

**MINUTES OF MEETING
THE DELAWARE RIVER AND BAY AUTHORITY
Delaware River and Bay Authority
TELECONFERENCE CONDUCTED FROM
Delaware Memorial Bridge Complex
Tuesday, July 21, 2020**

The meeting convened via teleconference at 12:03 p.m. with Chairperson Lathem presiding.

The opening prayer was given by Chairperson Lathem, followed by the Pledge of Allegiance.

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

Chairperson Lathem called for the acceptance of the Agenda.

Chairperson Ratchford made a motion to accept the Agenda, seconded by Commissioner Ransome and the motion carried by a voice vote of 10-0.

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

Commissioners from Delaware

Samuel Lathem, Chairperson
Crystal L. Carey
Henry J. Decker
James L. Ford III
Michael Ratchford
Veronica O. Faust - absent

Commissioners from New Jersey

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

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11662. APPROVAL OF THE MEETING MINUTES

Commissioner Ford made a motion to approve meeting minutes for June 16, 2020 seconded by Commissioner Wilson and approved by a voice vote of 10-0.

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11663. DELAWARE RIVER AND BAY AUTHORITY – TRAFFIC AND REVENUE SUMMARY.

The Chief Financial Officer (CFO) presented charts showing Actual versus Projected Revenues for the Delaware Memorial Bridge, the Cape May-Lewes Ferry, Airports, Delaware City-Salem Ferry Crossing and Food Service for June 2020.

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

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11664. DELAWARE RIVER AND BAY AUTHORITY – STATEMENT OF INCOME AND EXPENSE.

The CFO presented charts showing statements of income and expense for June 2020 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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11665. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The CFO presented charts for June 2020 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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11666. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The CFO presented a chart for June 2020 showing the capital budget for crossing and economic development projects and dollars committed to date for the projects. The chart also included cash expenditures spent to date for the committed projects.

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

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11667. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION (MARKET VALUE) FOR JUNE 30, 2020

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

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

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11668. PUBLIC COMMENT ON ACTION ITEMS

Chairperson Lathem noted (2) Contract Awards, No Contract Close-Outs, and (3) Resolutions to be considered today. All action items have been reviewed and recommended for consideration during today’s Committee meetings. He then called for public comment.

There were no public comments.

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11669. AWARD OF CONTRACT #CMLF-20-06 - ANNUAL VESSEL MAINTENANCE & DRY-DOCKING AND REPAIRS M/V DELAWARE

The Chief Operations Officer (COO) noted that a public opening bid was held on June 16, 2020. The COO and Projects Committee recommended awarding the contract to the lowest responsible bidder, Caddell Dry Dock & Repair Co., of Staten Island, New York in the amount of \$3,434,992.00.

A motion to award CONTRACT #CMLF-20-06 to the aforementioned firm was made by Commissioner Ratchford, seconded by Commissioner Ford, approved by a voice vote of 10-0.

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11670. AWARD OF CONTRACT #33N-20-01 – 33N NEW AVIATION FUEL FARM – FUEL FARM FACILITY

The Chief Operations Officer (COO) noted that a public opening bid was held on July 1, 2020. The COO and Projects Committee recommended rejecting the sole bid received for the project. A motion to reject CONTRACT #33N-20-01 was made by Commissioner Ford, seconded by Commissioner Ransome, approved by a voice vote of 10-0.

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11671. CHAIRPERSON’S CALL FOR RESOLUTIONS BEFORE THE BOARD

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RESOLUTION 20-20 - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1, 2020 THROUGH DECEMBER 31, 2020

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 1/1/20 THROUGH 12/31/20

VENDOR	PURCHASE DESCRIPTION	CLASSIFICATION	ESTIMATED \$
Acme Lingo Flagpoles, LLC	Supply and Install 100’ Replacement Flagpole	Sole Source	\$70,000
Airport Lighting Company, Inc.	Automated Lighting Control and Monitoring System at 33N	Quotes	\$49,000
Bayshore Ford Truck Sales, Inc.	Replacement Vehicles	State Contract	\$95,000
William G. Moore & Son, Inc.	Lumber for CMLF Terminal Boardwalks and Decks	Quotes	\$25,000
Chas. S. Winner, Inc. d/b/a Winner Ford - Cherry Hill	Replacement Vehicles	State Contract	\$133,000
Mike Zyndorf, LLC	Replacement Lowboy Trailer	Quotes	\$49,000

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 20-20 was made by Commissioner Decker, seconded by Commissioner Smith and approved by a roll call vote of 10-0.

Resolution 20-20 Executive Summary Sheet

Resolution: Authorizing Authority Expenditures Pursuant to Resolution 01-84 for the period January 1, 2020 through December 31, 2020.

Committee: Budget & Finance

Committee and Board Date: July 21, 2020

Purpose of Resolution:

Authorizes expenditures of \$25,000 or greater with the identified vendors during the 2020 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:

Acme Lingo Flagpoles, LLC: Supply and Install 110' Replacement Flagpole

One of the three 100' flagpoles within the median of I-295 on the Delaware side has developed a large crack approximately 40' above ground and must be replaced. Our local flagpole supplier, Acme Lingo, has visited the site, provided a quote and developed construction plans for the extraction of the broken pole and replacement with a new pole in the existing footing. Although there are other manufacturers of commercial flagpoles across the US, it is the preference of the Authority to acquire an identical make and model from Acme Lingo so as to match the existing flagpoles.

Airport Lighting Company, Inc.: Automated Lighting Control and Monitoring System at 33N

The Authority intends to purchase the equipment, programming and training necessary to install and test an Automated Lighting Control and Monitoring System at Delaware Airpark, which meets FAA regulations and remains compatible with the Authority's existing lighting fixtures. The Authority solicited quotes from the three available suppliers and received quotes from two. Airport Lighting Co. submitted the lowest quote to provide the equipment and services as specified.

Bayshore Ford Truck Sales, Inc.: Replacement Vehicles

The Authority is replacing one (1) Optima bus and one (1) E-350 van with one (1) 15-Passenger Van and one (1) Transit Cargo Van. Both vehicles have exceeded their useful lives and meet the Authority's vehicle replacement criteria and each purchase is budgeted in the revised 2020 Capital Equipment Replacement Plan. The new vehicles will be purchased via Bayshore Ford's competitively bid state contract (*GSS19560 TRUCKS_VANS*) and the retired vehicles will be sold at public auction.

William G. Moore & Son, Inc.: Lumber for CMLF Terminal Boardwalks and Decks

The Authority is planning to self-perform spot repairs to the boardwalks and decks located on the Cape May and Lewes Ferry Terminal sites. The lumber species is *Lophira alata*, commonly known as azobé or ekki, a tropical hardwood known for its strength and durability. Quotes were requested and received from three local lumber companies, with William G. Moore & Son, Inc. submitting the lowest quote to import and supply the lumber to the Authority.

Chas. S. Winner, Inc. d/b/a Winner Ford - Cherry Hill: Replacement Vehicles

The Authority is replacing three (3) F-350 pickup trucks that have exceeded their useful life, meet the Authority's vehicle replacement criteria, and are programmed into the revised 2020 Capital Equipment Replacement Plan. The trucks will be purchased via Winner Ford's competitively bid state contract (*GSS19560 TRUCKS_VANS*) and the retired vehicles will be sold at public auction.

Mike Zyndorf, LLC: Replacement Lowboy Trailer

The Authority is purchasing a new 2020 Year Eager Beaver Lowboy Trailer to replace a similar style trailer that has exceeded its useful life. The purchase is budgeted in the revised 2020 Capital Equipment Replacement Plan. Quotes were requested and received from three local authorized dealers, with Mike Zyndorf Equipment submitting the lowest quote to supply the equipment.

Classification Definitions:

Quotes. A purchase of equipment, supplies or non-professional services or a contract for construction or construction management that is anticipated to cost between \$25,000 and \$49,999 during a calendar year and for which the Authority has solicited written quotes. *“Contracts for materiel and supplies and non-professional services, awarded to any [vendor for an amount of] 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... Construction management contracts or construction contracts... which are less than \$50,000 do not require formal solicitation of competitive prices and, if more than \$25,000 but less than \$50,000 require the solicitation of three written quotes or all available sources, whichever is less...”* (DRBA Resolution 98-31 Part 4).

Sole Source. A purchase made without a competitive process, based on the justification that only one known source exists or that only one single supplier can fulfill the requirements of the Authority. Sole source procurement is appropriate when the goods or services being acquired: are uniquely qualified to

meet the objectives of the Authority; must be compatible with existing equipment; are available within a limited geographic boundary (e.g., distributor with exclusive rights or sales area); are required for use in conjunction with a grant or contract, etc. “A contract may be awarded without competition if the General Manager or Director of Operations of an Authority facility, or Police Administrator, prior to procurement, determines in writing that there is only one source for the required contract and no other reasonable alternative sources exist that will satisfy the requirements of the Authority”. (DRBA Resolution 98-31 Part 2.f.)

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

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RESOLUTION 20-21 – TEMPORARY REVISIONS TO PERSONNEL MANUAL TO INCREASE THE ANNUAL LEAVE MAXIMUM ACCUMULATION PROVISIONS THROUGH 2022

WHEREAS, the Delaware River and Bay Authority (the “Authority”) Personnel Manual (the “Manual”), adopted in March 1994 and periodically amended, most recently in January 2020, sets forth policies, procedures and benefits associated with Authority employment; and

WHEREAS, as provided in the Manual in Section X. Employee Benefits, Permanent Full-Time Employees, Subsection O. Annual Leave Eligibility and Pay Rate provides for “All permanent full-time employees to receive credit for and accumulate annual leave for each complete calendar month of service. Accrual of annual leave begins on the date of hire as a permanent full-time employee. Annual leave carried into a new year may not exceed the maximum accumulations listed above. This determination is made on December 31 of each year, and although it is possible to accrue in excess of the maximum rate during the year, only the authorized maximum may be carried forward”; and

WHEREAS, the Authority encourages all permanent full-time employees to take their annual leave time during the calendar year to balance work and family; and

WHEREAS, the public safety health pandemic across the nation and especially in the states where our permanent full-time employees work and live have been in different phases of lockdown and reopening since March 2020; and

WHEREAS, our permanent full-time employees have worked combinations of on-site, telework, and/or standby during this public safety health pandemic to comply with the States of New Jersey and Delaware directives; and

WHEREAS, our permanent full-time employees have not been able to take much if any of their accrued annual leave during the COVID-19 pandemic and this is expected to continue through the remainder of 2020 due to the public health crisis; and

WHEREAS, by not using accrued annual leave during the COVID-19 pandemic, over 30% of our permanent full-time employees will lose hours of accumulated annual leave in excess of the maximum allowed to be carried into another calendar year under our current policy; and

WHEREAS, the rate of annual leave accumulation will remain unchanged; and

WHEREAS, it is in the best interests of the Authority and its employees to temporarily allow the increase of annual maximum leave carryover until December 31, 2022 to provide the ability to exhaust accrued unused annual leave over a two (2)-year period; and

WHEREAS, this temporary revision will allow employees to carryover in excess of the current maximum by up to 120 hours for all years of service into 2021 and carryover in excess of the maximum by up to 60 hours for all years of service into 2022 and utilize all excess maximum annual leave by December 31, 2022; and

WHEREAS, the Personnel Committee recommends the acceptance of this temporary revision for permanent full-time employees in annual leave maximum accumulation only for years 2020 and 2021 at the rates specified above; and

WHEREAS, in the event that a permanent full-time employee resigns, retires, or employment is terminated for any reason or the employee dies while in the service of the Authority, the employee or the employee's estate shall only be paid for accrued unused Annual Leave up to the original established maximum annual accumulations, not the revised maximum annual accumulation; and

WHEREAS, these temporary actions are specific to the ongoing circumstances around the impact of the COVID-19 pandemic and do not constitute a past practice or precedent.

NOW, THEREFORE, BE IT RESOLVED that the Delaware River and Bay Authority hereby authorizes temporary revision to the annual leave maximum carryover to expire on December 31, 2022 as stated below.

The rate of accumulation shall remain unchanged.

For calendar year 2020, the amount of maximum annual leave that may be carried over into 2021 shall be as follows:

Years of	Rate of	Maximum
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Service	Accumulation	Accumulation
Less than 5	8 hours/month (96/yr.)	320 hours
5 or more but less than 10	10 hours/month (120/yr.)	360 hours
10 or more but less than 15	12 hours/month (144/yr.)	400 hours
15 or more but less than 20	14 hours/month (168/yr.)	440 hours
20 or more	16 hours/month (192/yr.)	520 hours

For calendar year 2021, the amount of maximum annual leave that may be carried over into 2022 shall be as follows:

Years of Service	Rate of Accumulation	Maximum Accumulation
Less than 5	8 hours/month (96/yr.)	260 hours
5 or more but less than 10	10 hours/month (120/yr.)	300 hours
10 or more but less than 15	12 hours/month (144/yr.)	340 hours
15 or more but less than 20	14 hours/month (168/yr.)	380 hours
20 or more	16 hours/month (192/yr.)	460 hours

As of December 31, 2022, the Annual leave carried into a new calendar year may not exceed the maximum accumulations listed below (reverts to the original established maximum accumulation):

Years of Service	Rate of Accumulation	Maximum Accumulation
Less than 5	8 hours/month (96/yr.)	200 hours
5 or more but less than 10	10 hours/month (120/yr.)	240 hours
10 or more but less than 15	12 hours/month (144/yr.)	280 hours
15 or more but less than 20	14 hours/month (168/yr.)	320 hours
20 or more	16 hours/month (192/yr.)	400 hours

A motion to approve Resolution 20-21 was made by Commissioner Wilson, seconded by Commissioner Smith and approved by a roll call vote of 10-0.

Resolution 20-21 Executive Summary Sheet

Resolution: TEMPORARY REVISIONS TO PERSONNEL MANUAL TO INCREASE THE ANNUAL LEAVE MAXIMUM ACCUMULATION PROVISIONS THROUGH 2022.

Committee: Personnel Committee

Committee Date: July 21, 2020

Board Date: July 21, 2020

Purpose of Resolution:

To temporarily revise the maximum accumulation of annual leave due to COVID-19 restrictions, which have prevented permanent full-time employees from taking leave. Over 30% of permanent full-time employees will lose time if maximum accumulation amount is not increased. Increase of maximum accumulation of annual leave by up to 120 additional hours into year 2021 and up to 60 additional hours into year 2022. All excess accumulated annual leave must be used by December 31, 2022.

Background for Resolution:

During the COVID-19 pandemic, many permanent full-time employees have been unable to use accumulated annual leave. Annual leave carried into a new calendar year may not exceed the maximum accumulations listed below. This determination is made on December 31 of each year, and although it is possible to accrue in excess of the maximum rate during the year, only the authorized maximum may be carried forward. This temporary revision would allow permanent full-time employees to carryover in excess of the maximum by up to 120 hours for all years of service into 2021 and carryover in excess of the maximum by up to 60 hours for all years of service into 2022 and utilize all excess maximum annual leave by December 31, 2022.

The current annual leave accrual is as follows:

Years of Service	Rate of Accumulation	Maximum Accumulation
Less than 5	8 hours/month (96/yr.)	200 hours
5 or more but less than 10	10 hours/month (120/yr.)	240 hours
10 or more but less than 15	12 hours/month (144/yr.)	280 hours

15 or more but less than 20	14 hours/month (168/yr.)	320 hours
20 or more	16 hours/month (192/yr.)	400 hours

Permanent full-time employees carrying over in excess of the above maximum annual leave will be strongly encouraged to use the excess carryover annual leave first in 2021 and 2022 before using all other paid non-sick leave. All excess maximum annual leave must be used by December 31, 2022.

For years 2021 and 2022, in the event that a permanent full-time employee resigns, retires, or employment is terminated for any reason or the employee dies while in the service of the Authority, the employee or the employee's estate shall only be paid for accrued unused Annual Leave up to the original established maximum annual accumulations, not the revised maximum annual accumulation.

These temporary actions are specific to the ongoing circumstances around the impact of the COVID-19 pandemic and do not constitute a past practice or precedent.

The rate of accumulation shall remain unchanged.

For calendar year 2020, the amount of maximum annual leave that may be carried over into 2021 shall be as follows:

Years of Service	Rate of Accumulation	Maximum Accumulation
Less than 5	8 hours/month (96/yr.)	320 hours
5 or more but less than 10	10 hours/month (120/yr.)	360 hours
10 or more but less than 15	12 hours/month (144/yr.)	400 hours
15 or more but less than 20	14 hours/month (168/yr.)	440 hours
20 or more	16 hours/month (192/yr.)	520 hours

For calendar year 2021, the amount of maximum annual leave that may be carried over into 2022 shall be as follows:

Years of Service	Rate of Accumulation	Maximum Accumulation
Less than 5	8 hours/month (96/yr.)	260 hours
5 or more but less than 10	10 hours/month (120/yr.)	300 hours
10 or more but less than 15	12 hours/month (144/yr.)	340 hours
15 or more but less than 20	14 hours/month (168/yr.)	380 hours
20 or more	16 hours/month (192/yr.)	460 hours

As of December 31, 2022, the annual leave carried into a new calendar year may not exceed the maximum accumulations listed below (which is current prior to this resolution):

Years of Service	Rate of Accumulation	Maximum Accumulation
Less than 5	8 hours/month (96/yr.)	200 hours
5 or more but less than 10	10 hours/month (120/yr.)	240 hours
10 or more but less than 15	12 hours/month (144/yr.)	280 hours
15 or more but less than 20	14 hours/month (168/yr.)	320 hours
20 or more	16 hours/month (192/yr.)	400 hours

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RESOLUTION 20-22 - LEASE TERMINATION AND SETTLEMENT AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND ENERGI INSURANCE SERVICES, INC. AT THE SALEM BUSINESS CENTRE

WHEREAS, the Delaware River and Bay Authority (the “Authority”), is the operator of the Salem Business Centre (“SBC”); and

WHEREAS, Energi Insurance Services, Inc. (“Energi”) currently leases 3,914 square feet of office space located on the second floor of the building located at 1 Collins Drive in the SBC; and

WHEREAS, Energi currently pays Six Thousand Four Hundred and Fifty Dollars 83/100(\$6,450.83) monthly to the Authority for the rental of this space plus CAM fees; and

WHEREAS, Energi has fallen behind in their rental payments in the amount of Forty-Nine Thousand Three Hundred and Seventeen 34/100 dollars (\$49,317.34); and

WHEREAS, the Authority has filed an Eviction Complaint; and

WHEREAS, Energi has agreed to a settlement offer that would terminate their lease agreement for space at 1 Collins Drive early and Energi has agreed to pay all past due rents up to and including July 2020; and

WHEREAS, Energi’s current lease is due to expire on March 30, 2021; and

WHEREAS, the Authority and Energi agree that the lease shall expire effective July 31, 2020; and

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

A motion to approve Resolution 20-22 was made by Commissioner Ransome, seconded by Commissioner Wilson and approved by a roll call vote of 10-0.

Resolution 20-22 - Executive Summary

Resolution: Authorizing the Execution of a Lease Termination Agreement between the Delaware River and Bay Authority and Energi Insurance Services, Inc.

Committee: Economic Development

Committee Date: July 21, 2020

Board Date: July 21, 2020

Purpose of Resolution: To permit the Executive Director, Chairperson and Vice Chairperson to execute and deliver a lease termination and settlement agreement for space at the New Castle Airport.

Background of Resolution: The Delaware River and Bay Authority operates an office building located at 1 Collins Drive in Carney Point NJ commonly referred to as the Salem Business Centre. Energi Insurance Services, Inc. is an existing tenant at the building and has leased the facility since 2013. Energi has fallen behind in their obligations and the Authority has filed for eviction. Energi has agreed to a settlement of all past due rents, vacation of the property by July 31, 2020 and they will be leaving the existing furnishings in the space. Their current lease term is due to expire March 31, 2021.

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11672. EXECUTIVE DIRECTOR'S COMMENTS

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

The DRBA is proud to announce Sharon Urban as the first female permanent Captain at the CMLF in the history of the DRBA.

The Executive Director thanked the Board and staff for all their hard work during the difficult time.

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11673. COMMISSIONERS PUBLIC FORUM

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

Chairperson Lathem thanked the Colonel for the report given last month regarding the DRBA police department. The DRBA should do more psychological evaluations as it relates to the police department and other employees.

There being no further business, Chairperson Lathem adjourned the meeting at 12:14 p.m.

Respectfully submitted,

THE DELAWARE RIVER AND BAY AUTHORITY

Stephen D. Williams
Assistant Secretary