

MINUTES OF MEETING  
THE DELAWARE RIVER AND BAY AUTHORITY  
Tuesday, May 17, 2005  
Conference Suite  
Of the  
Rehoboth Convention Center  
229 Rehoboth Avenue  
Rehoboth Beach, Delaware

The meeting convened at 11:00 a.m. with Chairperson Wallace presiding.

The opening prayer was given by Commissioner Lathem followed by the Pledge of Allegiance led by Commissioner Patterson.

Chairperson Wallace called on Deputy Executive Director Rainear to read the meeting notice and take roll.

The Deputy Executive Director (DED) 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.

\* \* \* \* \*

Commissioners from New Jersey

Commissioners from Delaware

PRESENT

Warren S. Wallace, Chairperson  
Edward W. Dorn  
Niels S. Favre  
John M. Jackson  
Maureen T. Koebig

F. Michael Parkowski, Vice Chairperson  
Thomas J. Cooper  
Verna W. Hensley  
Samuel E. Lathem  
William E. Lowe, III  
Gary B. Patterson

\* \* \* \* \*

9226. APPROVAL OF THE APRIL 19, 2005 MINUTES

On motion by Commissioner Lathem and seconded by Commissioner Dorn, the minutes of the April 19, 2005 meeting was approved by a roll call vote of 11-0.

\* \* \* \* \*

9227. EXECUTIVE DIRECTORS REPORT

The Executive Director presented the following highlights that occurred within the Authority during the month of April, 2005.

EXECUTIVE DIRECTOR:

Attended the International Bridge, Tunnel and Turnpike Association (IBTTA) Organizational Management and Leadership Summit. During this three-day event, I presented one of the morning drill down sessions and the topic was Organizational Transformation and Communication.

Participated in a Peer Review Panel for IBTTA. The Peer Review panel consists of Executive Directors and/or Chief Engineers from about six U.S. toll agencies. The Panel is reviewing the Maryland Transportation Authority.

Attended a close-out meeting with staff and the Internal Revenue Service. The IRS review was triggered by the former Executive Director's case.

Met with Ted Zutz (insurance broker) to review insurance policies and professional liability insurance coverage and matters pertaining to our Engineering functions at the Authority.

Met with staff and representatives of ACS to review contractual matters and technical issues.

Met with operations and marketing staff to discuss summer marketing programs for the Cape May-Lewes Ferry. Also attended a presentation by Elliott Bay Group with staff.

#### DEPUTY EXECUTIVE DIRECTOR:

##### Communication

The Authority's external newsletter "Community Connections" latest edition has been printed and distributed.

##### Economic Development

The restaurant and FBO operator at Cape May Airport have executed their respective leases and will begin operations June 1, 2005. A Grand Opening Ceremony is being planned for the occasion.

A productive meeting was held between representatives of the Authority and representatives of the New Castle County Executive's Office to discuss the process to release and sell New Castle Airport property to the Delaware National Guard and Easter Seals.

Construction began for the additional 1500 square feet expansion of the leased area to NAES. NAES has agreed to release the existing and expanded space for a period of five years beginning at the end of the construction.

#### CHIEF OPERATIONS OFFICER:

##### Airports

The construction at the Delaware Airpark of the new Delaware State University/Delaware River and Bay Authority hangar/terminal complex is 90% complete. This facility will enter service in May. DRBA and DSU officials are planning a ribbon-cutting ceremony at a future date.

Steel erection is now substantially complete for the new airport vehicle storage and operations facilities at Millville and Cape May Airports. These facilities will enter service in early fall.

##### Cape May – Lewes Ferry

In April, vehicle traffic decreased 16.5% when compared to the 3-year (2002-2004) April average. Passenger traffic decreased 25.1% in comparison to the 3-year average. Compared to the average of the last three years, year-to-date vehicle traffic and passenger traffic have declined 10.5% and 15.2%, respectively.

Internet ferry reservations in April represented 31.5% of total ferry reservations. In April, customer usage of six-trip ferry discount tickets (NT6) increased 15.2% when compared to the 3-year April average.

The MV Twin Capes and MV Cape May winter maintenance and painting work was completed in mid-April, as scheduled. Aggressive maintenance and painting work is underway on the MV Delaware and MV New Jersey.

The Cape May terminal project is 90% complete. Interior work and finishes are progressing as planned. The contractor is on schedule to complete this project by July 1<sup>st</sup>. Furniture deliveries will begin in late June.

Maintenance dredging in the Lewes turning basin was completed on April 8<sup>th</sup> and additional dredging activities will begin in Cape May in mid-May.

Delaware Memorial Bridge

Total traffic during April 2005 increased by 0.5%, when compared to the 3-year April average. Total traffic year-to-date has increased 1.9% over the 3-year average.

E-ZPass traffic continues to increase on the Delaware Memorial Bridge. E-ZPass traffic for April 2005 represented 52.2% of the total overall traffic as compared to 48.3% for the previous year. Total electronic traffic year-to-date represented 52.3%, an increase of 3.8% for the same period in 2004.

Deck resurfacing and I-295 mainline road repair activities proceeded on schedule in April. This work will cease prior to Memorial Day weekend, in time for the summer high traffic periods, and will re-start following Labor Day.

Authority Police and the U.S. Department of Homeland Security (DHS) are planning an on-site threat assessment of the Delaware Memorial Bridge by DHS specialists during June 2005. Following this assessment, a counter-terrorism drill will be conducted in the Authority's Tactical Operations Center.

Summary of Police activities:

Enforcement/Activity	April 2004	April 2005
Traffic Summons	331	257
Criminal Arrests	18	15
Traffic Accidents	28	17
Traffic Reprimands	443	353
 Aid to Motorists	 April 2004	 April 2005
Disabled Vehicles	128	144
Public Assists	43	41
Medical Assists	6	7
Acrophobiacs	28	45

Safety & Environmental

STOP Safety Training for supervisors was introduced at the Authority in April. This DuPont-developed safety program trains supervisors on how to observe unsafe acts and conditions and to act before an injury takes place. It also teaches communication techniques that encourage employees to be attentive to safety issues. The program includes discussion sessions, videotapes, field exercises, and workbook exercises. Fifty percent (50%) of the Maintenance North supervisors have completed this training. This program will be expanded across the Authority.

Safety & Environmental staff have collaborated with the Millville Air Show Committee and reiterated the need for this air show to be an incident-free event. The planning for this significant regional event has been very thorough. Safety, health, and environmental contingencies are in place to ensure a safe event.

CHIEF HUMAN RESOURCES OFFICER:

For the month of April 445 permanent and full time positions are filled, there are 36 vacancies.

Approximately 700 applicants have applied for 10 job postings during the month of April.

The HR Department is planning to host a Summer Blood Drive and Bone Marrow Donor program for interested employees Authority wide.

Mr. Thomas Powell, Supervisor of Maintenance South has retired from the Authority after 10 years of service.

<u>Permanent Full-Time:</u>	Authorized Positions	Filled Positions
	481	445

CHIEF INFORMATION OFFICER:

This month, the MIS Department completed the server migration from Windows NT to Windows Server 2003. MIS staff is continuing the replacement and upgrade of computers and reports the project to be 98% complete. With the assistance of Ken Hynson, staff is reaching out to non-profit organizations to donate the old computers. To date, eight agencies have been contacted, with five organizations accepting seventy-one computers.

With the upgrade of computers and software, the MIS Department has put together a training calendar that runs through June. The curriculum includes Introduction to Outlook 2003, Introduction to Word 2003, Introduction to Excel 2003 and Introduction to Power Point 2003. These classes are conducted in the DRBA Tactical Operations Center.

In April, the installation of the video surveillance system for the Cape May-Lewes Ferry was completed. This project was funded by a TSA grant. In addition, the Delaware Memorial Bridge Toll Department video surveillance system was replaced. Although both systems are operational, the user interfaces are still under development.

UPCOMING EVENTS:

On Saturday and Sunday, May 21-22, the 2005 Wheels & Wings Airshow will be held at the Millville Airport in Millville, New Jersey. The Airshow will feature two exciting aerial performances: the Canadian Forces Snowbirds and the breathtaking Pearl Harbor reenactment, Tora, Tora, Tora! as well as static displays of civilian and military aircraft. In addition to the non-stop aerial displays, a large selection of classic and antique automobiles will be presented for public viewing. Each day, the event begins at 9:00 a.m. and concludes at approximately 5:00 p.m.

Beginning in June 2005, the Authority will initiate a "Toll Plaza Safety Awareness Program" at the Delaware Memorial Bridge. Variable message (VMS), flashing yellow gantry lights, speed warning devices, written correspondence, and news releases will be used to focus driver attention on compliance with posted speed limits. In addition, DRBA Police Officers will concentrate their traffic enforcement efforts in the toll plaza. This initiative is expected to make the Delaware Memorial Bridge safer for our employees and the millions of motorists who use this facility each year.

\* \* \* \* \*

9228. COMMITTEE REPORT – BUDGET & FINANCE

Commissioner Jackson presented the following minutes of the Budget & Finance Committee meeting held May 3, 2005.

A public meeting of The Delaware River and Bay Authority's Budget & Finance Committee was held on Tuesday, May 3, 2005, at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners from New Jersey

Commissioners from Delaware

PRESENT

Committee Chair Jackson  
Commissioner Favre, Committee Member  
Commissioner Koebig, Committee Member  
Commissioner Dorn

Committee Vice-Chair Patterson  
Commissioner Lathem, Committee Member  
Commissioner Lowe

Staff

Jim Johnson, Jr.  
Don Rainear  
Jim Walls  
Trudy Spence-Parker  
Gerry DiNicola Owens  
Victor Ferzetti  
Joe Larotonda  
Anna Marie Gonnella Rosato  
Ken Hynson

Authority Secretary

Tom Pankok

- I. Committee Chair Jackson welcomed the Budget & Finance Committee and opened the meeting at approximately 10:17 a.m. The Chair 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.
- II. The Committee reviewed the Community Contribution requests. A decision to recommend Community Contribution requests was delayed pending further discussion. A Resolution authorizing the approved requests will be presented for full Board consideration at the May meeting.
- III. The Acting Chief Financial Officer (CFO) reviewed the proposed Resolution listing vendors over \$25,000. Staff recently completed the 2005 Capital Equipment review and most items were recommended Capital Equipment purchases. Committee Chair Patterson questioned whether the carry all utility carts were battery operated, reflecting the trend to support cleaner burning equipment and reported that the State Parks in Delaware were utilizing more of that type of equipment. It was requested that staff investigate for future purchases.
- IV. The Acting CFO provided a background of the Employee Retirement plan reviewing who is covered, plan benefits, and the assets and liabilities of the plan. The Acting CFO reviewed the recent changes implemented to reduce cost volatility, improve budgeting, and recognize appropriate liability of the Retirement Plan which included the following:
  - 5-year asset smoothing to reduce cost volatility
  - Lump sum assumption (25%) to recognize appropriate liability
  - Early retirement window – an Authority initiative
  - One-year lag funding to improve budgeting process
  - Update actuarial assumptions to recognize appropriate liability

The Acting CFO reviewed and discussed the 2005 changes designed to recognize the liability as follows:

- Currently the Allmerica Contract plan has assumed a value at a 7% return and staff recommended the assumption value drop to 5% to reflect more appropriate liabilities.
- Update the mortality table being used to reflect average life-spans which have increased

The Acting CFO informed the Committee that the aforementioned changes will result in a 2005 pension expense approximately \$300,000 greater than as currently budgeted. Staff and the Committee discussed the various issues and plan funding options including 1) Consider utilizing the currently uncommitted surplus of \$3 million from the Allmerica demutualization to lower long-term costs, and 2) transferring funds within the current operating budget to meet the need. The Committee did not act on any of the recommendations and requested that the presentation be made before the full Board for further discussion and consideration.

V. Miscellaneous Financial Matters:

IRS Review:

The Acting CFO reported that staff met with a representative from the IRS regarding the completed Federal tax examination. Two issues were brought to staff's attention for correction.

- Past payments made on behalf of two previous Commissioners. The IRS has given the Authority sixty days to recover the payment or issue 1099 Forms declaring the payment as income to the Commissioners. After discussion, the Committee recommended that staff issue 1099's if unable to reconcile the issue.
- The Authority Police Department received outside funding for the Click-It-Or-Ticket program. The officers who participated in the program were issued 1099s. It was reported that those wages should have been reflected in W-2s. The Authority will make the necessary payments to the IRS correcting the withholding error.

Overall, the review identified minor issues which are addressed without penalty. The Authority's positive examination is the result of many of the recent policies and procedures instituted.

Sale of Surplus Property:

The Acting CFO reported that the Authority received \$72,000, after expenses, for the sale of the Lady Christina, a pontoon boat no longer in use by the Three Forts Ferry.

Riverfront Market:

Commissioner Lathem requested that staff provide a report regarding marketing initiatives for the Riverfront Market at a future meeting.

There being no further business to discuss, the Budget and Finance Committee adjourned at 11:10 a.m.

\* \* \* \* \*

9229. COMITTEE REPORT – PERSONNEL & INSURANCE

Commissioner Dorn presented the following minutes of the Personnel & Insurance Committee meeting held May 3, 2005.

A public meeting of The Delaware River and Bay Authority's Personnel & Insurance Committee was held on Tuesday, May 3, 2005, at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners from New Jersey

Commissioners from Delaware

PRESENT

Committee Chair Dorn

Commissioner Lowe, Committee Member

Commissioner Jackson, Committee Member

Commissioner Patterson

Commissioner Koebig, Committee Member

Vice-Chairperson Parkowski

Commissioner Favre

Staff

Jim Johnson, Jr.  
Don Rainear  
Jim Walls  
Trudy Spence-Parker  
Gerry DiNicola Owens  
Victor Ferzetti

Authority Secretary

Tom Pankok

- I. Committee Chair Dorn welcomed the Personnel & Insurance Committee and opened the meeting at approximately 9:05 a.m. The Authority Secretary reported that the public meeting of the Personnel & Insurance Committee had been duly noticed in accordance with the Authority's Freedom of Information Regulations, read the Statement of Notice, and called the roll. The meeting was followed by an Executive Session, closed to the public to discuss matters of a confidential nature.

The Committee Chair requested an Executive Session, closed to the public to discuss matters of a confidential nature. On motion by Commissioner Lowe, seconded by Commissioner Koebig, the Session was closed.

The following matters of a confidential nature were discussed.

- CONTRACT NEGOTIATIONS:

- Local 542 Update

The Acting Chief Financial Officer (CFO) and the Chief Human Resource Officer (CHRO) updated the Committee regarding the negotiations with Local 542.

- EEO Action Plan

The Chief Human Resource Officer reported that the EEO Action Plan and the Authority's SOP for Hiring, would be mailed to all Board members for review and subsequent discussion at the next Personnel & Insurance Committee meeting.

There being no further business in the Executive Session, on motion by Commissioner Favre, seconded by Commissioner Lowe, the session was opened to the public.

- Job Posting and Hiring Update

The Chief Human Resource Officer updated the Committee regarding the latest group of job postings. Ten vacant positions were posted on April 1 with a closing date of April 29<sup>th</sup>. To date, the Authority received a total of 683 applications for those positions. The Committee requested that the CHRO provide the number of applications that had been received due to the recruitment efforts of the EEO/Recruiter. The Executive Director reported that a new group of positions would be posted sometime in May.

- PUBLIC COMMENT:

Mr. Agre, Legal Counsel for Local 542, addressed the Committee and presented a letter requesting certain information regarding the ongoing negotiations.

Mr. Ascione, a representative of Local 542, addressed the Committee and reiterated the request from the Legal Counsel for Local 542. He stressed that the bargaining unit was getting impatient and wanted the negotiations to be finalized.

Committee Chair Dorn thanked the gentlemen for their comments and reported that the Committee had the same goals to resolve the negotiations. The Acting Chief Financial Officer reported that staff would review the requests and respond appropriately.

There being no further business, on motion by Commissioner Lowe, seconded by Commissioner Favre, the Personnel & Insurance Committee Meeting adjourned at 10:12 a.m.

\* \* \* \* \*

9230. COMMITTEE REPORT – PROJECTS COMMITTEE

Commissioner Hensley deferred the May 3, 2005 Committee meeting report to Commissioner Koebig. Commissioner Koebig presented the following minutes of the Projects Committee held May 3, 2005.

A public meeting of the Delaware River and Bay Authority’s Projects Committee was held on Tuesday, May 3, 2005, Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners from New Jersey

Commissioners from Delaware

PRESENT

Committee Vice Chair Dorn  
Commissioner Koebig  
Commissioner Jackson

Commissioner Lathem  
Commissioner Lowe

Staff

Jim Johnson  
Don Rainear  
Jim Walls  
Trudy Spence-Parker  
Gerry DiNicola Owens  
Victor Ferzetti  
John Jones  
Anna Marie Gonnella Rosato

Authority Secretary

Tom Pankok

Attorney

Mike Houghton

I. The Projects Committee meeting convened at approximately 11:10 a.m. Those in attendance were provided an informational package consisting of an agenda, an Information Technology (IT) presentation, and the monthly contractor payment chart. The Authority Secretary reported that the public meeting of the Projects Committee had been duly noticed in accordance with the Authority’s Freedom of Information Regulations, read the Statement of Notice, and called the roll.

II. Bid Openings/Award Actions/Resolutions: None

III. Contract Close-Out Actions: None

IV. Miscellaneous: The Chief Information Officer (CIO) provided an IT information briefing to the Committee. The highlights of the presentation included an overview of the IT Department responsibilities and briefing on the organizational makeup; challenges facing the new CIO in 2004; and, a comprehensive list of projects the IT Department is working on for 2005 and 2006.

V. Contractor Payment (through April): Staff informed the Committee on monthly construction contractor payments to be made to contractors in May.

VI. There being no further business for the Projects Committee, the public meeting was adjourned at approximately 11:45 a.m.

\* \* \* \* \*



Commissioner Koebig presented the minutes of the Economic Development meeting held May 3, 2005.

A public meeting of The Delaware River and Bay Authority's Economic Development Committee was held on Tuesday, May 3, 2005, at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners from New Jersey

Commissioners from Delaware

PRESENT

Committee Chair Koebig

Committee Vice-Chair Lowe

Commissioner Jackson, Committee Member

Staff

Authority Secretary

Jim Johnson, Jr.

Tom Pankok

Don Rainear

Jim Walls

Legal Counsel

Trudy Spence-Parker

Mike Houghton - DE

Gerry DiNicola Owens

AJ Crescenzi

Anna Marie Gonnella Rosato

Victor Ferzetti

- II. Committee Chair Koebig welcomed the Economic Development Committee and opened the meeting at approximately 11:45 a.m. The Authority Secretary reported that the public meeting of the Economic Development Committee had been duly noticed in accordance with the Authority's Freedom of Information Regulations, read the Statement of Notice, and called the roll.
- II. The Deputy Executive Director (DED) presented a DRAFT Resolution regarding property at the New Castle Airport. The Delaware Air National Guard had been in negotiations with the Authority for several years regarding the need to purchase additional property for an expansion of headquarters. Due to the time sensitivity of the transaction, it had become necessary to negotiate a lease/purchase with the purchase contingent upon the Authority receiving the appropriate release of lands from the FAA and New Castle. The approximate 10 acre parcel had been appraised at \$175,000 per acre by both the Authority's appraiser and the State of Delaware's appraiser. The Resolution would authorize the Executive Director (ED) to finalize negotiations on a fair market Lease/Purchase between the Authority and the Delaware Air National Guard. On motion by Commissioner Lowe, seconded by Commissioner Jackson, the Committee recommended approval of the Lease/Purchase. A finalized Resolution will be presented to the full Board for consideration at the May meeting.
- III. The DED presented a DRAFT Resolution authorizing a Lease Amendment with the Delaware Air National Guard, which was associated with the previous transaction of the Lease/Purchase. This Resolution extends the lease agreement to grant an option to renew the term of the lease for a period of thirty (30) years to allow for the Federal requirements relating to the construction of a new facility. In exchange for the lease extension, the Delaware Air National Guard has agreed to release 1.629 acres to be sold to the Easter Seals, remove an existing facility and remediate any environmental contamination from the site.
- On motion by Commissioner Jackson, seconded by Commissioner Lowe, the Committee recommended approval of the Lease Amendment. A finalized Resolution will be presented to the full Board for consideration at the May meeting.

There being no further business to discuss, on motion by Commissioner Jackson, seconded by Commissioner Lowe, the Economic Development Committee adjourned at 12:22 p.m.

\* \* \* \* \*

9232. COMMITTEE REPORT – AUDIT & GOVERNANCE

Commissioner Cooper noted that a quorum was not present for the Audit & Governance Committee meeting held May 3, 2005. No issues were discussed and no action was taken. A public meeting of the Audit & Governance will be rescheduled for next month.

A public meeting of The Delaware River and Bay Authority’s Audit & Governance Committee was held on Tuesday, May 3, 2005, at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners from New Jersey

Commissioners from Delaware

PRESENT

Commissioner Dorn, Committee Member

Staff

Jim Johnson, Jr.  
Don Rainear  
Victor Ferzetti  
Jim Walls  
Trudy Spence-Parker  
Gerry DiNicola Owens

Authority Secretary

Tom Pankok

III. Commissioner Dorn welcomed the Audit & Governance Committee and opened the meeting at approximately 11:10 a.m. The Authority Secretary reported that the public meeting of the Audit & Governance Committee had been duly advertised in accordance with the Authority’s Freedom of Information Regulations, read the Statement of Notice, and called the roll.

Commissioner Dorn reported that the Audit & Governance Committee did not have a quorum, no issues were discussed, and no action was taken. A public meeting of the Audit & Governance Committee will be rescheduled at a later date. Commissioner Dorn then adjourned the meeting at 11:11 a.m.

\* \* \* \* \*

9233. DELAWARE RIVER AND BAY AUTHORITY – TRAFFIC AND REVENUE SUMMARY.

The Acting 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 March.

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

\* \* \* \* \*

9234. DELAWARE RIVER AND BAY AUTHORITY – STATEMENT OF INCOME AND EXPENSE.

The Acting CFO presented a chart showing a statement of income and expenses with comparisons to the same period last year.

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

\* \* \* \* \*

9235. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The Acting CFO presented a chart 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.

\* \* \* \* \*

9236. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The Acting CFO presented a chart showing the capital budget for crossing and economic development projects and dollars committee 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.

\* \* \* \* \*

9237. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION (MARKET VALUE) AS OF

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

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

\* \* \* \* \*

9238. PUBLIC COMMENT ON ACTION ITEMS.

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

- Resolution 05-21                      Second Reading of the Adoption of Amendments to the By-Laws of the DRBA
- Resolution 05-22                      Approval of Community Contribution Requests
- Resolution 05-23                      Authorizes Expenditures \$25,000 and Over
- Resolution 05-24                      Lease Purchase Agreement with the State of Delaware at New Castle Airport
- Resolution 05-25                      Lease Amendment with U.S.A. at New Castle Airport

There were no public comments.

\* \* \* \* \*

9239. SUMMARY OF AUTHORIZED CONTRACT PAYMENTS.

The Chief Operating Officer (COO) noted the following Summary of Authorized Contract Payments for May, 2005.

<u>Contractor</u>		<u>Payment</u>
DMB-04-02	Eastern Highway Specialists	\$177,021.86
DMB-02-01	Daisy Construction	\$ 22,260.93
DMB-01-06	Cianbro Corporation	\$244,507.18
CMLF-01-06	Stanker & Galetto	\$213,577.09
CMLF-04-07	PKF-Mark III, Inc.	\$649,142.10
NCA-01-04	EDIS	\$ 3,115.83
DAP-04-02	EDIS	\$125,979.10
MVA-02-02	State HiWay Safety	\$ 3,450.00
MVA-04-01	Delta Line Construction	\$213,203.62
MVA-04-03	Stanker & Galetto, Inc.	\$347,026.80
CMA-02-02	Highway Safety Systems, Inc.	\$ 22,950.00
CMA-04-01	Delta Line Construction	\$313,813.20
CMA-04-02	Delta Line Construction	\$ 12,865.00

A motion to approve the Summary of Authorized Contract Payments was made by Commissioner Lathem, seconded by Commissioner Dorn and unanimously approved by a voice vote of 11-0.

\* \* \* \* \*

9240. CHAIRPERSON’S CALL FOR ACTION ON THE RESOLUTIONS BEFORE THE BOARD

The Executive Director presented the following Resolutions:

**Second Reading:**

**RESOLUTION 05-21 - ADOPTION OF AMENDMENTS TO BY-LAWS FOR THE DELAWARE RIVER AND BAY AUTHORITY**

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is a body politic and an agency of government of the State of Delaware and the State of New Jersey; and

WHEREAS, the Authority was created in 1962 by a Compact between the States of Delaware and New Jersey with the consent of the Congress of the United States of American and approval of the President; and

WHEREAS, the Authority was established for the purpose of providing crossings of the Delaware River and the Delaware Bay between the two States, and to undertake transportation and terminal facilities, and performance of such other functions as may be approved by the two states and consented to by Congress; and

WHEREAS, the original Compact was amended in 1990 for the purpose of authorizing the Authority to undertake certain Commerce facilities and developments within the State of Delaware or in the New Jersey counties of Cape May, Cumberland, Gloucester and Salem; and

WHEREAS, the terms of the Compact authorize the Authority to adopt By-Laws to govern the conduct of its affairs by a Board of Commissioners; the Authority having most recently exercised said authority through the adoption of its current By-Laws by Authority Resolution 04-16 (adopted April 13, 2004); and

WHEREAS, the Authority periodically reviews its corporate governance to ensure it is accountable, meets the objectives for which the Authority was created, and in the best interest of the public; and

WHEREAS, the Authority has determined that these aforementioned objectives will be best met by the adoption of certain amendments to Sections 8.9, 8.11 and 12.01 of its By-Laws (“Amendments”) in the form attached hereto; and

WHEREAS, these Amendments shall take effect immediately upon the expiration of the respective Governors’ veto period; and

NOW THEREFORE BE IT RESOLVED, that the Authority hereby adopts the attached Amendments to its By-Laws.

**PROPOSED AMENDMENTS TO BY-LAWS OF THE DELAWARE RIVER & BAY AUTHORITY**

- 1. The first sentence of Section 8.9 (“Economic Development Committee”) shall be amended to read as follows:

“The Economic Development Committee shall consist of six (6) members, three (3) from each State.”

**Purpose of Amendment.** The purpose of the proposed Amendment is to increase the membership of the Economic Development Committee from its current four (4) members (2 from each State) to six (6) members (3 from each State).

2. The first sentence of Section 8.11 (“Governance/Audit Committee”) shall be amended to read as follows:

“The Governance/Audit Committee shall consist of six (6) members, three (3) from each State.”

**Purpose of Amendment.** The purpose of the proposed Amendment is to increase the membership of the Governance Audit Committee from its current four (4) members (2 from each State) to six (6) members (3 from each State).

3. Subsection (c) of Section 12.01 shall be amended and supplemented to read as follows:

“No new By-Law, amendment or alteration or repeal of or to these By-Laws shall be effective until said proposal in identical form shall have been approved by the Commissioners at two (2) regular or special meetings of the Authority, *which, for the purposes hereof, shall include the regular meeting at which said proposal was initially introduced and approved.*” **Note: Proposed additional language delineated by italics.**

**Purpose of Amendment.** The purpose of this Amendment is to resolve a potential misinterpretation of the original intent of in Section 12.01 of the current By-Laws. The current By-Laws provide that a proposal to alter, amend or repeal the By-laws or to adopt new By-Laws may be introduced at any regular meeting. If favorable action is taken at such meeting, the proposal is recorded in the minutes and notice thereof given to the Commissioners. Subsection (c) of the By-Laws provides that no By-Law amendment shall be effective until a proposal, in identical form, shall have been approved by the Commissioners at two (2) regular or special meetings of the Authority. The original intent of subsection (c) is to require consideration of the proposal at two (2) meetings, inclusive of the regular meeting at which the proposal was originally introduced. The purpose of the proposed Amendment, although consistent with the original intent of the By-Laws, is to restate Section 3 to avoid any potential ambiguity or alternate interpretation.

**Please Note: This document presents only the language from the current By-Laws as is necessary to understand the proposed revisions.**

A motion to approve Resolution 05-21 was made by Commissioner Favre, seconded by Commissioner Cooper and approved by a roll call vote of 11-0.

\* \* \* \* \*

**RESOLUTION 05 -22 APPROVAL OF COMMUNITY CONTRIBUTION REQUESTS.**

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is a bi-state agency with public crossing facilities and assets in the States of New Jersey and Delaware; and

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

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

WHEREAS; the Budget and Finance Committee met and approved Community Contributions for the month of May, 2005; and

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

Community Contributions

New Jersey

Girls Scouts of the South Jersey Pines	\$ 5,000
City of Cape May	\$ 5,000
Marine Mammal Stranding Center (MMSC)	\$ 5,000
Meals on Wheels of Salem County Incorporated	\$ 5,000
Mid-Atlantic Center for the Arts	\$ 4,000
Ranch Hope Incorporated	\$ 5,000
Salem County Vocational and Technical Schools Foundation Incorporated	\$ 5,000
The Wetlands Institute	\$ 3,500
Washington Township Live Arts Incorporated	\$ 5,000
<b>Total</b>	<b><u>\$ 42,500</u></b>

Delaware

Christina Cultural Arts Center	\$ 5,000
Delaware Heritage Foundation	\$ 1,000
Delmarva Scholarship Classic Foundation	\$ 2,500
Delaware Symphony Orchestra	\$ 2,500
Friends of Cape Henlopen State Park Incorporated	\$ 500
Lower Sussex Little League	\$ 5,000
Parent Information Center of Delaware Incorporated	\$ 4,000
Taylor's Bridge Community Center Incorporated	\$ 5,000
The Achievers Incorporated	\$ 2,000
The Center for Therapeutic and Educational Riding Incorporated	\$ 3,500
The Delaware Center for the Contemporary Arts Incorporated	\$ 5,000
<b>Total</b>	<b><u>\$ 36,000</u></b>

**Grand Total (New Jersey and Delaware) \$ 78,500**

Resolution 05-22 was moved by Commissioner Patterson and seconded by Commissioner Dorn. With Commissioner Favre abstaining from the City of Cape May and Commissioner Hensley abstaining from Parent Information Center of Delaware, Incorporated, Resolution 05-22 was approved by a roll call vote of 11-0 with the above noted abstentions where such votes were 10 in favor and 1 abstention.

\* \* \* \* \*

**RESOLUTION 05-23 - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1 THROUGH DECEMBER 31, 2005.**

WHEREAS, The Delaware River and Bay (the "Authority") adopted Resolution 01-84 requiring Commission 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 1/1/05 THROUGH 12/31/05

<u>VENDOR</u>	<u>SERVICE DESCRIPTION</u>
Solar Tech	New VMS Trailers

Kut-Kwick Corp.	New Slope Mower
Golf Cars Inc.	New Carry All Utility Carts
Barnegat Bay	Cape May Dredging
Collins Business Systems	Voice Recording System Upgrade Cape May, Lewes, New Castle
Transdyn Controls	Traffic Management System Upgrades New Castle
TelLan Network Technologies	Telephone PBX upgrade Cape May, Lewes
Delmarva Systems	Security System Upgrades Cape May, Lewes, New Castle
Harte Hanks Print	CMLF Brochures

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 05-23 was made by Commissioner Lowe, seconded by Commissioner Koebig and approved by a roll call vote of 11-0.

\* \* \* \* \*

**RESOLUTION 05-24 - LEASE PURCHASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND THE STATE OF DELAWARE (DELAWARE AIR NATIONAL GUARD)**

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

WHEREAS, the State of Delaware, on behalf of the Delaware Air National Guard (the "State"), desires to purchase approximately 10.42 acres of land on Airport Rd (the "Property"); and

WHEREAS, the sale of the Property is contingent upon the Authority acquiring the appropriate releases from both the Federal Aviation Administration and New Castle County; and

WHEREAS, in order to obtain the necessary State and Federal funding for the purchase of the Property and the construction of the improvements thereon, it is necessary for the State to obtain control over the Property before the required County and federal approvals are obtained; and

WHEREAS, the Authority has agreed to lease the Property to the State until such time as the necessary approvals are obtained and then convey the Property to the State on the terms and conditions set forth in the Lease;

WHEREAS, pursuant to said lease (the "Lease") the State shall pay to the Authority annual rent equal to the fair market value of the Property, with escalations based on the consumer price index, until the sale of the property is completed, and if the approvals are not obtained or otherwise denied, then the State shall continue to pay annual rent to the Authority equal to the fair market value of the Property with escalations; and

WHEREAS, the term of the Lease will expire no later than the expiration of the Authority's first renewal term under its ground lease with the County and will be divided between an initial term and a renewal term based on negotiations between the parties; and

WHEREAS, if the necessary approvals are obtained, the State may purchase the Property for a purchase price equal to fair market value of the Property on a per acre basis less a credit equal to up to twelve (12) months of rent payable under the Lease; and

WHEREAS, the State and the Authority will share the costs incurred in connection with the demolition of the buildings currently existing on the Property and the related remediation of substances in those buildings.

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

A motion to approve Resolution 05-24 was made by Commissioner Lathem, seconded by Commissioner Dorn and approved by a roll call vote of 11-0.

\* \* \* \* \*

**RESOLUTION 05-25 - LEASE AMENDMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND THE UNITED STATES OF AMERICA**

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

WHEREAS, the United States of America, on behalf of the Delaware Air National Guard ("DANG"), currently leases approximately eighty (80) acres of land at New Castle Airport (the "Property") pursuant to a Lease Agreement dated July 19, 1993, as amended (the "Lease"); and

WHEREAS, DANG desires to construct additional improvements on the Property and has asked the Authority to amend the Lease to grant to DANG an option to renew the term of the Lease for a period of approximately thirty (30) years in order to allow it to meet Federal requirements relating to the construction of new facilities; and

WHEREAS, the initial term of the Lease will expire on July 18, 2033 and the new renewal term will expire on June 29, 2055, to coincide with the expiration of the Authority's renewal term under its ground lease with New Castle County and

WHEREAS, the annual rent payable during the renewal term will be \$1.00, which is the rent currently being paid; and

WHEREAS, in exchange for the Authority's agreement to grant the renewal option to DANG, DANG has agreed to release from its demised premises and surrender to the Authority Parcel 3, containing 1.629 acres, which land the Authority desires to sell to Easter Seals ; and

WHEREAS, DANG has agreed to remove the existing facility and remediate any environmental contamination from the site; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of Supplement No. 3, the amendment to the Lease with the Delaware Air National Guard and, with the advice and consent of counsel, to have such Supplement No. 3 executed by the Chairperson, Vice Chairperson, and the Executive Director.

A motion to approve Resolution 05-25 was made by Commissioner Favre, seconded by Commissioner Patterson. With Commissioner Hensley abstaining from the vote, Resolution 05-25 was approved by a roll call vote of 10 in favor and 1 abstention.

\* \* \* \* \*

9241. COMMISSIONERS PUBLIC FORUM

Vincent Ascione, Local 542 representative, spoke. He thanked the Commissioners for allowing him to speak and noted that union representatives requested information from the Authority to assist in the negotiations but the information has not been received. He said that he was just informed that union representatives will be receiving it shortly. He said that the 156 employees the union is representing are getting impatient with the negotiation process and that he is asking the Board to help in the matter.

Chairperson Wallace thanked Mr. Ascione for speaking before the Commission and that he will look into the matter.



There were no other comments.

\* \* \* \* \*

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

The meeting was adjourned 11:38 a.m.

Respectfully submitted,  
THE DELAWARE RIVER AND BAY AUTHORITY

Donald H. Rainear  
Deputy Executive Director