing wage requirements in all Authority projects receiving Federal or State funding; and

WHEREAS, the Authority previously adopted a prevailing wage policy for a series of one and two-year trial periods via Resolutions 04-17, 05-10, 07-18, 9-22 and 11-02, for all Authority-funded capital projects in excess of Two Million (\$2,000,000) Dollars, the final trial period extended through March 2012; and

WHEREAS, the Authority’s practice in implementing said prevailing wage policy (“Prevailing Wage Policy”) is to utilize the higher of the state (New Jersey or Delaware) or federal prevailing wage rates for each job classification; and

WHEREAS, in addition to experience gained during the aforesaid trial periods, the Authority has looked to the experience of other contracting units in New Jersey and Delaware along with other bi-state agencies with respect to policies implementing prevailing wage policies; and

WHEREAS, said experience supports the establishment of a reasonable threshold to the application of prevailing wage in capital projects, it being recognized that the application of prevailing wage in contracts of lesser value may limit the pool of interested, responsible bidders on such projects; and

WHEREAS, the Authority supports the implementation of prevailing wage to Authority funded capital projects but subject to a reasonable threshold necessary to maximize bidder participation and preserve open and full competition in projects of smaller scale;

WHEREAS, the Authority desires to adopt a prevailing wage policy for all Authority-funded capital projects in excess of Two Million (\$2,000,000) Dollars for a term of three (3) years.

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director, working with the advice and consent of Counsel, is hereby authorized and directed to hereafter incorporate the Prevailing Wage Policy into contract specification documents for all Authority-funded capital projects in excess of Two Million (\$2,000,000) Dollars for a term of three (3) years, which will expire on May 31, 2015.

A motion to approve Resolution 12-18 was made by Commissioner Smith, seconded by Commissioner Dorn. With Commissioner Traynor voting no, Resolution 12-18 was approved by a roll call vote of 8-1.

Resolution 12-18 Executive Summary

Resolution: Authorizes and Adopts a Prevailing Wage Policy for All Authority-funded Capital Projects in Excess of Two Million Dollars for a Term of Three (3) years.

Committee: Projects Committee

Committee Date: May 15, 2012

Board Date: May 15, 2012

Purpose of Resolution:

To authorize a prevailing wage policy for all Authority-funded capital projects in excess of \$2 million for a 3-year term, which will expire on May 31, 2015.

Background for Resolution:

Since 2004, the Authority has adopted a prevailing wage policy on a trial basis via Resolutions 04-17, 05-10, 07-18, 09-22 and 11-02 for all Authority-funded capital projects in excess of \$2 million. Based on experience gained during these trial periods, together with review of the experience of other contracting units in New Jersey and Delaware and other bi-state agencies, and review of associated research on prevailing wage, the Authority supports the implementation of a prevailing wage policy for Authority-funded capital projects exceeding \$2 million for a term of three (3) years, which will expire on May 31, 2015.

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10528. APPROVAL OF THE APRIL 17, 2012 MINUTES

Commissioner Downes motioned to approve the April 17, 2012 meeting minutes, seconded by Commissioner Smith, and unanimously approved by a voice vote of 9-0.

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10529. DELAWARE RIVER AND BAY AUTHORITY – TRAFFIC AND REVENUE SUMMARY.

The Chief Financial Officer (CFO) presented a chart 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 April.

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

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10530. DELAWARE RIVER AND BAY AUTHORITY – STATEMENT OF INCOME AND EXPENSE.

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

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

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10531. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The CFO presented a chart for April showing expenses by division for the quarter to date vs. the projected quarter and for year to date vs. total budget.

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

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10532. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The CFO presented a chart for the month of April showing the capital budget for crossing and economic development projects and dollars committed to date for the projects. The chart also includes cash expenditures spent to date for the committed projects.

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

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10533. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION (MARKET VALUE) AS OF APRIL 30, 2012.

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

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

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Commissioner Downes left the meeting at this time (approximately 11:20a.m).

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10534. WAR MEMORIAL COMMENDATIONS

The COO noted that the War Memorial across from the DMB Admin buildings was constructed in 1956 to honor servicemen from Delaware and New Jersey killed in combat. In 2010, sixteen (16) Authority employees began a renovation project that took thirteen (13) months to complete. He then shared a short video created by Wayne Hearn, Senior Manager, Maintenance North, of the renovation process and of the men who restored it. Governor Markell was shown the video on Friday, May 11, 2012 when he visited the Memorial and presented Certificates to the 16 employees. The COO noted the presence of three (3) of the employees at the meeting today that

are here to receive their Certificates. They are Edward Williams, Joseph Ridley, and Chris Reinhart.

Executive Director Green presented Governor Markell’s Certificates to Messrs Williams, Ridley and Reinhart and noted that a rededication of the War Memorial will occur on May 30, 2012.

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10535. COMMISSIONERS PUBLIC FORUM

Chairperson Lowe called for comments from the public and the Commissioners.

No Public Comments.

Commissioner Van Sant attended the dedication of the Millville Airport Administration building in honor of Louis B. Finch and thanked the Commissioners, the City of Millville authorities, and the Finch Family for an emotional event. He thanked the Public Information Officer, James Salmon for coordinating the event and Skip Bowman at the Millville Airport for assisting.

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Vice Chairperson Hogan said that he participated in two powerful events at the Authority on Friday, May 11, 2012. The first was the dedication of the Administration building to the late Louis B. Finch at the Millville Airport in which Governor Christy of New Jersey made an appearance. He thanked the Deputy Executive Director, Frank Minor, for his involvement in making it happen. The second event was the presence of Governor Markell at the War Memorial presenting Certificates to DRBA employees. Vice Chairperson Hogan stated that he was happy to be a Commissioner.

Commissioner Dorn stated that he joins the Commissioners in honoring the military by escorting veteran funeral possessions across the DMB on their way to their final resting place.

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There being no further business, a motion to adjourn was made by Commissioner Murphy, seconded by Commissioner Van Sant, and unanimously carried.

The meeting was adjourned at 11:40 a.m.

Respectfully submitted,

THE DELAWARE RIVER AND BAY AUTHORITY

Frank W. Minor
Assistant Secretary