

**MINUTES OF MEETING**  
**THE DELAWARE RIVER AND BAY AUTHORITY**  
**Tuesday, November 16, 2010**  
James Julian Boardroom  
Delaware Memorial Bridge Plaza  
New Castle, Delaware 19720

The meeting convened at 10:30 a.m. with Chairperson Hogan presiding.

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Chairperson Hogan called on the Authority Secretary to read the meeting notice and take roll.

The Authority 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.

PRESENT

James N. Hogan, Chairperson	William E. Lowe, Vice-Chairperson
----	Richard W. Downes
Edward W. Dorn	----
Niels S. Favre	Samuel E. Lathem
Ceil Smith	Terri C. Murphy
Douglas Van Sant	Gary F. Traynor (via phone)

ABSENT

Susan A. DeLanzo	Scott A. Green
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Chairperson Hogan called for an Executive Session at 10:31 a.m.

A motion to go into Executive Session was made by Vice-Chairperson Lowe, seconded by Commissioner Lathem, and approved by a voice vote of 10-0.

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Executive session closed to the public commenced at approximately 10:32 a.m.

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The open public session reconvened at 10:55 a.m. with Chairperson Hogan calling for the opening prayer and Pledge of Allegiance.

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

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Chairperson Hogan called for the acceptance of the Agenda by the Board. The Agenda was accepted by all Commissioners.

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10263.        APPROVAL OF THE SEPTEMBER 21 AND OCTOBER 19, 2010  
MINUTES.

A motion was made by Commissioner Van Sant to approve the minutes of the September 21 and October 19, 2010 meetings, seconded by Commissioner Downes, and unanimously approved by a voice vote of 10-0.

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10264.        EXECUTIVE DIRECTOR'S REPORT

The Executive Director presented the following report for the month of October, 2010.

***Delaware Memorial Bridge***

In October, total traffic increased 3.3%, non-commercial traffic increased 4.1%, and commercial traffic decreased 2.8%, compared to October 2009. When compared to the 3-year average, total October traffic increased 2.9%. Year-to-date total traffic decreased 1.2%, non-commercial traffic decreased 0.9%, and commercial traffic decreased 3.2%, compared to the previous year. When compared to the 3-year average, year-to-date total traffic decreased 1.5%. E-ZPass traffic for October represented 62.7% of the total overall traffic as compared to 61.6% for the previous year. Year-to-date total electronic traffic represented 61.1%, an increase of 1.3% from 2009.

We continue our pursuit of chronic toll violators and this month, Howerin Trucking Company of Dover, DE, was stopped. They owed the Authority approximately \$21,000 in tolls and fees and the Delaware Department of Transportation (DelDOT) approximately \$11,000 in tolls and fees. Authority Police stopped the company owner while driving one of his trucks through a DMB E-ZPass Only toll lane. Prior to the release of his truck, the owner paid \$11,000 and signed a repayment agreement for the remaining balance owed the Authority. Additionally, the company owner signed a repayment agreement with DelDOT for the balance owed them.

***Cape May Lewes Ferry***

In October, vehicle traffic decreased 0.5%, passenger traffic decreased 0.5%, and fare revenues remain unchanged compared to October 2009. Year-to-date vehicle traffic decreased 1.6%, passenger traffic decreased 2.9%, and fare revenues decreased 2.7%, compared to the same period last year. Compared to the 3-year average, year-to-date vehicle traffic decreased 14.5%, passenger traffic decreased 13.3%, and fare revenues increased 3.5%.

In October, CMLF food and beverage revenues decreased 0.4% and retail revenues decreased 8.1%, compared to October 2009. Year-to-date food and beverage revenues increased 1.1% and retail revenues decreased 3.3% compared to the same period in 2009. When compared to the 3-year average, year-to-date food and beverage revenues decreased 9.1% and retail revenues decreased 22.6%.

***Airports***

Airport Operations, Maintenance, and Police personnel were actively involved with the planning and operation of New Castle Airport for the arrival of President Barack Obama and Vice President Biden this month. This visit marked the second time this year that President Obama used the airport.

***Employee Happenings***

We began conducting mandatory Employment Law training for all supervisors, managers, directors, and Senior Leadership (total 90 employees) during the months of October. This training will continue in November and December. The training covers basic employment law conducted in two, 3-hour sessions. The training is being performed by our Delaware and New Jersey labor counsel.

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

Authorized Positions	434
Positions Filled	390
Positions Filled (on LTD)	3
Total Positions that are Vacant	41

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

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10265. COMMITTEE REPORT – BUDGET & FINANCE COMMITTEE

Commissioner Van Sant presented the following Budget & Finance Committee meeting minutes of November 3, 2010.

**BUDGET & FINANCE COMMITTEE MEETING**  
**Wednesday, November 3, 2010**  
Delaware Memorial Bridge Complex  
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority's Budget & Finance Committee Meeting was held on Wednesday, November 3, 2010, at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners from New Jersey

PRESENT

Committee Chair Van Sant  
Commissioner Favre, Committee Member  
Commissioner Dorn  
  
Commissioner Smith  
Chairperson Hogan

Commissioners from Delaware

Committee Vice-Chair Traynor  
Commissioner Downes, Committee Member  
Commissioner Murphy, Committee Member  
Commissioner Lathem  
Vice-Chairperson Lowe

Governors' Representatives

Johanna Jones - NJ

Cleon Cauley – DE

Staff

Jim Johnson  
Frank Minor  
Victor Ferzetti  
Jim Walls  
Gerry Owens  
Charlotte Crowell  
Joe Larotonda  
Anna Marie Gonnella Rosato  
Dave Hoppenjans  
John Sarro  
Heath Gehrke  
Kelly Phillips Parker  
Steve Williams  
Michelle Griscom-Collins

Authority Secretary

Tom Pankok

1. Committee Chair Van Sant opened the Budget & Finance Committee meeting at approximately 10:45 a.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.

2. Resolutions:

a. RESOLUTION 10-XX - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1, 2010 THROUGH DECEMBER 31, 2010

The Chief Financial Officer (CFO) presented the Over \$25,000 Vendor List, noting that the vendor, Insight Public Sector, was on a state contract for the purchase of Oracle disaster recovery license. The CFO reported that the Authority can take advantage of savings by piggybacking on state contracts with the State of Delaware and/or the State of New Jersey. Both New Jersey and Delaware participate in cooperative purchasing arrangements to procure on a larger scale in order to obtain the best price. Insight Public Sector is included in both Delaware and New Jersey's purchasing arrangements; however, Delaware joined a different group than New Jersey and the price for the software license obtained through Delaware's purchasing arrangement would be \$35,000 less than the price from New Jersey. The CFO asked the Committee to consider the process that Delaware used, which does not technically meet the "competitively bid by the State of Delaware" clause in Resolution 98-31. He recommended the Committee accept the process that Delaware used. The Committee discussed the process and the due diligence completed to obtain the best price; however, Authority Chair Hogan requested that a more detailed explanation be included in the Executive Summary which accompanies the Resolution or within the Resolution itself. After discussion, Commissioner Traynor made a motion to recommend approval of the Over \$25,000 Vendor List, subject to the inclusion of the explanatory language, Commissioner Downes seconded, and the Budget & Finance Committee unanimously recommended approval. The Resolution will be presented to the full Board for consideration at the November meeting.

2. RESOLUTION 10-XX – AMENDS RESOLUTION 98-31, AS AMENDED BY RESOLUTION 09-52, TO ACCOUNT FOR CHANGES IN THE PROCUREMENT PROCEDURES OF THE

## STATES OF DELAWARE AND NEW JERSEY FOR THE PROCUREMENT OF MATERIEL, SUPPLIES AND NON-PROFESSIONAL SERVICES

The CFO continued the previous discussion regarding purchasing agreements and explained that a modification of the Authority's procurement Resolution 98-31, will allow the Authority to piggyback on purchasing agreement contracts awarded by the States of Delaware, New Jersey, or by the U.S. General Services Administration ("GSA") to obtain cost savings. After discussion, Commissioner Traynor made a motion to recommend approval of the Amendment, Commissioner Murphy seconded, and the Budget & Finance Committee unanimously recommended approval. The Resolution will be presented to the full Board for consideration at the November meeting.

### 3. 2011 Operating Budget

The Executive Director reported that the CFO will be presenting the FY 2011 Operating Budget \$140,000 less than the FY 2010 Adopted Budget. He considered the FY 2011 budget to be a flat budget. A continued review of positions resulted in a reduction of \$210,000 in total wages and the elimination of 16 full time vacant positions. Since 2002, there has been a reduction of 131 full time positions and 25 permanent part-time positions (or 27%) for a cumulative estimated savings in wages and benefits of \$56 million. \$1.9 million in reduced operating expenses and estimated savings in wages and benefits have resulted in no budget increase while maintaining operations. The CFO will also be presenting a recommended approach to the OPEB Liability that reflects the economic times. An analysis has also been completed on the Bus Operations at the CMLF, the DMB Café, Salem Business Centre, and the Riverfront Market. The Executive Director also explained that should the FY 2011 Operating Budget be approved with the recommendations, the Senior Debt Coverage will be 1.26x, under pressure for a needed toll increase in 2011. In the next two months, the Capital Improvement Program (CIP) and Toll Increase options will be presented.

The CFO presented and reviewed the following.

- FY 2011 Major Increases/Decreases
- Exhibit A – Wage Related Recommendations
- Exhibit B – Funded Position Comparison
- OPEB Phase-In Funding Plan
- Expenditure Analysis by Division for the Period 2007-2011
- Expenditure Analysis by Category for the Period 2007-2011
- Analysis of Bus Operations
- DMB Café Summary of Revenue & Expense
- Analysis of Salem Business Park Operations
- Analysis of Riverfront Market Operations

The CFO reviewed some financial related facts explaining that if we get the Bridge right, the organization is right. In 2006, there were 17.7 million crossings and in 2007, the Authority adopted a partial toll increase of \$1.00 per axle on Commercial Vehicles with projected new revenue of \$10.8 million. Since that time, there has been a 5% drop in traffic, projected for 2010 at 16.9 million crossings. However, within that number is a 17% drop in commercial traffic resulting in the revenue expected from the partial toll increase at \$2.8 million, \$8 million less than anticipated. The partial toll increase did not result in a diversified revenue stream and has negatively impacted our finances.

The CFO continued to explain that we have done our best to manage expenses even in the tough economic turndown. Commissioner Favre noted that he has been concerned that we do not know the impact of toll increases on traffic, whether at the Ferry or at the Bridge. There have been regular fare increases at the Ferry and the Ferry continues to lose traffic. Toll/Fare increases may or may not affect the bottom line.

The CFO stated that he met with the Chief Operations Officer (COO) to review vacant positions and determined that 16 positions could be eliminated totaling \$790,000 in salaries and a total cost avoidance of \$1.1 million with the associated benefits. The budget contains a 3% wage adjustment for Non-Bargaining and Bargaining Labor.

The CFO reviewed the recommended approach to funding the OPEB Liability. Due to the economic conditions, the CFO recommended changing the ARC funding from 80% to 70%, which would extend the contributions from 5 years to 7 years, with 100% funding in 2014. The recommendation allows the Authority to move forward in meeting the obligation, although taking a smaller step toward the goal of funding the liability. The OPEB Liability gets re-evaluated by the Authority's Actuarial every two (2) years and the recommendation will impact the interest rate

assumption and will negatively result in a higher ARC. Committee Chair Van Sant asked if the Committee had any questions regarding the recommendation. There were none.

The CFO proceeded to the Major Increases/Decreases chart in the booklet and asked if there were any questions. There were none. The CFO presented and reviewed the analysis of the Bus Operations, DMB Café, Salem Business Centre, and the Riverfront Market. Commissioner Downes questioned whether there were personnel reductions implied and the CFO reported that these were operations that are included in budget lines within the Operating Budget and the analysis is simply intended to keep the Board informed of what staff is seeing. It was noted that, although the Bus Operations operate at a loss, the revenue generated to the Ferry is greater than the loss, but we may want to re-evaluate the business prior to future capital outlays.

Commissioner Murphy questioned where Economic Development came from on the Expenditure Analysis by Division chart. The CFO reported it was purely an add-on to the Operating Budget in 2010. Expenses had been previously paid from the General Fund.

The CFO reviewed how the FY 2011 Operating Budget affects the Financial Model noting that the 1.26x Debt Service Coverage is slightly above the Trust Agreement requirement of a 1.25x Debt Service Coverage. If the Authority does not act quickly and prudently this could result in the Authority going on credit watch, or downgraded by the rating agencies at a time when the Authority will need future borrowing. The rating agencies will want to see what is going to be done and authorized as either increased revenue or dramatically reduced expenses. The budget, as presented, is as lean as it can get without impacting operations. Passing the Operating Budget in a timely manner is only the beginning as focus needs to turn to the CIP, Marine Master Plan, and a toll increase within the next 90 days.

Commissioner Downes asked for a timeframe to implement a toll increase to impact FY 2012 without cutting operations. The CFO explained that FY 2011 depends on how much is spent on the CIP as much of the spending that's going toward funding the CIP can be planned or controlled. We currently have no borrowing capacity and are paying cash for projects. We have constrained the FY 2011 Operating Budget to less than the 2007 Operating Budget when controlled for OPEB and Economic Development costs. Future Capital Improvements can't be made without a toll increase.

Commissioner Murphy questioned what can be done to avoid the grim future coverages shown. The CFO first noted that this was not unforeseen as we have been forecasting coverage in the 1.28x range for some time. The CFO stated that controlling expenses plus finding additional revenue will be needed or dramatic cuts on operations will be necessary. The Executive Director added that if there was no toll increase in 2011, staff will have to make recommendations as to what operations will be impacted. Commissioner Murphy stressed that, overall, this is a bad scenario. Everything spent must be scrutinized – what are we doing and what are we getting out of it.

The CFO presented the Draft Resolution in the amount of \$78,808,085, a -0.18% or \$140,984 decrease over the Adopted FY 2010 Budget of \$78,949,069.

#### RESOLUTION 10-XX – ADOPTION OF THE DELAWARE RIVER AND BAY AUTHORITY'S 2011 OPERATING BUDGET

After discussion, Commissioner Traynor made a motion to recommend approval of the FY 2011 Operating Budget, Commissioner Downes seconded, and the Budget & Finance Committee unanimously recommended approval. The Resolution will be presented to the full Board for consideration at the November meeting.

#### 4. 2010 Pension Actuarial Valuation:

The CFO reviewed page 2 of the Valuation reporting that it is well known that the investment markets have been difficult and that is how pensions are funded. At the time of the 2008/2009 downturn, it was recommended that the Authority take a wait and see approach to allow for a bounce back before dealing with the losses. The Authority's pension fund performed better compared to other organizations; however, it did not bounce to where it had been previously. Authority Chair Hogan questioned how current was the data on which the valuation was based. The CFO reported that the valuation was based on 1/1/2010 employment data and the asset data was December 31, 2009. The preliminary data shows an unfunded actuarial accrued liability in the amount of \$31.6 million. The CFO reported that the FY 2010 Operating Budget is expected to be approximately \$4-\$5 million under budget for the year and recommended that those funds could be used to make a contribution to the pension fund to offset some of the liability. Committee Vice-Chair Traynor asked what mechanism would be required to make a contribution. The CFO reported that he would look into what authorization by the Board would be needed. The Committee agreed with the

recommendation to make a contribution to the pension fund. The CFO reported that he would move forward to finalize the numbers and present it to the Committee for approval.

Commissioner Favre again reminded the Committee that when the Authority increased the Commercial rate by \$1.00 per axle in 2007, it was stated at that time that a toll increase would be needed in 2010. Planning should begin now for a 2011 toll increase.

With no further business to discuss, a motion to adjourn was made by Commissioner Traynor, and the Budget & Finance Committee adjourned at 12:12 p.m.

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

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10266. COMMITTEE REPORT – PERSONNEL COMMITTEE

Commissioner Dorn presented the following Personnel Committee meeting minutes of November 3, 2010.

**PERSONNEL COMMITTEE MEETING**  
**Wednesday, November 3, 2010**  
Delaware Memorial Bridge Complex  
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority’s Personnel Committee was held on Wednesday, November 3, 2010, at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners from New Jersey  
PRESENT

Committee Chair Dorn  
Commissioner Favre, Committee Member  
Commissioner Smith, Committee Member  
Commissioner Van Sant  
Chairperson Hogan

Commissioners from Delaware

Committee Vice-Chair Lathem  
Commissioner Murphy, Committee Member  
Commissioner Downes  
Vice-Chairperson Lowe

Governors’ Representatives  
Johanna Jones - NJ

Cleon Cauley - DE

Staff

Jim Johnson, Jr.  
Frank Minor  
Victor Ferzetti  
Jim Walls  
Gerry Owens  
Charlotte Crowell  
TJ Murray  
Kelly Phillips Parker  
Anna Marie Gonnella Rosato

Authority Secretary  
Tom Pankok

Invited Guest

Bill Bowser, Young Conaway,  
Stargatt & Taylor

1. Committee Chair Dorn welcomed the Personnel Committee and opened the meeting at 9:10 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.

2. Committee Chair Dorn requested an Executive Session, closed to the public to discuss matters of a confidential nature. A motion was made by Commissioner Favre, seconded by Commissioner Murphy, and the Session was closed.

The following matters of a confidential nature were discussed.

- CONTRACT NEGOTIATIONS

- PERSONNEL MATTERS

With no further business to discuss in Executive Session, a motion to open the meeting to the public was made by Commissioner Favre, seconded by Commissioner Smith, and the Personnel Committee was opened to the public.

3. Resolutions:

a. RESOLUTION 10-XX – AUTHORIZING EXECUTION OF A MEMORANDUM OF AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND THE FRATERNAL ORDER OF POLICE, LODGE NO. 14 – The Chief Human Resource Officer (CHRO) reported that an agreement had been reached on Wages and Benefits for FY 2010 as both negotiating teams will continue negotiating for a complete Collective Bargaining Agreement. The Agreement was ratified by the FOP on November 1, 2010. Commissioner Favre made a motion to recommend approval of the Memorandum of Agreement, Commissioner Lathem seconded, and the Personnel Committee unanimously recommended approval. The Resolution will be presented to the full Board for consideration at the November meeting.

b. RESOLUTION 10-XX – A RESOLUTION BY THE DELAWARE RIVER AND BAY AUTHORITY TO ADOPT A REVISED PERSONNEL MANUAL – The CHRO reported that the Draft Resolution that had been recommended by the Personnel Committee in October was revised to keep the current approval process in place. Authority Vice-Chair Lowe questioned how future changes would be addressed and how often. The CHRO reported that changes will be made and approved as in the past; recommendations will be presented to the Personnel Committee for recommendation to the full Board for approval by Resolution. The CHRO noted that since this Personnel Manual was a major revision, the Manual would be reviewed annually; however, any significant policy changes would be brought to the Committee for consideration as needed. After discussion, Commissioner Lathem made a motion to recommend approval of the Personnel Manual, Commissioner Murphy seconded, and the Personnel Committee unanimously recommended approval. The Resolution will be presented to the full Board for consideration at the November meeting.

c. RESOLUTION 10-XX – AUTHORIZES A CONTRACT BETWEEN THE AUTHORITY AND KELLY BENEFIT STRATEGIES TO PROVIDE PROFESSIONAL EMPLOYEE BENEFITS BROKERAGE AND CONSULTING SERVICES FOR THE DELAWARE RIVER AND BAY AUTHORITY – The CHRO reported that an RFP for Authority-Wide Employee Benefits and Brokerage and Consulting Services had been conducted. The proposals were sent to twenty-six (26) respondents. The RFP Evaluation Committee received and evaluated the proposals of seven (7) firms. Oral interviews were conducted for the four (4) shortlisted firms. Kelly Benefit Strategies was selected as the number one (1) ranked firm. Commissioner Downes asked for clarification. The CHRO noted that the firm will help negotiate with health care providers, provide industry expertise, and navigate through the new Healthcare Reform regulations. Commissioner Murphy questioned, prior to this RFP, who performed this function? The CHRO responded that some members of Sr. Leadership (previous CHRO, CFO, etc.) may have performed functions related to negotiating with health care providers but not able to provide the industry expertise to conduct appropriate benchmarking, analysis, and recommendations for cost containment, ensuring compliance with regulations, etc. TJ Murray, Benefits Manager, stressed that the Authority needed the external experience and it is common for organizations to partner with a company that has resources available to them and not just for compliance purposes.

The Committee discussed the terms, length of the Contract, and cost. Commissioner Murphy voiced concern that there was no cost savings built into the contract. Commissioner Favre voiced concern with a three (3) year contract vs. a pay-as-you-go basis, and noted that the Authority would spend \$375,000 over three (3) years. The CHRO reported that there were discussions with the candidates about providing performance guarantees and that the contract includes a termination clause if there would be a performance issue. Commissioner Murphy stated that she was comfortable making a recommendation knowing there was a termination clause. Commissioner Favre stated that he was comfortable with the firm providing an annual review. Committee Vice-Chair Lathem stated that he did not agree with spending the money to hire a consultant while taking away from employees. After discussion, Commissioner Favre made a motion to recommend approval of the Contract with Kelly Benefit Strategies, Commissioner Murphy seconded, and the majority of the Personnel Committee recommended approval. Commissioner Lathem voted No. The Resolution will be presented to the full Board for consideration at the November meeting.

With no further business to discuss, Committee Vice-Chair Lathem made a motion to adjourn, and the Personnel Committee adjourned at 9:58 a.m.

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

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10267. COMMITTEE REPORT – PROJECTS

Commissioner Favre presented the following Projects Committee meeting minutes of November 3, 2010.

**PROJECTS COMMITTEE**  
**November 3, 2010**  
Delaware Memorial Bridge Complex  
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority’s Projects Committee was held on Wednesday, November 03, 2010, at the Delaware Memorial Bridge Administration Building, New Castle, Delaware.

Commissioners from New Jersey      Commissioners from Delaware

Commissioner Favre, Committee Chair	Commissioner Murphy, Committee Vice Chair
Commissioner Van Sant, Committee Member	Commissioner Lathem, Committee Member
Commissioner Smith	Commissioner Downes
Commissioner Hogan, Authority Chair	Commissioner Traynor
	Commissioner Lowe, Authority Vice Chair

Staff

Jim Johnson  
Frank Minor  
Jim Walls  
Victor Ferzetti  
Gerry DiNicola Owens  
Charlotte Crowell  
Heath Gehrke  
Anna Marie Gonnella-Rosato  
Kelly Phillips Parker  
Steve Williams  
John Sarro  
Dave Hoppenjans  
Bob Young  
Joe Larotonda  
Michelle Griscom-Collins  
Lauren Gainor

NJ Liaison

Johanna Jones, Esquire

Secretary

Tom Pankok

DE Liaison

Cleon Cauley, Esquire

The Projects Committee meeting convened at approximately 10:00 a.m. Those in attendance were provided an informational package consisting of an agenda, four (4) draft Resolutions, a bid tab, and a summary of authorized contract payments (through October).

1. Resolutions:

RESOLUTION 10-XX – General Engineering Consulting Services for New Castle Airport, Delaware Airpark, and Dover Civil Air Terminal

The COO reported that a public RFP had been conducted for “on-call” professional general engineering and consulting services for New Castle Airport, Delaware Airpark, and Dover Civil Air Terminal. The Authority received and evaluated the proposals of eight (8) firms and oral interviews were conducted for three (3) shortlisted firms. AECOM USA, Inc. was ranked first for an initial term of three (3) years with one (1) optional one year renewal. A motion to move the Resolution to the full board was made by Commissioner Lathem, seconded by Commissioner Van Sant, and unanimously approved. The Projects Committee recommended the Resolution be presented to the full Board for consideration at the November meeting.

RESOLUTION 10-XX – General Engineering Consulting Services for Cape May Airport and Millville Airport

The COO reported that a public RFP had been conducted for “on-call” professional general engineering and consulting services for Cape May Airport and Millville Airport. The Authority

received and evaluated the proposals of seven (7) firms and oral interviews were conducted for three (3) shortlisted firms. C&S Engineering, Inc. was ranked first for an initial term of three (3) years with one (1) optional one year renewal. A motion to move the Resolution to the full board was made by Commissioner Lathem, seconded by Commissioner Van Sant, and unanimously approved. The Projects Committee recommended the Resolution be presented to the full Board for consideration at the November meeting.

#### RESOLUTION 10-XX General Engineering Consulting Services for the Cape May-Lewes Ferry and Three Forts

The COO reported that a public RFP had been conducted for “on-call” professional general engineering and consulting services for Cape May Lewis Ferry and Three Forts. The Authority received and evaluated the proposals of three (3) firms and oral interviews were conducted for two (2) shortlisted firms. S.T. Hudson Engineers, Inc. was ranked first for an initial term of three (3) years with one (1) optional one-year renewal. A motion to move the Resolution to the full board was made by Commissioner Lathem, seconded by Commissioner Van Sant, and unanimously approved. The Projects Committee recommended the Resolution be presented to the full Board for consideration at the November meeting.

#### RESOLUTION 10-XX Authority-wide Environmental Consulting Services for the Delaware River and Bay Authority

The COO reported that a public RFP had been conducted for “on-call” Authority-Wide environmental consulting services. The Authority received and evaluated the proposals of seven (7) firms and oral interviews were conducted for three (3) shortlisted firms. Duffield Associates, Inc. was ranked first for an initial term of three (3) years with one (1) optional one year renewal. A motion to move the Resolution to the full board was made by Commissioner Lathem, seconded by Commissioner Van Sant, and unanimously approved. The Projects Committee recommended the Resolution be presented to the full Board for consideration at the November meeting.

#### 2. Bid Openings:

Contract No. CMLF-10-03, Drydocking & Repairs – M/V Twin Capes. A public bid opening was held on October 26, 2010 in which four (4) bids were submitted. The COO described the scope of work as normal, federally-mandated vessel drydocking to include vessel inspection, hull paint inspection, steering gear maintenance and other work. The COO recommended award to the lowest responsive bidder, Caddell Dry Dock and Repair Co., Inc. in the amount of \$1,263,189.00. A motion to move the award of Contract No. CMLF-10-03 to the full Board was made by Commissioner Lathem, seconded by Commissioner Murphy, and unanimously approved. The Projects Committee authorized the action to be presented at the November Board Meeting.

#### 3. Contract Close-Out Actions:

None.

4. Contract Payment Review (through October): The COO informed the Committee of the monthly construction contractor payments to be made in November.

5. Committee Chair Favre requested an Executive Session, closed to the public, to discuss matters of a confidential nature. On motion by Commissioner Lathem, seconded by Commissioner Murphy, the session was closed.

The following matter of a confidential nature was discussed.

- OTHER CONTRACT ISSUES

With no further business to discuss in Executive Session, the public meeting was resumed.

#### 6. Miscellaneous Items/Updates:

a. Marine Master Plan: The COO and Director of Ferry Operations briefed the Committee on the progress of the Marine Master Plan. Specific topics included the berthing of a catamaran design by Sea Transport Systems (a concept design recommended in the Marine Master Plan), transfer bridge options to accommodate a mixed vessel fleet, and accommodation of new passenger loader tubes. Committee Chair Favre asked that the potential use of catamaran vessels be vetted with Authority captains.

b. Vessel Seating: After discussion on the procurement of new vessel seating by the COO and the Director of Ferry Operations, the Committee gave direction to proceed with an RFP using the “Beurteax (seating vendor) or equivalent” language to establish bidding criteria.

There being no further business for the Projects Committee, the public meeting was adjourned at approximately 10:45 a.m.

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

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10268. COMMITTEE REPORT – ECONOMIC DEVELOPMENT

The Commissioner Downes presented the following Economic Development Committee meeting minutes of November 3, 2010.

**ECONOMIC DEVELOPMENT COMMITTEE MEETING**  
**Wednesday, November 3, 2010**  
Delaware Memorial Bridge Complex  
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority’s Economic Development Committee was held on Wednesday, November 3, 2010, at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners from New Jersey

PRESENT

Committee Vice-Chair Smith  
Commissioner Dorn, Committee Member

Commissioner Favre  
Commissioner Van Sant  
Chairperson Hogan

Commissioners from Delaware

Committee Chair Downes  
Commissioner Traynor, Committee Member  
Commissioner Murphy  
Commissioner Lathem  
Vice-Chairperson Lowe

Governors’ Representatives

Johanna Jones – NJ

Cleon Cauley - DE

Staff

Jim Johnson  
Frank Minor  
Victor Ferzetti  
Jim Walls  
Gerry Owens  
Charlotte Crowell  
Anna Marie Gonnella Rosato  
Michelle Griscom-Collins  
John Sarro  
Dave Hoppenjans

Authority Secretary

Tom Pankok

Committee Chair Downes welcomed the Economic Development Committee and opened the meeting at approximately 12:14 p.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.

1. The Deputy Executive Director reported that there were no action items to be presented and the following informational update was provided.

New Castle Airport Site

The Deputy Executive Director reported that staff has been working, in conjunction with the Delaware Economic Development Office (DEDO), in providing technical information regarding the possible lease of 20 acres at the New Castle Airport by a manufacturer based in Italy. Staff is cautiously optimistic and will provide additional updates as necessary.

With no further business to discuss, a motion to adjourn was made by Commissioner Smith, and the Economic Development Committee adjourned at 12:15 p.m.

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

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10269. COMMITTEE REPORT – AUDIT & GOVERNANCE

Commissioner Downes noted that in the first line in paragraph two (2) of the November 3, 2010 Audit & Governance Committee meeting minutes the year should read 2010 in lieu of 2009. With the proper year immediately corrected, he then proceeded to present the following November 3 and 16, 2010 meeting minutes.

**AUDIT & GOVERNANCE COMMITTEE MEETING**  
**Wednesday, November 3, 2010**  
Delaware Memorial Bridge Complex  
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority’s Audit & Governance Committee was held on Wednesday, November 3, 2010, at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners from New Jersey

PRESENT

Committee Vice-Chair Favre  
Commissioner Van Sant, Committee Member  
Commissioner Smith  
Chairperson Hogan

Commissioners from Delaware

Committee Chair Downes  
Commissioner Lathem, Committee Member  
Commissioner Murphy  
Commissioner Traynor  
Vice-Chairperson Lowe

Governors’ Representatives

Johanna Jones - NJ

Cleon Cauley - DE

Staff

Jim Johnson, Jr.  
Frank Minor  
Victor Ferzetti  
Jim Walls  
Gerry Owens  
Charlotte Crowell  
Anna Marie Gonnella Rosato

Authority Secretary

Tom Pankok

1. Committee Chair Downes welcomed the Audit & Governance Committee and opened the meeting at approximately 12:15 p.m. The Authority Secretary reported that the Audit & Governance Committee had been duly noticed in accordance with the Authority’s Freedom of Information Regulations, read the Statement of Notice, and called the roll.
2. Committee Chair Downes reported that, based on discussions held at the 2010 Planning Meetings in Lewes regarding the Roles of Management and Expectations of the Commissioners, the Audit & Governance Committee met in August to discuss the management organizational chart, the Deputy Executive Director’s position and duties assigned. Committee Chair Downes asked the Committee if there were any comments. Commissioner Van Sant suggested that additional Committee discussions would be necessary prior to making recommendations. Committee Chair Downes requested that an Audit & Governance Committee meeting, for Commissioners only, be scheduled, prior to the November Board meeting.
3. New Jersey Authorities Unit Letter (Dated September 16, 2010) Concerning E-ZPass Utilization

The Executive Director presented a Draft Resolution 10-XX – Recognition of Authority Actions in Prior Years to Abolish Any and All Free Passage Unrelated to Official Authority Business with E-ZPass and Revocation of Resolution 94-14. This draft was not for the Committee to act upon this month but for discussion purposes. The Executive Director was responding to the Committee’s request from last month. The origin of this resolution was from the request of the New Jersey Governor’s Authorities Unit letter dated September 16, 2010. The Draft Resolution recognizes that there has been no free passage for employees using E-ZPass at the Delaware Memorial Bridge.

Employees working at the Delaware Memorial Bridge complex in New Castle, Delaware access their work location from roads contiguous to I-295 and are not required to travel through the toll plaza. In addition, the Draft Resolution also codifies the Executive Director's September 1, 2010 revocation of Resolution 94-14, which had allowed free passage on the Cape May-Lewes Ferry for employees and their immediate families, provided that no paying customers would be displaced.

Committee Chair Downes asked for comments. Commissioner Favre commented that the second paragraph should be removed. Authority Chair Hogan noted that the Resolution was in response to a request from the New Jersey Governor's Office and to forward the Draft, with comments, to Delaware and New Jersey Legal Counsel. Commissioner Murphy questioned whether the revocation was in writing and the Executive Director reported that it is in writing as an SOP at the Cape May-Lewes Ferry. Committee Chair Downes reported that this will be included on the Agenda for the December Audit & Governance Committee meeting.

There being no further business to discuss, a motion was made by Commissioner Favre, and the Audit Committee meeting adjourned at 12:25 p.m.

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**AUDIT & GOVERNANCE COMMITTEE MEETING**  
**Tuesday, November 16, 2010**  
Delaware Memorial Bridge Complex  
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority's Audit & Governance Committee was held on Tuesday, November 16, 2010, at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners from New Jersey

**PRESENT**

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

Commissioners from Delaware

Committee Chair Downes  
Commissioner Lathem, Committee Member  
Vice-Chairperson Lowe

Legal Counsel

Phil Norcross - NJ

Mike Houghton - DE

Governors' Representatives

Johanna Jones - NJ

Cleon Cauley - DE

Authority Secretary

Tom Pankok

1. Committee Chair Downes welcomed the Audit & Governance Committee and opened the meeting at approximately 8:55 a.m. The Authority Secretary reported that the Audit & Governance Committee had been duly noticed in accordance with the Authority's Freedom of Information Regulations, read the Statement of Notice, and called the roll.

2. Committee Chair Downes requested an Executive Session for Commissioners, Legal Counsel, and Governors' Representatives, closed to the public to discuss matters of a confidential nature. A motion was made by Commissioner Dorn, seconded by Commissioner Lathem, and the Session was closed.

The following matters of a confidential nature were discussed.

**GOVERNANCE/PERSONNEL MATTERS**

There being no further business to discuss in Executive Session, a motion to open the meeting to the public was made by Commissioner Dorn, seconded by Commissioner Lathem, and the Audit & Governance Committee meeting was opened to the public.

There being no further business to discuss, a motion to adjourn was made by Commissioner Favre and the Audit & Governance Committee meeting adjourned at 9:58 a.m.

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

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10270. COMMITTEE REPORT – AD HOC CAPE MAY-LEWES FERRY

Commissioner Favre presented the following Ad Hoc CMLF meeting minutes of October 5, 2010.

**AD HOC CAPE MAY-LEWES FERRY COMMITTEE MEETING**  
**Wednesday, November 3, 2010**  
Delaware Memorial Bridge Complex  
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority’s Ad Hoc Cape May-Lewes Ferry (CMLF) Committee was held on Wednesday, November 3, 2010, at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners from New Jersey

Commissioners from Delaware

PRESENT

Committee Chair Favre  
Chairperson Hogan  
Commissioner Smith  
Commissioner Van Sant

Committee Vice-Chair Murphy  
Commissioner Downes  
Vice-Chairperson Lowe  
Commissioner Lathem  
Commissioner Traynor

Governors’ Representatives

Johanna Jones - NJ

Cleon Cauley - DE

Staff

Jim Johnson, Jr.  
Frank Minor  
Victor Ferzetti  
Jim Walls  
Gerry Owens  
Charlotte Crowell  
Anna Marie Gonnella Rosato

Authority Secretary

Tom Pankok

1. Committee Chair Favre welcomed the members of the Ad Hoc CMLF Committee and opened the meeting at 12:25 p.m. The Authority Secretary reported that the public meeting of the Ad Hoc CMLF Committee had been duly noticed in accordance with the Authority’s Freedom of Information Regulations, read the Statement of Notice, and called the roll.

2. Committee Chair Favre reported that no additional comments had been received from Commissioner DeLanzo and the DRAFT Ad Hoc CMLF Report was considered to be complete. The Report will be finalized by the Executive Director and made into a public document. The final Report will be presented at the December Ad Hoc Committee meeting for consideration and recommendation.

With no further business to discuss, a motion to adjourn was made by Commissioner Murphy, and the Ad Hoc CMLF Committee adjourned at 12:26 p.m.

Commissioner Favre stated that he informed the Chairperson that, with the completion of the Draft Ad Hoc CMLF Report, the Ad Hoc Committee will dissolve at the December meeting after the Final Report has been presented and accepted.

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

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10271. 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 September, 2010.

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

10272. DELAWARE RIVER AND BAY AUTHORITY – STATEMENT OF INCOME AND EXPENSE.

The CFO presented a chart showing statements of income and expenses for the month of September, 2010 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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10273. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The CFO presented a chart 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 chart was ordered filed with the permanent records of the Authority.

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10274. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The CFO presented a chart for the month of October, 2010 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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10275. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION (MARKET VALUE) AS OF OCTOBER 31, 2010.

The CFO presented charts 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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10276. PUBLIC COMMENT ON ACTION ITEMS.

Chairperson Hogan presented the following action items that were being considered and asked for public comment. He noted that Resolutions 10-54, 10-55, 10-56, 10-57 and 10-58 will be tabled but will require a vote by the Commissioners to do so.

- Contract #CMLF-10-03 Drydocking and Repairs MV Twin Capes
- Resolution 10-53 Authorizing Authority Expenditures \$25,000 and Over
- Resolution 10-54 Amends Res 98-31 as Amended by Res 09-52 to Account for Changes in the Procurement Procedures for Procurement of Materiel, Supplies & Non-Professional Services
- Resolution 10-55 Adoption of the DRBA 2011 Operating Budget
- Resolution 10-56 Authorizes a Contract with Kelly Benefit Strategies for Professional Employee Benefits Brokerage and Consulting Services
- Resolution 10-57 Adoption of a Revised Personnel Manual
- Resolution 10-58 Authorizing a MOA with the Fraternal Order of Police, Lodge #14
- Resolution 10-59 Authorizes a Contract with Duffield Asso. to Provide Prof. “On-Call” Authority-wide Environmental Consulting Services
- Resolution 10-60 Authorizes a Contract with AECOM USA, Inc. to Provide Prof. “On-Call” GES At the New Castle Airport, Delaware Airpark, and the Civil Air Terminal
- Resolution 10-61 Authorizes a Contract with S.T. Hudson Engrg, Inc. to Provide Prof “On-Call”

- GES at the Cape May-Lewes Ferry and the Three Forts Ferry Crossing
- Resolution 10-62 Authorizes a Contract with C&S Engrg, Inc. to Provide Prof. "O-Call" GES for the Cape May and Millville Airports.
- Resolution 10-63 Recognizes and Applauds Outstanding Employee Performance

Christopher Field, President of FOP Local #14 and DRBA Police Officer spoke. He thanked the COO and the Deputy Executive Director for working on the negotiations and noted that the Authority spent time and money on the process only to have Resolution 10-58 tabled. He said it is very disappointing. Mr. Field urged the Commissioners to reconsider tabling it.

Phillip Hiller, FOP Lodge #14 member and DRBA Police Officer spoke. He stated that voting to table Resolution 10-58 is disheartening and will have a negative effect. He implored the passing of the Resolution not because of its financial impact, but because it was a moral and right thing to do.

Commissioner Downes noted to Mr. Field and to all Local #14 members that Resolution 10-58 was being tabled because the Authorities Unit and the NJ Governor wanted more time to review the matter.

Commissioner Favre said that it is better to table the Resolution than to face a potential veto.

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10277. SUMMARY OF AUTHORIZED CONTRACT PAYMENTS.

<u>Contract No.</u>	<u>Current Contractor</u>	<u>Amount</u>
DMB-09-02	Mumford and Miller	131,151.15
DMB-05-01R	Cornell & Company	505,203.04
DMB-04-01	Mumford and Miller	180,740.47
CMLF-06-03R	PKF-Mark III, Inc.	220,000.00
CMLF-08-02	Mumford and Miller	112,121.74
NCA-08-01	Diamond Materials, LLC	110,540.18

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10278. APPROVAL OF CONTRACT – DRYDOCKING AND REPAIRS M/V TWIN CAPES – CONTRACT #CMLF-10-03

The COO noted that a bid opening was held on October 26, 2010 in which four (4) bids were received. He stated that the drydocking and other routine inspection and repairs were federally-mandated. The COO and the Projects Committee recommended awarding the contract to the lowest responsive bidder, Caddell Dry Dock and Repair Co., Inc. of Staten Island, NY in the amount of \$1,263,189.00.

A motion to award Contract #CMLF-10-03 in the amount of \$1,263,189.00 to the above aforementioned bidder was made by Commissioner Favre, seconded by Commissioner Van Sant, and unanimously approved by a voice vote of 10-0.

10279. CHAIRPERSON’S CALL FOR ACTION ON THE RESOLUTIONS BEFORE THE BOARD

**RESOLUTION 10-53 - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1, 2010 THROUGH DECEMBER 31, 2010**

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 1/1/10 THROUGH 12/31/10

VENDOR	SERVICE DESCRIPTION	DETERMINATION	APPROX. ESTIMATED \$
EKA, Inc.	Backhoe Loader for Lewes	Quotes	\$49,500
Insight Public Sector	Oracle disaster recovery license for back up server	State Contract	\$130,000

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 10-53 was made by Commissioner Favre, seconded by Commissioner Dorn, and approved by a roll call vote of 10-0.

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**RESOLUTION 10-54 – AMENDS RESOLUTION 98-31, AS AMENDED BY RESOLUTION 09-52, TO ACCOUNT FOR CHANGES IN THE PROCUREMENT PROCEDURES OF THE STATES OF DELAWARE AND NEW JERSEY FOR THE PROCUREMENT OF MATERIEL, SUPPLIES AND NON-PROFESSIONAL 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 adopted Resolution 98-31 entitled Procedure for Procurement of Professional Services, Materiel and Supplies, Construction and Construction Management Contracts and Transfer of Funds at the September 15, 1998 meeting of the Board of Commissioners and Resolution 09-52 which modified the advertising requirements of 98-31; and

WHEREAS, the Authority reviews its procurement practices from time to time; and

WHEREAS, the Authority strives to procure its materiel, supplies and non-professional services pursuant to best governmental practices and in the most economical manner; and

WHEREAS, Section 2a. of Resolution 98-31, as amended by Resolution 09-52, provides that the Authority may utilize state contracts that are competitively bid by the States of Delaware or New Jersey for state agencies to procure materiel, supplies and non-professional services; and

WHEREAS, in an effort to secure the best pricing and terms both the State of Delaware and the State of New Jersey increasingly pool their procurement requirements with other states, participate in purchasing cooperatives and piggy back on existing publicly bid contracts for state and governmental entities which they may or may not individually publicly advertise, bid and award; and

WHEREAS, the Authority desires to amend Resolution 98-31, as amended by Resolution 09-52, to account for these changes in procurement practices by the States of Delaware and New Jersey to maintain the ability to utilize such contracts to secure the best possible pricing and terms for Authority purchases by replacing Section 2a. in its entirety.

NOW, THEREFORE, BE RESOLVED, that Resolution 98-31, as amended by Resolution 09-52, is hereby amended by deleting Section 2a. in its entirety and replacing it with the following language:

2. a. Any contract for the purchase of materiel and supplies and non-professional services for the Authority with any person, partnership, corporation, company, association or similar entity or any affiliate thereof 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. The advertisement for such bids shall be published at least one time in one newspaper of general circulation in each of the States of Delaware and New Jersey and shall be posted on the Authority website. The advertisement shall indicate the character, quantity and location of the work or the character and quantity of materiel, the time and place where the plans and specifications or descriptions may be obtained and where proposals are to be received. 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 or by the U.S. General Services Administration (“GSA”). "Materiel" means materials, equipment, tools, supplies, or any other personal property, but does not include real property, or electric, gas, water, telephone, or similar utilities.

A motion to table Resolution 10-54 was made by Commissioner Downes, seconded by Commissioner Dorn, and approved by a roll call vote of 10-0. Resolution 10-54 was tabled.

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**RESOLUTION 10-55 - ADOPTION OF THE DELAWARE RIVER AND BAY AUTHORITY'S 2011 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 fiscal year; and

WHEREAS, the proposed operating expenses for FY2011, excluding the Airports division and Economic Development Facilities are \$ 71,475,379; and

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

WHEREAS, for FY2011, interest on outstanding bonds is currently approximately \$ 12,827,875, and amortization of principal will be \$ 8,760,000 for total debt service of approximately \$ 21,587,875; 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 FY2011; and

WHEREAS, the projected revenue of the Authority for FY2011, excluding the Airports division and Economic Development facilities, is approximately \$ 98,654,615 resulting in a debt service coverage of 1.26x; and

WHEREAS, the proposed operating budget for the Airports division is \$ 6,200,306; and

WHEREAS, the proposed operating budget for the Economic Development facilities are \$ 1,132,400; and

WHEREAS, the Budget and Finance Committee has conducted publicly advertised hearings and meetings on the proposed 2011 Operating Budget; and

WHEREAS, the Budget and Finance Committee has developed, reviewed, and approved the proposed 2011 Operating Budget and recommends its adoption to the Board of Commissioners.

NOW, THEREFORE, BE IT RESOLVED, that the Commission hereby adopts an operating budget of \$ 71,475,379 for the Bridge, Ferry, Food Services, Three Forts Crossing, Police, and Administration Divisions, and a budget of \$ 6,200,306 for the Airports division, a budget of \$ 1,132,400 for Economic Development facilities for a total of 78,808,085 for FY2011, and authorizes the Executive Director to exercise the approved management discretion and spend within the approved FY2011 budget.

A motion to table Resolution 10-55 was made by Commissioner Downes, seconded by Commissioner Smith. With Commissioners Van Sant and Murphy voting against, the motion to table was approved by a roll call vote of 8 yes and 2 no. Resolution 10-55 was tabled.

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**RESOLUTION 10-56 – AUTHORIZES A CONTRACT BETWEEN THE AUTHORITY AND KELLY BENEFIT STRATEGIES TO PROVIDE PROFESSIONAL EMPLOYEE BENEFITS BROKERAGE AND CONSULTING SERVICES FOR THE DELAWARE RIVER & BAY AUTHORITY**

WHEREAS, The Delaware River and Bay Authority (the "Authority") was created for the purpose of advancing economic growth and development within the Counties of Delaware, and New Jersey which border the Delaware River and Bay by providing for, planning and engaging in projects which will enhance the future economic growth and development of those areas; and

WHEREAS, the Authority seeks to engage a consultant to provide professional employee benefits brokerage and consulting services; and

WHEREAS, the Authority desires to procure those professional employee benefits brokerage and consulting services with an initial term of three (3) years with one (1) optional one-year renewal, such renewal to be authorized by the originating committee with the consent of the Chairperson and Vice Chairperson of the Board of Commissioners; and

WHEREAS, the Authority publicly advertised and issued a Request for Proposal (“RFP”) for the required professional employee benefits brokerage and consulting 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 and evaluated seven (7) proposals pursuant to the aforementioned requirements; and

WHEREAS, the Authority short-listed four (4) firms and conducted oral interviews; and

WHEREAS, Kelly Benefit Strategies was designated first on the preference list; and

WHEREAS, the Authority negotiated for services at compensation determined to be fair and reasonable with Kelly Benefit Strategies, 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 not to exceed limits for these services are \$125,000 per year for each year of the initial term of three (3) years; and

WHEREAS, the not to exceed limit for the optional renewal term of one (1) year shall be negotiated if exercised; and

WHEREAS, the Personnel Committee reviewed the recommendation and concurs with the evaluation.

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of a Services Agreement with Kelly Benefit Strategies to provide professional employee benefits brokerage and consulting services for the Authority and to have such Agreement, with the advice and consent of Counsel, executed by the Chairperson, Vice-Chairperson and Executive Director.

A motion to table Resolution 10-56 was made by Commissioner Smith, seconded by Commissioner Downes, and approved by a roll call vote of 10-0. Resolution 10-56 was tabled.

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**RESOLUTION NO. 10-57 - A RESOLUTION BY THE DELAWARE RIVER AND BAY AUTHORITY TO ADOPT A REVISED PERSONNEL MANUAL**

WHEREAS, The Delaware River and Bay Authority (the “Authority”) has had a Personnel Manual established and in effect since 1965; and

WHEREAS, the Authority has revised and improved its Personnel Manual to serve as a guide to employment with the Authority; and

WHEREAS, the Personnel Manual provides general descriptions and guidelines concerning the Authority’s personnel policies and practices; and

WHEREAS, the Personnel Manual in its entirety, as presented to the Personnel Committee of the Authority’s Board of Commissioners on November 3, 2010 by the Executive Director and Chief Human Resources Officer, is intended to supersede the previously adopted Personnel Manual, dated March 2000, any resolution referring to revisions of the Personnel Manual, and any policy or procedure in conflict with the Personnel Manual; and

WHEREAS, the Personnel Committee of the Authority’s Board of Commissioners recommends the acceptance of the revisions of the Personnel Manual, dated September 2010, in its entirety.

NOW, THEREFORE, BE IT RESOLVED that the Delaware River and Bay Authority hereby adopts the Personnel Manual to serve as the general descriptions and guidelines concerning the Authority's personnel policies and practices and hereby authorizes the Executive Director of the Authority to distribute such Personnel Manual to employees of the Authority.

A motion to table Resolution 10-57 was made by Commission Smith, seconded by Commissioner Downes. Commissioners Dorn, Favre, Smith, and Hogan from NJ, and Downes, Murphy, and Lowe from DE voted in favor of tabling Resolution 10-57. Commissioners Van Sant from NJ and Lathem, and Traynor from DE voted against. The motion failed in accordance with Article VI, Section 6.2, of the Authority By-Laws whereby four (4) Commissioners from each State shall vote in favor.

Counsel responding to Commissioner Traynor's question regarding protocol and whether the Resolution required a motion to table. Mr. Norcross stated that the action to table is required because the Chair, Vice-Chair and Executive Director placed it on the Agenda.

Chairperson Hogan called for a motion to approve Resolution 10-57. There were no motions to approve the Resolution.

Chairperson Hogan then called for a motion to reject Resolution 10-57. There were no motions to reject the Resolution.

No action was taken on Resolution 10-57.

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**RESOLUTION NO. 10-58 - AUTHORIZING EXECUTION OF A MEMORANDUM OF AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND THE FRATERNAL ORDER OF POLICE, LODGE NO. 14**

WHEREAS, The Delaware River and Bay Authority (the "DRBA" or "Authority") operates the Delaware Memorial Bridge, Cape May-Lewes Ferry, Three-Forts Ferry, and five (5) airport facilities; and

WHEREAS, sworn non-supervisory employee police officers voluntarily designated the Fraternal Order of Police, Lodge No. 14 ("Union"), to represent them in an election on February 19, 2010; and

WHEREAS, the Authority and the Union are currently in negotiations for a first collective bargaining agreement; and

WHEREAS, the Authority and the Union have not yet reached agreement on all terms of a collective bargaining agreement but have reached a Memorandum of Agreement (MOA) on wages and other benefits for Fiscal Year 2010; and

WHEREAS, the Authority's negotiating team has presented the terms of the MOA to the Personnel Committee of the Authority's Board of Commissioners for review as follows:

1. The wages for members of the bargaining unit for Fiscal Year 2010 shall be as attached in Exhibit A. All increases in wages shall be retroactive to January 1, 2010.
2. There shall be no changes in pension, health insurance, Holiday pay, or annual leave during Fiscal Year 2010. All Police Directives shall remain in force.
3. The Union and its negotiating committee have recommended to its membership that it ratify the terms of the MOA. Following ratification by the Union's membership, the Authority's negotiating committee shall recommend approval of the MOA in accordance with the policies and procedures of the Authority's Board of Commissioners and its Compact.
4. The Parties shall continue to negotiate in good faith for a complete collective bargaining agreement.

WHEREAS, the Union has ratified the MOA as of November 1, 2010; and

WHEREAS, the Authority's negotiating team has presented the MOA to the Personnel Committee of the Authority's Board of Commissioners; and

WHEREAS, the Personnel Committee of the Authority's Board of Commissioners has reviewed the terms as stated in the MOA and has recommended approval thereof by the Commissioners.

NOW, THEREFORE, BE IT RESOLVED, that with the advice of Counsel, the Chairperson, Vice Chairperson, and Executive Director are hereby authorized and directed to execute such Memorandum of Agreement.

A motion to table Resolution 10-58 was made by Commissioner Dorn, seconded by Commissioner Downes. Commissioners Dorn and Smith from New Jersey, and Lowe from Delaware voted in favor of tabling Resolution 10-58. Commissioners Favre, Van Sant, and Hogan from New Jersey and Downes, Lathem, Murphy, and Traynor from Delaware voted against. With a roll call vote of 3 yes and 7 no the motion to table Resolution 10-58 failed.

A second motion to approve Resolution 10-58 was made by Commissioner Van Sant, seconded by Commissioner Murphy. Commissioners Favre, Smith, Van Sant from New Jersey, and Downes, Lathem, Murphy, and Traynor from Delaware voted in favor of approving Resolution 10-58. Commissioners Dorn and Hogan from New Jersey, and Commissioner Lowe from Delaware voted against. The motion to approve Resolution 10-58 failed by a roll call vote of 7 yes and 3 no in accordance with Article VI, Section 6.2, of the Authority By-Laws whereby four (4) Commissioners from each State shall vote in favor.

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**RESOLUTION 10-59 – AUTHORIZES A CONTRACT BETWEEN THE AUTHORITY AND DUFFIELD ASSOCIATES, INC. TO PROVIDE PROFESSIONAL “ON-CALL” AUTHORITY-WIDE ENVIRONMENTAL CONSULTING SERVICES FOR THE DELAWARE RIVER & BAY AUTHORITY**

WHEREAS, The Delaware River and Bay Authority (the “Authority”) operates and maintains the Delaware Memorial Bridge located in New Castle County, Delaware and Salem County, New Jersey; the Cape May-Lewes Ferry located in Cape May County, New Jersey and Sussex County, Delaware; the Three Forts Crossings located in Salem County, New Jersey and New Castle County, Delaware; the New Castle Airport, located in New Castle County, Delaware; the Millville Airport located in Cumberland County, New Jersey; the Cape May Airport located in Cape May County, New Jersey; the Delaware Airpark located in Kent County, Delaware; and the Dover Civil Air terminal located in Kent County; and

WHEREAS, the Authority seeks to engage a consultant to provide professional “on-call” Authority-wide environmental consulting services; and

WHEREAS, the Authority desires to procure those professional “on-call” Authority-wide environmental consulting services with an initial term of three (3) years with one (1) optional one-year renewal, such renewal to be authorized by the originating committee with the consent of the Chairperson and Vice Chairperson of the Board of Commissioners; and

WHEREAS, the Authority publicly advertised and issued a Request for Proposal (“RFP”) for the required professional “on-call” Authority-wide environmental consulting 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 and evaluated six (6) proposals pursuant to the aforementioned requirements; and

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

WHEREAS, Duffield Associates, Inc. was designated first on the preference list; and

WHEREAS, the Authority negotiated for services at compensation determined to be fair and reasonable with Duffield Associates, Inc., 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 not to exceed limits for these services are \$1,050,000 for the initial term of three (3) years and \$350,000 for the optional renewal term of one (1) year; and

WHEREAS, the Projects Committee reviewed the recommendation and concurs with the evaluation.

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

provide professional “on-call” Authority-wide environmental consulting services and for the Authority and to have such Agreement, with the advice and consent of Counsel, executed by the Chairperson, Vice-Chairperson and Executive Director.

A motion to approve Resolution 10-59 was made by Commissioner Favre, seconded by Commissioner Lathem. With Commissioner Dorn voting against, Resolution 10-59 was approved by a roll call vote of 9 yes and 1 no.

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**RESOLUTION 10-60 – AUTHORIZES A CONTRACT BETWEEN THE AUTHORITY AND AECOM USA, INC. TO PROVIDE PROFESSIONAL “ON-CALL” GENERAL ENGINEERING CONSULTING SERVICES FOR THE DELAWARE RIVER & BAY AUTHORITY**

WHEREAS, The Delaware River and Bay Authority (the “Authority”) operates and maintains the New Castle Airport (“NCA”) located in New Castle County, Delaware; the Delaware Airpark (“DAP”), located in Kent County, Delaware and the Dover Civil Air Terminal (“CAT”), located in Kent County, Delaware; and

WHEREAS, the Authority seeks to engage a consultant to provide professional “on-call” general engineering and consulting services for NCA, DAP and CAT; and

WHEREAS, the Authority desires to procure those professional “on-call” general engineering and consulting services for NCA, DAP and CAT with an initial term of three (3) years with one (1) optional one-year renewal, such renewal to be authorized by the originating committee with the consent of the Chairperson and Vice Chairperson of the Board of Commissioners; and

WHEREAS, the Authority publicly advertised and issued a Request for Proposal (“RFP”) for the required professional “on-call” general engineering and consulting services for NCA, DAP and CAT 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 and evaluated eight (8) proposals pursuant to the aforementioned requirements; and

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

WHEREAS, AECOM USA, Inc. was designated first on the preference list; and

WHEREAS, the Authority negotiated for services at compensation determined to be fair and reasonable with AECOM USA, Inc., 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 not to exceed limits for these services are \$2,250,000 for the initial term of three (3) years and \$750,000 for the optional renewal term of one (1) year; and

WHEREAS, the Projects Committee reviewed the recommendation and concurs with the evaluation.

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of a Services Agreement with AECOM USA, Inc. to provide professional “on-call” general engineering and consulting services for NCA, DAP and CAT and for the Authority and to have such Agreement, with the advice and consent of Counsel, executed by the Chairperson, Vice-Chairperson and Executive Director.

A motion to approve Resolution 10-60 was made by Commissioner Lathem, seconded by Commissioner Smith, and approved by a roll call vote of 10-0.

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**RESOLUTION 10-61 – AUTHORIZES A CONTRACT BETWEEN THE AUTHORITY AND S.T. HUDSON ENGINEERS, INC. TO PROVIDE PROFESSIONAL “ON-CALL” GENERAL ENGINEERING CONSULTING SERVICES FOR THE DELAWARE RIVER & BAY AUTHORITY**

WHEREAS, The Delaware River and Bay Authority (the “Authority”) operates and maintains the Cape May-Lewes Ferry (“CMLF”) located in Cape May County, New Jersey and Sussex County, Delaware; and the Three Forts Ferry Crossing (“Three Forts”), located in Salem County, New Jersey and New Castle County, Delaware; and

WHEREAS, the Authority seeks to engage a consultant to provide professional “on-call” general engineering and consulting services for CMLF and Three Forts; and

WHEREAS, the Authority desires to procure those professional “on-call” general engineering and consulting services for CMLF and Three Forts with an initial term of three (3) years with one (1) optional one-year renewal, such renewal to be authorized by the originating committee with the consent of the Chairperson and Vice Chairperson of the Board of Commissioners; and

WHEREAS, the Authority publicly advertised and issued a Request for Proposal (“RFP”) for the required professional “on-call” general engineering and consulting services for CMLF and Three Forts 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 and evaluated three (3) proposals pursuant to the aforementioned requirements; and

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

WHEREAS, S.T. Hudson Engineers, Inc. was designated first on the preference list; and

WHEREAS, the Authority negotiated for services at compensation determined to be fair and reasonable with S.T. Hudson Engineers, Inc., 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 not to exceed limits for these services are \$2,250,000 for the initial term of three (3) years and \$750,000 for the optional renewal term of one (1) year; and

WHEREAS, the Projects Committee reviewed the recommendation and concurs with the evaluation.

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of a Services Agreement with S.T Hudson Engineers, Inc. to provide professional “on-call” general engineering and consulting services for CMLF and Three Forts and for the Authority and to have such Agreement, with the advice and consent of Counsel, executed by the Chairperson, Vice-Chairperson and Executive Director.

A motion to approve Resolution 10-61 was made by Commissioner Favre, seconded by Commissioner Downes, and approved by a roll call vote of 10-0.

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**RESOLUTION 10-62 – AUTHORIZES A CONTRACT BETWEEN THE AUTHORITY AND C&S ENGINEERS, INC. TO PROVIDE PROFESSIONAL “ON-CALL” GENERAL ENGINEERING CONSULTING SERVICES FOR THE DELAWARE RIVER & BAY AUTHORITY**

WHEREAS, The Delaware River and Bay Authority (the “Authority”) operates and maintains the Cape May Airport (“CMA”) located in Cape May County, New Jersey and the Millville Airport (“MVA”), located in Cumberland County, New Jersey; and

WHEREAS, the Authority seeks to engage a consultant to provide professional “on-call” general engineering and consulting services for CMA and MVA; and

WHEREAS, the Authority desires to procure those professional “on-call” general engineering and consulting services for CMA and MVA with an initial term of three (3) years with one (1) optional one-year renewal, such renewal to be authorized by the originating committee with the consent of the Chairperson and Vice Chairperson of the Board of Commissioners; and

WHEREAS, the Authority publicly advertised and issued a Request for Proposal (“RFP”) for the required professional “on-call” general engineering and consulting services for CMA and MVA 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 and evaluated seven (7) proposals pursuant to the aforementioned requirements; and

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

WHEREAS, C&S Engineers, Inc. was designated first on the preference list; and

WHEREAS, the Authority negotiated for services at compensation determined to be fair and reasonable with C&S Engineers, Inc., 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 not to exceed limits for these services are \$2,250,000 for the initial term of three (3) years and \$750,000 for the optional renewal term of one (1) year; and

WHEREAS, the Projects Committee reviewed the recommendation and concurs with the evaluation.

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of a Services Agreement with C&S Engineers, Inc. to provide professional “on-call” general engineering and consulting services for CMA and MVA and for the Authority and to have such Agreement, with the advice and consent of Counsel, executed by the Chairperson, Vice-Chairperson and Executive Director.

A motion to approve Resolution 10-62 was made by Commissioner Favre, seconded by Commissioner Van Sant, and approved by a roll call vote of 10-0.

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**RESOLUTION 10-63 – RECOGNIZING AND APPLAUDING  
OUTSTANDING EMPLOYEE PERFORMANCE**

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is the owner and operator of the Delaware Memorial Bridge (the “DMB”); and

WHEREAS, the Authority and its employees are responsible for the maintenance of the DMB, more than two miles of approach roads, entrance and exit ramps, and overpasses; and

WHEREAS, the Authority employs professional, committed, caring, dedicated, and highly trained individuals to respond to all types of emergency situations; and

WHEREAS, on Wednesday, November 3, 2010, at approximately 7:30 a.m., a school bus transporting forty-seven (47) high school students and one school aide overturned on the DMB ramp from I-295 northbound to Route 9 southbound while en route to Pencader High School; and

WHEREAS, Authority maintenance and police personnel were dispatched immediately and responded to the accident scene within seconds to render emergency assistance and to aid in the passengers’ evacuation; and

WHEREAS, one maintenance employee working on the accident scene at the time of the accident responded immediately, assessed the situation for injured and, upon realizing that the back emergency door would not open, immediately opened the emergency roof exits and began to assist the students out of those exits; and

WHEREAS, other Authority maintenance crews and police officers secured the scene by closing off the ramp and commenced providing first aid to the injured children; and

WHEREAS, two maintenance employees provided personal clothing to two injured students; and

WHEREAS, Authority police officers exemplified leadership and teamwork by effectively coordinating all incoming emergency-related resources including emergency medical services and other law enforcement agencies, and establishing multiple staging areas for emergency transportation to Christiana Hospital, arriving parents, school officials, bus company representatives, and media services; and

WHEREAS, personal contacts between Authority personnel and the children provided a

calming effect, helping to reduce the effects of trauma and shock; and

WHEREAS, forty-three (43) children and one school aide were transported to Christiana Medical Center for treatment of various non-life threatening injuries and released; and

WHEREAS, the Commissioners of the Authority desire to formally recognize our Authority employees for their individual professionalism, leadership, competence, and dedication to their jobs.

NOW, THEREFORE BE IT RESOLVED, that the Delaware River and Bay Authority does hereby recognize and applaud its employees for their collective actions under difficult and adverse conditions and their dedication to outstanding public service, which reflects favorably on the Authority, and does hereby record the Commissioners sincere appreciation by the presentation of this Resolution, adopted today, November 16, 2010.

A motion to approve Resolution 10-63 was made by Commissioner Downes, seconded by Commissioner Favre, and approved by a roll call vote of 10-0.

The COO detailed the heroic efforts of six (6) staff members and called on them by name: J. Fox, V. Manetti, P. Hogan, J. McHugh, and Sargent’s Cook, and Craighton. All present applauded their efforts.

\* \* \* \* \*

10280. COMMISSIONERS PUBLIC FORUM

Commissioner Hogan asked if anyone from the public would like to speak.

There were no public comments.

Commissioner Lathem stated that he had the distinct honor to introduce the Executive Director of the United Way of Delaware (UWofDe), Michelle Taylor. He said that, as co-chair of the UWofDE on the labor side, he works closely with Ms. Taylor and that he is honored to have her represent the State of Delaware. These are difficult and trying times and that it is no small task to raise money for people in need. Commissioner Lathem noted the beginning of the Authority’s employee’s UW campaign in Delaware and New Jersey and thanked Kenneth Hynson and Anna Marie Gonnella Rosato for their many years in co-chairing the campaign.

Michelle Taylor thanked the Commissioners and employees for their past performances and continued support. She discussed UWofDe’ s new strategies that were implemented within the last four years stating that it concentrates on taking care of immediate needs: Children, food, shelter, education, jobs, and healthcare. After citing examples of helping people, Ms. Taylor said that every dollar makes a difference. She then thanked the Commissioners for allowing her to speak.

Commissioner Dorn thanked the Authority police department for the important work that they do and making sacrifices at the bridge.

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

The meeting was adjourned 12:00 p.m.

Respectfully submitted,

THE DELAWARE RIVER AND BAY AUTHORITY

Thomas A. Pankok  
Secretary