

MINUTES OF MEETING

THE DELAWARE RIVER AND BAY AUTHORITY

September 16, 2003

Commissioners from Delaware Commissioners from New Jersey

PRESENT

F. Michael Parkowski, Chairman	Warren S. Wallace, Vice Chairman
Thomas J. Cooper	Edward W. Dorn
Verna W. Hensley	Maureen T. Koebig
Samuel E. Lathem	Robert Y. McWilliams
William F. Lowe, III	Charles E. Pessagno
Gary B. Patterson	

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The meeting convened at 11:03 a.m. with Chairman Parkowski presiding.

Executive Director Johnson opened the meeting with the Pledge of Allegiance, and a prayer by Commissioner Lathem.

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

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8917. APPROVAL OF MINUTES: On motion by Commissioner McWilliams and seconded by Commissioner Koebig, the minutes of the July 16, 2003 meeting were approved by a voice vote of 11-0.

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8918. EXECUTIVE DIRECTOR'S REPORT: The Executive Director presented the following highlights that occurred within the Authority during the months of July and August:

AIRPORTS

On July 10, 2003, ground was broken at New Castle Airport for Dassault Falcon Jet's new 40,000 square-foot paint hangar. This hangar will be a state-of-the-art aircraft painting facility, bringing as many as twenty-five high tech jobs to the region. Dassault has funded this hangar.

The Naval Air Station Museum Wildwood hosted its annual Airfest event at Cape May Airport on August 09. Inclement weather impacted attendance; 2,000+ spectators enjoyed the event.

CAPE MAY-LEWES FERRY

In comparison to 2002, vehicle traffic was down 4.6% in July and 3.1% for August; total vehicle traffic year-to-date is off 8.1% from 2003. Passenger traffic was down 5.9% in July and 5.2% in August; total passenger traffic year-to-date is off 10.2% from 2002.

The July 3rd Fireworks Event was a success; guests onboard the M/V Cape May and at the Cape May Terminal had the opportunity to observe the holiday fireworks celebration.

At Cape May on July 16th, a sheen of oil was observed on the water adjacent to Slip #1. CMLF personnel quickly implemented approved environmental response plans and made proper notification to regulatory agencies. The unknown petroleum product was promptly contained by our maintenance personnel. Ongoing site evaluation is underway to determine the contamination source and the necessary site remediation.

The M/V Cape Henlopen sustained minor damage during a docking incident at Lewes

on August 28. Related pier damage occurred to Slip #2; repairs are scheduled.

DELAWARE MEMORIAL BRIDGE

Monthly traffic continued to exceed the totals for 2002 during July (+3.2%) and August (+2.7%). More than 1.8 million vehicles passing through the Toll Plaza at the Delaware Memorial Bridge during the month, establishing a new monthly traffic record for the Bridge. The large traffic deficit (200,000 vehicles) that existed at the end of March has been eliminated on the strength of five consecutive months of record traffic.

E-ZPass traffic continues to account for 43% of the total traffic. The DRBA Customer Service Center has 27,100+ active accounts currently and has issued more than 36,500 transponders. With the announcement by the Governor of Virginia that VDOT will join the E-ZPass InterAgency Group, all toll roads from Maine to Virginia will have compatible electronic toll collection systems by the close of 2004.

The 1st Battalion, 5th Infantry (Vietnam veterans) conducted a memorial ceremony at the Park on July 19, 2003. Senator Carper addressed approximately 100 veterans and guests.

HUMAN RESOURCES

The Early Retirement Option (ERO) final revocation period ended August 7, 2003 at 3:00pm. Fifty-seven (57) employees elected the ERO and will receive the enhanced benefit offered under the program. A total of sixty-five (65) Authority employees will retire between January 01, 2003 and September 30, 2003.

Camille Dinon was promoted to the position of *Electronic Toll Reciprocity Administrator* in the Controller's Office effective July 14, 2003. Ms. Dinon's previous position was *Toll Accounting Clerk*.

Three (3) seasonal marine employees, Tracey Cherry, Donna Speigel and Michael Gavin, were selected as permanent part-time *Ordinary Seaman/LB* (Cape May), effective August 10, 2003.

Consuella Petty-Judkins joined the Human Resources Department August 18, 2003 as the Authority's *Equal Employment Opportunity and Recruitment Manager*. Prior to joining the Authority, Ms. Petty-Judkins was employed by MBNA America as Affirmative Action/EEO Coordinator.

Personnel Status

	<u>Authorized Positions</u>	<u>Filled Positions</u>
Permanent Full-Time:	522	492
Permanent Part-Time:	32	27
Total Permanent:	554	519

POLICE

Summary of Police activities:

<u>Enforcement Activity</u>	<u>Jul 2002</u>	<u>Jul 2003</u>	<u>Aug 2002</u>	<u>Aug 2003</u>
Traffic Summons	183	506	296	294
Criminal Arrests/Charges	10	32	17	22
Traffic Accidents	27	34	32	42
Traffic Reprimands	321	598	355	459
 <u>Aid To Motorists</u>				
Disabled Vehicles	196	204	225	190
Public Assists	92	100	113	80
Medical Assists	22	12	34	9
Acrophobiacs	45	43	47	41

HURRICANE ADVISORY WARNING

Cancellation of the Cape May-Lewes Ferry sailings have been posted on the website beginning Wednesday afternoon through Friday. Hurricane Isabell is being monitored and that all precautions are being taken.

Without objection, the Executive Director's Report was ordered filed with the permanent records of the Authority.

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8919. COMMITTEE REPORTS - BUDGET & FINANCE:

Commissioner Patterson presented the following minutes of the Budget & Finance Committee Meeting held on September 2, 2003.

- I Committee Chair Patterson welcomed the Budget & Finance Committee and opened the meeting at approximately 9:10 a.m. The Committee Chair reported that the public meeting of the Budget & Finance Committee had been duly advertised in accordance with the Authority's Freedom of Information Regulations and read the statement of notice.

- II At the request of the Chair and Vice-Chair of the Budget & Finance Committee, the Authority's Financial Advisors, Mr. Jim Dugan and Mr. Jack Cavanaugh, Cavanaugh Capital Management, gave a presentation reviewing the Delaware River and Bay Authority's Retirement Plan. Mr. Dugan reported that the Authority's Retirement Plan consists of two separate plan assets. Allmerica Financial Services, dedicated to provide benefits for employees who were retired prior to July, 1997, is invested in a Fixed Interest Funds in the amount of \$22,689,000 and Cavanaugh Capital Management, consisting of Fixed Income & Equities in the amount of \$33,650,000 for the active DRBA employees. The figures represented are as of January 1, 2002. The Authority's Financial Advisor recommended the possibility of combining Allmerica assets and Trust assets for the purposes of providing a comprehensive asset management strategy. The consolidation will allow for improved stewardship that benefits all retirees and greater use of equities and alternative strategies in the managed Trust for higher long-term growth. The Committee further discussed considerations regarding Allmerica, the process for evaluating consolidation, and current portfolio strategies for retirement plan trust. After discussions, the Committee recommended that staff, in coordination with the Authority's Asset Manager and the Authority's Actuary, pursue the possibility of combining the assets of the Authority's Retirement Plan Trust. The Committee also requested that the Authority's Financial Advisor return in December to brief the Budget & Finance Committee on the Authority's investment guidelines and make recommendations for full Board consideration.

- II The Committee Chair reviewed the Community Contributions requested for the months of August and September. After review of the requested contributions, the Committee approved requests from Delaware totaling \$34,025 and requests from New Jersey totaling \$86,300 for a grand total of \$120,325. On motion by Commissioner McWilliams, seconded by Commissioner Lathem, the Committee recommended the approved Community Contributions be forwarded for full Board consideration.

- III The CFO reported that as part of the Authority's preparation for the 2003 Bond Issue, the Authority's Trust Indenture required an independent, outside review of the Authority's Traffic and Revenue. Vollmer Associates LLP was chosen to provide Traffic and Revenue projections for a five-year period. The CFO reported that the revenue projections provided by Vollmer are wrong. Currently, the Authority's revenue is below the Vollmer projections. The CFO requested that the Committee authorize the CFO to develop and update more accurate revenue projections for FY 03 through 07. After discussion, the Committee concurred with the CFO's recommendation and authorized the CFO to develop more accurate revenue projections for Committee recommendation for full Board consideration.

The CFO also reviewed the projected Operating Budget for year-end 2003. It was reported that the projections for year-end 03 totaled \$59.5M while the

FY 03 Adopted Operating Budget of totaled \$61.6M - a \$2M surplus. It was reported that the surplus consists mainly of salary savings.

IV The CFO updated the Committee on the progress of the due diligence process regarding Centralized Purchasing, Disadvantage Business Enterprise Policies and Prevailing Wage. The CFO deferred the Prevailing Wage discussion to the Projects Committee. It was also requested that the CFO be provided additional time to review and discuss the findings and recommendations with the Executive Director and Senior Leadership Team. The Committee concurred and requested that these subjects be included on the Agenda for the October Budget & Finance Committee meeting.

V Miscellaneous:

Committee Chair Patterson requested additional information regarding Community Contributions for the Fire Companies that service areas contiguous to Authority sites. Staff will investigate and report back to the Committee.

Commissioner Lowe presented a letter from the Philadelphia Maritime Exchange regarding the Port System. The NOAA placed instrumentation at locations along the Delaware River and Bay which provide readings for tide, current, and weather conditions. The initial funding for the installation of the system was provided by the Delaware River Port Authority. The Maritime Exchange reported that the annual bill in the amount of \$280,000 has not been paid and is looking to other outside agencies for assistance in funding this year's costs. It was also reported that future costs could be paid by federal funds. After discussion, the Committee recommended not supporting this request. The Executive Director was directed to notify the Maritime Exchange of the Committee's decision.

There being no further business, the Budget and Finance Committee Meeting was adjourned at 10:40 a.m.

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8920. COMMITTEE REPORT - PROJECTS: Commissioner Koebig presented the following minutes of the Projects Committee Meeting held on September 2, 2003.

I The Projects Committee meeting convened at approximately 11:00 a.m. The Director of Engineering provided those in attendance with an information package consisting primarily of an agenda, two (2) bid tabs, project photographs, project-related information and the monthly contractor payment chart.

II Bid Openings/Award Actions:

· Runway 1-19 Rehabilitation (NCA-02-03): This project includes the rehabilitation of a 7000' runway to include lighting/drainage improvements. The FAA is funding this work at the 90% level. Three (3) bidders submitted bids at the July 29th public bid opening. The Director of Engineering recommended that the award be made to the lowest responsive bidder who has done good work at the New Castle Airport in the past. The Projects Committee supports the initiative and directed that a contract award recommendation be presented at the September Commission meeting.

· Annual Bridge Painting Contract (DMB-03-01): This is an annual maintenance project that addresses certain areas of the DMB that require painting maintenance. Three (3) bidders submitted bids at the July 30th public bid opening. The Director of Engineering reported that there was a discrepancy/ambiguity in the lead paint containment technical specification that resulted in a wide swing between the three bids. John Jones recommended rejecting all bids, correcting the specification and re-bidding the contract over the winter and starting work in spring 2004. John Jones also recommended that a modification be done to an existing contract with Cornell to address areas this fall that are in most need of painting. The Projects

Committee concurred with the recommendation.

- Mr. Lathem and Mr. Dorn reinforced the importance of minority owned business participation in our work. John Jones stated that a contractor's registry system is in place where any contractor can register with the Authority to do work. Registration can be done via the DRBA web page or letter.

III Contract Close-Out Actions:

- Bank Stabilization/Dike Repair, Cape May Terminal (CMLF-02-01): This contract was awarded to Albrecht & Huen, Inc., of Cape May Courthouse, New Jersey for the bid price of \$341,333.00. Changes in quantities to reflect actual field conditions subtracted \$55,573.36 from the original bid price. John Jones stated the contractor did a good job, recommended that the contract be closed and stated that the final contract price is \$285,759.64. The Projects Committee supported the recommendation and directed that a contract closeout recommendation be presented at the September Board meeting.

IV Miscellaneous On-going Actions:

- Delaware Approach Roads Update: Work is approximately 70% complete and continues primarily with ramp reconstruction and US 13 Northbound and Southbound modifications. The construction of the new Bridge 12 (along US 13 Northbound) is now complete and was open to traffic July 31st. The original contract completion date has slipped primarily due to weather conditions and contractor issues; however, the contractor has committed to complete the project as soon as possible, which will likely be in November.
- Riverfront Restaurant Update: Construction of the tenant "fit-out" portion of the project started in April and will be complete mid-October. Project is currently on budget. Owner desires to open restaurant in November.
- Carney's Point Office Building, "Fit-Out" Update: Activities are nearing completion regarding the tenant fit-out of approximately 5300 SF of office space for the building's first tenant--North American Energy Services (NAES). All work is scheduled to be complete by September 15th.
- Wind Damage Repair (Millville Airport) Update: John Jones reported that on July 6th, severe high winds caused damage to approximately 15 buildings at Millville Airport. Three (Building #105, #112, #271) of the 15 buildings were significantly damaged requiring emergency action. The repair of Building #105 is now complete. The repair of Building #112 started mid-August after an agreement was executed with the tenant regarding responsibilities and is scheduled to be done in late September. An analysis is being done on whether to demolish or repair Building #271. The current structure is unsafe forcing the tenant to vacate the facility. Once the analysis is complete, specific actions and the path forward will be determined.
- Annual DMB Miscellaneous Steel Repairs Project: John Jones reported that this work is being done by Cornell and is approximately 70% complete. This project involves steel repairs as well as installing numerous safety and security features. John Jones recommended a modification to this contract to enhance anchorage safety. The Projects Committee supported the initiative.
- Delaware Airpark Aviation Fuel Contract: John Jones reported that Walker Fuel Company failed to satisfy the terms and conditions of their fuel contract and therefore the contract was terminated. The Authority will re-bid the contract. The bid opening is set for September 25th. The plan is to make an award recommendation at the

October Board meeting. The Projects Committee supports the initiative.

- Dry-Docking and Repairs, MV New Jersey: This project entails routine maintenance and repairs of the MV New Jersey. The bid opening is set for October 1st. The plan is to make an award recommendation at the October Board meeting and dry-dock in December. The Projects Committee supports the initiative.

V Contractor Payment Review (thru August): The Director of Engineering provided the Committee with a August summation of payments that will be paid towards active construction contracts in September.

VI The Chief Operations Officer requested an Executive Session of the Projects Committee and on motion by Committee Chair Koebig, seconded by Commissioner Lathem, the Projects Committee went into closed Executive Session. The following items of a confidential nature were discussed:

Long Range Planning Alternatives
Security Initiatives

VII Upon conclusion of the closed Executive Session, the meeting was re-opened to the public. There being no further business for the Projects Committee, the public meeting was adjourned at approximately 12:05 p.m. The next Projects committee meeting is set for October 7th at 10:30 a.m.

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8921. COMMITTEE REPORT - PERSONNEL AND INSURANCE: Commissioner Lathem presented the following minutes of the Personnel & Insurance Committee Meetings held on August 13 and September 2, 2003.

AUGUST 13, 2003

I Committee Chair Lathem welcomed the Personnel and Insurance Committee and opened the meeting at approximately 11:10 a.m. The Chief Human Resource Officer announced the Meeting of the Personnel & Insurance Committee was duly advertised in accordance with the Authority's Freedom of Information Regulations and read the Statement of Notice. The meeting would be preceded by an Executive Session, closed to the public, to discuss matters of a confidential nature. On motion by Committee Chair Lathem, seconded by Commissioner Hensley, the session was closed. The following confidential items were discussed in Executive Session.

- Personnel Matters
- Long Range Planning Alternatives

Committee Chair Lathem motioned to open the Public Session and there being no further business to discuss in the Public Session, the meeting was adjourned at 11:56.

SEPTEMBER 2, 2003

I Committee Chair Lathem welcomed the Personnel and Insurance Committee and opened the meeting at approximately 2:37 p.m. The Chief Human Resource Officer announced the Meeting of the Personnel & Insurance Committee was duly advertised in accordance with the Authority's Freedom of Information Regulations and read the Statement of Notice. The meeting would be preceded by an Executive Session, closed to the public, to discuss matters of a confidential nature. On motion by Commissioner Koebig, seconded by Committee Chair Lathem, the session was closed. The following confidential items were discussed in Executive Session.

- Personnel Matters

The Commissioner Koebig motioned to open the Public session and there being no further business to discuss in the Public Session, the meeting was adjourned at 3:15 p.m.

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8922. COMMITTEE REPORT - AD HOC BY-LAWS: Commissioner Patterson presented the following minutes of the Ad Hoc By-Laws Committee Meeting held on August 20, 2003.

I Committee Chair Patterson welcomed the Ad Hoc By-Laws Committee and opened the meeting at approximately 2:10 p.m. The Committee Chair reported that the public meeting of the Ad Hoc By-Laws Committee had been duly advertised in accordance with the Authority's Freedom of Information Regulations and read the statement of notice.

III Staff distributed the most recent copies of the DRAFT By-Laws and the Committee reviewed and discussed the latest revisions by section.

The Authority's Delaware Legal Counsel discussed inconsistencies between the proposed By-Laws and current adopted Policies and Procedures already in place, such as the Authority's Personnel Manual. The Committee reported that, once adopted, the By-Laws would supercede any previously adopted Authority policies and procedures. Existing Policies and Procedures would have to be revised to conform to the adopted By-Laws.

During the review, the Committee, the Authority's Legal Counsel, and Staff participated in significant discussions on the following topics.

- Article II - Officers: Reporting guidelines for each of the Senior Leadership Team of the Authority - the Senior Leadership Team will serve at the pleasure of the Commissioners.
- Article II - Duties of Officers
- Article VI - Quorum: Discussion of the Affect of Quorum for Authority Meetings - the Committee recommended no change to that section and noted that the historical traditions of the Authority would be followed.
- Article X - Gifts and Favors
- Article X - Nepotism
- Article X - Recusal and Withdrawal: Conflict of Interest will be case by case

After discussions, the Committee requested revisions be distributed to the Committee for review and input.

There being no further business, the meeting was adjourned at approximately 4:55 p.m.

8923. DELAWARE RIVER AND BAY AUTHORITY - TRAFFIC AND REVENUE SUMMARY: The 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.

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

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8924. DELAWARE RIVER AND BAY AUTHORITY - STATEMENT OF INCOME AND EXPENSE: The 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.

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8925. DELAWARE RIVER AND BAY AUTHORITY - OPERATING EXPENSE BY DIVISION: The CFO presented a chart 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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8926. DELAWARE RIVER AND BAY AUTHORITY - CAPITAL IMPROVEMENT PROGRAM: The CFO presented a chart 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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8927. DELAWARE RIVER AND BAY AUTHORITY - CASH POSITION (MARKET VALUE) AS OF JANUARY 31, 2003: The CFO presented a chart indicating the cash fund balances for the entire Authority.

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

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8928. APPROVAL OF FINAL PAYMENT OF CONTRACT NO. CMLF-02-01, BANK STABILIZATION AND DIKE REPAIRS, CAPE MAY LEWIS FERRY. The Director of Engineering presented the following contract closeout and recommended approval of Final Payment.

On November 15, 2002, Contract No. CMLF-02-01, Bank Stabilization and Dike Repairs, was awarded to Albrecht & Huen, Inc. of Cape May Courthouse, New Jersey for the bid price of \$341,333.00.

During the contract period the following change orders were approved for the contract.

Change Order No.'s 1-2	Changes in quantities to
reflect actual field	conditions. Subtract
	\$55,573.36.

It is recommended that the Authority accept the project and make final payment to the contractor. The total price for this project is \$285,759.64.

A motion was made by Commissioner Hensley and seconded by Commissioner Patterson. With Commissioner Pessagno abstaining, the recommendation of the Director of Engineering and the Projects Committee was approved by a roll call vote of 10-0 with one abstention.

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8929. APPROVAL OF AWARD OF CONTRACT NO. NCA-02-03, RUNWAY 1-19 REHABILITATION, NEW CASTLE AIRPORT. The Director of Engineering reported that bids for Contract No. NCA-02-03, Runway 1-19 Rehabilitation, New Castle Airport were opened on July 29, 2003. The low bid of \$4,197,948.30 was submitted by Diamond Materials of Wilmington, Delaware. The Director of Engineering and the Projects Committee recommend awarding the base bid to the low bidder noted above.

On motion by Commissioner Cooper and seconded by Commissioner McWilliams, the recommendation of the Director of Engineering and the Projects Committee was unanimously approved by a roll call vote of 11-0.

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8930. CONTRACT NO. DMB-03-01, REPAINTING EAST APPROACH TRUSS SPANS AND SUSPENDED SPANS, 1ST STRUCTURE, DELAWARE MEMORIAL BRIDGE. The Director of Engineering, as well as the Projects Committee, recommended rejection of all bids based upon the discrepancy/ambiguity of the technical specification of the contract.

After discussion, Commissioner Dorn motioned to reject all bids and to rebid the project over the winter after the technical specification have been corrected, seconded by Commissioner Lowe and unanimously approved by a roll call vote of 11-0.

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8931. THE EXECUTIVE DIRECTOR PRESENTED THE FOLLOWING RESOLUTIONS:

RESOLUTION 03-37 APPROVAL OF COMMUNITY CONTRIBUTION REQUESTS.

WHEREAS, the Delaware River and Bay Authority is a bi-state agency with public crossing facilities and assets in the State 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 request; and

WHEREAS, the Budget and Finance Committee met and approved Community Contribution requests for the months of August and September 2003; and

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

Community Contributions

New Jersey

Arc of Gloucester		\$4,000
Big Brothers Big Sisters of Salem County	\$2,000	
Borough of Newfield		\$3,000
Boys Scouts of America Southern New Jersey Council	\$9,300	
Burdette Tomlin Memorial Foundation	\$12,500	
Cape May New Jersey State Film Festival Inc.	\$3,000	
Center for Community Arts		\$1,000
Chamber of Commerce of Greater Cape May		\$1,000
Deerfield Township Recreation Committee		\$2,500
Elmer Fire Department		\$1,000
Glassboro Public School District	\$1,000	
Gloucester County College Foundation	\$15,000	
Meals on Wheels of Salem County Incorporated		\$3,000
Nat'l Asso. for the Advancement of Colored People	\$6,000	
N.J. Audubon Society Nature Center of Cape May	\$1,000	
Port Norris Youth and Children's Center	\$5,000	
Rowan University		\$5,000
The Wounded Healer Incorporated		\$3,000
Tim Kerr Philadelphia Charities Incorporated	\$5,000	
Twin Midget Football League Incorporated	\$3,000	
Total		\$86,300

Delaware

American Cancer Society		\$1,000
Claymont Community Center		\$2,500
Delaware District Three Woodbridge Little League	\$2,500	
Delaware Hospice		\$2,025
Delaware River and Bay Lighthouse Foundation		\$5,000
Delaware Seashore Preservation Foundation	\$2,500	
Delaware Wrestling Alliance		\$5,000
DFRC Incorporated (Newark)		\$2,000
DFRC Incorporated (Georgetown)		\$2,500

First Night Dover	\$5,000
Make-A-Wish Foundation of the Mid-Atlantic	\$2,500
Rehoboth Beach Film Society	\$1,000
The Ctr for Therapeutic & Educational Riding Inc.	\$3,000
Delaware Association of Rehabilitation Facilities	\$5,000
Total	\$41,525
Grand Total (New Jersey and Delaware)	\$127,825

With Commissioner Koebig abstaining from voting on the contribution for Burdette Tomlin Memorial Foundation, Commissioner Pessagno from the Boy Scouts of America Southern New Jersey Council, Commissioner Hensley from the Delaware Hospice and Commissioner Wallace from the Gloucester County College Foundation, Resolution 03-37 was moved by Commissioner Patterson, seconded by Commissioner McWilliams and was approved by a roll call vote of 11-0 except that, as to those items noted above as to which Commissioners abstained, the votes on those items were 10 in favor and 1 abstention.

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RESOLUTION 03-38 - RECOGNIZING AND CONGRATULATING RETIRING AUTHORITY EMPLOYEES.

WHEREAS, The Delaware River & Bay Authority (the “Authority”) was created by a Compact between the States of Delaware and New Jersey in 1962 for the public purpose of providing regional transportation and conducting certain other authorized activities between the two States; and

WHEREAS, the Authority has a four decade long record of employing dedicated professionals in all aspects of its operations; and

WHEREAS, a total of sixty-five (65) employees have elected to retire during 2003; and

WHEREAS, these employees will have a combined service to the Authority of approximately 1,125 years; and

WHEREAS, these employees have served the Authority and the traveling public in exemplary fashion; and

WHEREAS, this Commission and the remaining Authority employees desire to formally recognize the dedication and service of these employees; and

NOW, THEREFORE, BE IT RESOLVED, that the Commission of the Delaware River & Bay Authority hereby congratulates the following employees on their retirement and thanks each of them for their outstanding service to the Authority and the public at large:

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|---------------------------|----------------------|
| Carolyn V. Averill | Danielle S. Messina |
| Edward L. Brainard | Joan L. Miller |
| Robert H. Bryan | Patricia S. Miller |
| John M. Bunting | Frank E. Moffitt |
| Cynthia L. Caissie | Paul R. Muhlbaier |
| Robert A. Calhoun, Jr. | E. Anthony Nardone |
| Frank J. Carello, III | Kenneth W. Nash |
| Glenn L. Cox | Rebecca A. Norman |
| Carmelo Cruz | Edsel F. Norris, Jr. |
| Marjorie F. DePasquale | James E. Nuss |
| Raymond J. DiCamillo, Jr. | Linda S. Paulhamus |
| Marie V. DiFabio | Sara B. Phillips |
| James W. Dolan | Ed Prestella |
| Anna M. Erhart | Bruce M. Pritchard |
| Kenneth E. Ford, Sr. | Howard Riley |
| Carol C. Foster | Deborah A. Rogers |
| Gerald H. Foster, Sr. | Joseph A. Ruzic |
| Gary E. Fox | Carol A. Schumm |
| Michael K. Gain | Charles P. Sewell |

John Gamble
Linden H. Gruver, II
Lauren L. Harner
Gerald L. Hitchens
Doris M. Hogate
Barbara L. Holm
Ruth P. Hopkins
Frederick Huntley
James W. Kelly
Hugh J. Kenney
David S. Labar
Leo A. Long
David W. McLaughlin
Rebecca J. Merrill

Frank J. Shahan
Harry B. Sparks, III
Richard F. Standarowski
Anthony R. Storniolo
Charles T. Strickland
Alfred J. Suez Jr.
Casey K. Waddell
Valentine Wapner
James D. Watson
Margaret A. Wertz
George H. Whitehead
Bruce A. Wintjen
Eugene R. Woturski

Resolution 03-38 was moved by Commissioner Lathem, seconded by Commissioner Pessagno and unanimously approved by a roll call vote of 11-0. Commissioner Lathem wished each employee were present to personally thank them. Chairman Parkowski suggested the Resolution be framed and given to each employee in appreciation of their service.

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RESOLUTION 03-39 (formerly 03-36) - ASSIGNMENT OF LEASE BETWEEN MIDLANTIC JET AVIATION, INC., AIR CASTLE INTERNATIONAL, INC. AND THE DELAWARE RIVER AND BAY AUTHORITY AND SECOND AMENDMENT TO BUILD TO SUIT LEASE AGREEMENT BETWEEN AIR CASTLE INTERNATIONAL, INC. MILLVILLE JET CENTER, INC. AND THE DELAWARE RIVER AND BAY AUTHORITY.

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is the operator of the Millville Municipal Airport pursuant to a Ground Lease entered into with the City of Millville; and

WHEREAS, the Authority and Air Castle International, Inc. (“Air Castle”) entered into a certain Build to Suit Lease Agreement, dated as of May 23, 2002 (the “Original Lease”; the Original Lease, as further amended by the First Amendment to Build to Suit Lease Agreement; and

WHEREAS, Air Castle and Millville Jet Center, Inc. (“MJC”) entered into that certain Sublease Agreement, dated as of July 18, 2002 pursuant to which Air Castle sub-leased the Land and the Building to MJC for a period of five (5) years, together with certain rights, all of which were the subject of the Original Lease; and

WHEREAS, Midlantic Jet Aviation, Inc. (“Midlantic”) and the City of Millville entered into that certain Lease Agreement dated as of October 19, 1999 (the “Midlantic Lease”) pursuant to which the City of Millville leased to Midlantic the lands and premises known as Hangar 8 and 323 located at the Millville Municipal Airport (hereinafter referred to as the “Premises”) together with the right to sell aircraft fuel as a fixed based operator as more particularly described in the Midlantic Lease, for a term and subject to the covenants and agreements therein contained; and

WHEREAS, pursuant to the terms of a letter agreement dated April 4, 2003 entered into between Midlantic and MJC, a related company to Air Castle, Air Castle has been managing and operating the business of Midlantic conducted from the Premises since April 8, 2003; and

WHEREAS, Midlantic no longer desires to manage and operate, directly or indirectly, any business under the Midlantic Lease or be involved therein, and wishes to assign the Midlantic Lease to Air Castle, and Air Castle wishes to take an assignment of the Midlantic Lease on and subject to the terms and conditions contained in the Offer to Take an Assignment of Lease entered into between Midlantic and Air Castle made as of May 27, 2003, as amended by an Amendment to Offer to Take an Assignment of Lease made as of June 26, 2003 (collectively the “Assignment Offer”); and

WHEREAS, the Authority's consent to the assignment of the Midlantic Lease and the terms and conditions of such assignment is required and the Authority consents to such assignment in accordance with the Assignment Offer and conditioned upon the execution of Second Amendment to Build to Suit Lease Agreement; and

WHEREAS, pursuant to the Assignment Offer, Air Castle will acquire Midlantic's right to access the Existing Fuel Farm as defined in the Lease located on the Millville Municipal Airport and use one 20,000 gallon Jet A fuel tank and one 8,000 gallon AvGas fuel tank (collectively, the "Fuel Tanks") situated at the Existing Fuel Farm which tanks are currently being used in conjunction with the business being operated from the Premises pursuant to an oral lease agreement with the City of Millville; and

WHEREAS, Air Castle's acquisition of Midlantic's rights to access the Existing Fuel Farm and to use the Fuel Tanks satisfies certain obligations of the Authority set forth in Sections 23(b), 23(c) and 23(d) of the Original Lease; and

WHEREAS, the assignment of the Midlantic Lease will result in certain modifications to the Original Lease and all parties agree to such modifications set forth in the Second Amendment of the Build to Suit Lease Agreement; and

WHEREAS, the Authority has determined that the modifications set forth in the Second Amendment to Build to Suit Lease Agreement fulfill the requirements of the Delaware-New Jersey Compact, 17 Del. C. § 1701 and are necessary for the sound economic development of the State of New Jersey and the Authority has agreed to such modifications as well as to the Assignment of Lease.

NOW, THEREFORE, BE IT RESOLVED, that Chair, Vice Chair and Executive Director are hereby authorized, with the advice and consent of Counsel, to execute the Second Amendment to Build to Suit Lease Agreement and the Assignment of Lease attached hereto.

Resolution 03-39 was moved by Commissioner Lathem, seconded by Commissioner McWilliams and unanimously approved by a roll call vote of 11-0.

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8932. COMMISSIONER'S PUBLIC FORUM: Chairman Parkowski questioned whether any member of the public requested to address the Commission.

Local 542 Union Representative, Frank Bankard, addressed the Commission. He stated that he addressed the Commission six months ago and is still waiting for a response to Local 542's request to be the bargaining unit for some of the Authority's employees. He also indicated that Local 542 may conduct demonstrations in the future because the Authority has not yet responded to its request.

Union Representative Vincent Ascione, Jr., stated that he too came before the Commission six months ago asking the Authority to recognize Local 542 and has not gotten a response from the Authority.

Chairman Parkowski, reiterating what he said in the past and what has been conveyed in writing, noted that the Authority made a decision to complete its Early Retirement Offer and put its Reorganization Plan in place before it addressed Local 542's request. The Reorganization Plan has not been completed. Chairman Parkowski again stated that once that Plan is completed the Authority will begin discussions with Local 542.

Joseph Scarpa, Sales Associate for Legend Properties, Inc. informed the Commission of Legend Properties services with an emphasis in commercial real estate sales and leasing and property management.

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8933. COMMISSION'S COMMENTS:

Chairman Parkowski thanked staff and the Commissioners for a successful Planning Session.

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

The meeting was adjourned at 11:56 a.m.

Respectfully submitted,
THE DELAWARE RIVER AND BAY AUTHORITY

Thomas A. Pankok
Secretary