

**DELAWARE RIVER AND BAY AUTHORITY**

**PERSONNEL COMMITTEE MEETING**

**Wednesday, January 17, 2018**

Delaware Memorial Bridge Complex  
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority's Personnel Committee Meeting was held on Wednesday, January 17, 2018, at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners from New Jersey

Committee Chair Smith  
Commissioner Ransome, Committee Member  
Commissioner McCann, Committee Member  
Commissioner Wilson via teleconference

Commissioners from Delaware

Vice-Chair Lathem  
Commissioner Carey, Committee Member  
Commissioner Decker, Committee Member  
Commissioner Ratchford  
Commissioner Ford

Chairperson Hogan

Vice-Chairperson Lowe

Legal Counsel

John Devlin - NJ

Mike Houghton – DE

Governors' Representatives

Adam Sternbach – NJ via teleconference

Staff

Tom Cook  
Stephen Williams  
Victor Ferzetti  
Vince Meconi  
Charlotte Crowell  
Gerry Owens  
Rick Arroyo  
TJ Murray  
Michelle Hammel  
Jim Salmon  
Caroline Walker  
Michele Pyle  
John Sarro  
Toni deYoung  
James Danna  
Joe Larotonda  
Tara Donofrio

Guests

William Cook, Brown Connery

1. Committee Chair Smith opened the Personnel Committee meeting at approximately 9:35am. The Deputy Executive Director (DED) 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 Smith called for a motion to accept the Personnel Committee Minutes from December 19, 2017. Commissioner Lathem made a motion, Commissioner Carey seconded, and the Committee Minutes were accepted.
3. Committee Chair Smith requested an Executive Session for Commissioners, Executive Director, Deputy Executive Director, Delaware Labor Counsel, New Jersey and Delaware Legal Counsel, New Jersey Governor's Representative, and Authority Staff Attorney only. CFO and COO were included as the meeting proceeded. A motion was made by Commissioner Lathem seconded by Commissioner Carey, and the Session was closed.

The following matters of a confidential nature were discussed:

- ) LITIGATION MATTERS
- ) PERSONNEL MATTERS

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

4. With no further business to discuss, Commissioner Decker made a motion to adjourn and the Personnel Committee adjourned at 10:25am.

**DELAWARE RIVER AND BAY AUTHORITY**  
**AUDIT & GOVERNANCE COMMITTEE MEETING**

**Wednesday, January 17, 2018**

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, January 17, 2018, at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners from New Jersey

PRESENT

Committee Vice-Chair Wilson – via phone  
Commissioner Smith, Committee Member  
Commissioner McCann, Committee Member

Chairperson Hogan

Legal Counsel

John Devlin - NJ

Governors' Representatives

Adam Sternbach – NJ – via phone

Staff

Tom Cook  
Steve Williams  
Victor Ferzetti  
Vince Meconi  
Gerry Owens  
Charlotte Crowell  
Michelle Hammel  
TJ Murray  
Jim Salmon  
Rick Arroyo  
Steve Williams  
Caroline Walker  
Michele Pyle  
Tara Donofrio

Commissioners from Delaware

Committee Chair Carey  
Commissioner Decker, Committee Member  
  
Commissioner Lathem, Committee Member  
Commissioner Ford  
Commissioner Ratchford

Vice-Chairperson Lowe

Mike Houghton - DE

1. Committee Chair Carey opened the Audit & Governance Committee meeting at 10:24 a.m. The Deputy Executive Director (DED) 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.
2. Committee Chair Carey called for a motion to accept the Audit & Governance Committee Minutes from December 19, 2017. Commissioner McCann made a motion, Commissioner Decker seconded, and the Committee Minutes were accepted.
3. Committee Chair Carey requested an Executive Session closed to the public to discuss matters of a confidential nature. A motion was made by Commissioner Decker, seconded by Commissioner Smith, and the Session was closed.

The following matters of a confidential nature were discussed:

- LEASE NEGOTIATIONS
- LEGAL ADVICE

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

4. With no further business to discuss, Commissioner Decker made a motion to adjourn, and the Audit & Governance Committee adjourned at 10:41 a.m.

**DELAWARE RIVER AND BAY AUTHORITY**

**ECONOMIC DEVELOPMENT COMMITTEE MEETING**

**Wednesday, January 17, 2018**

Delaware Memorial Bridge Complex  
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority's Economic Development Committee Meeting was held on Wednesday, January 17, 2018 at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners from New Jersey

Committee Vice-Chair Ransome  
Commissioner Wilson, Committee Member  
via teleconference  
Commissioner Smith  
Commissioner McCann

Commissioners from Delaware

Committee Chair Ford  
Commissioner Ratchford, Committee Member  
Commissioner Carey, Committee Member  
Commissioner Decker  
Commissioner Lathem

Chairperson Hogan

Vice-Chairperson Lowe

Legal Counsel

John Devlin - NJ

Mike Houghton – DE

Governors' Representatives

Adam Sternbach – NJ via teleconference

Staff

Tom Cook  
Stephen Williams  
Victor Ferzetti  
Vince Meconi  
Charlotte Crowell  
Gerry Owens  
Rick Arroyo  
Jim Salmon  
TJ Murray  
Michelle Hammel  
Caroline Walker  
Michele Pyle  
John Sarro  
Jim Danno  
Tara Donofrio

Guests

5. Committee Chair Ford opened the Economic Development Committee meeting at approximately 10:41am. The Deputy Executive Director (DED) 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.

6. Committee Chair Ford called for a motion to accept the Economic Development Committee Minutes from December 19, 2017. Commissioner Ratchford made a motion, Commissioner Carey seconded, and the Committee Minutes were accepted.

3. Action Items presented by the Deputy Executive Director:

**RESOLUTION 18-02 AUTHORIZES THE EXECUTION OF A CONCESSION AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND AVIS BUDGET GRUP, INC. AT THE NEW CASTLE AIRPORT.**

The Delaware River and Bay Authority currently leases space to Avis Budget Group, Inc. at the New Castle Airport. Avis has been a tenant at the airport since before the Authority took over operations. Avis' concession agreement is ending and they would like to continue to provide services from the airport. The terms and conditions of the new agreement are generally the same as the existing agreement. The rental rate and gross receipts percentage were reviewed and confirmed as accurate for an airport like New Castle with our airport consultants, McFarland Johnson.

Commissioner Lathem asked if the parking spaces will remain the same; DED stated it will remain at 35 spaces. Vice Chair Lowe inquired if the customers were a result of airport use or outside customers; DED stated it is a combination, but this is considered their Wilmington location, so a high percentage from the outside. Commissioner Ratchford inquired if this lease is under an FAA audit; DED said it is not at this time. This is a concession agreement vs. a FMV.

Commissioner Ratchford made a motion, Commissioner Carey seconded, and the Economic Development Committee recommended forwarding the Resolution to the full Board for approval. The Resolution will be presented to the full Board for consideration at the January meeting later today.

**RESOLUTION 18-03 LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND CAPE AIR FOODS, LLC AT THE CAPE MAY AIRPORT**

The Delaware River and Bay Authority leases space to Cape Air Foods, a restaurant facility at the Cape May Airport located in the Terminal Building. During a recent review by the FAA, it was determined that the current rental rate Cape Air Foods Lease Agreement were below the FMV and

were in violation of the current FAA regulations. This new Lease Agreement will bring the rental rates equal to another terminal lease which was previously deemed to be in compliance with the FAA.

Commissioner Carey inquired of their previous rental rate. DED stated it is \$3,120.00 annually; it will increase by \$7,500.00. Commissioner inquired if the tenant will be acceptable to this new lease. CFO noted he met with the proprietor, and he has been receptive and understands the need to be in compliance. DED noted if we do not comply this could affect further grants. Staff attorney explained the FAA needs us to be fiscally responsible with the goal of becoming self-sustaining airport operations.

Commissioner Ratchford made a motion, Commissioner Carey seconded, and the Economic Development Committee recommended forwarding the Resolution to the full Board for approval. The Resolution will be presented to the full Board for consideration at the January meeting later today.

4. Committee Chair Ford requested an Executive Session closed to the public to discuss matters of a confidential nature. A motion was made by Commissioner Carey seconded by Commissioner Ratchford, and the Session was closed.

The following matters of a confidential nature were discussed:

) LEASE NEGOTIATION

With no further business to discuss in Executive Session, a motion to open the meeting to the public was made by Commissioner Ratchford, seconded by Commissioner Carey and the Session was opened to the public

5. With no further business to discuss, Chairman Ford made a motion to adjourn with common consensus and the Economic Development Committee adjourned at 11:03am.

**DELAWARE RIVER AND BAY AUTHORITY**

**BUDGET & FINANCE COMMITTEE MEETING**

**Wednesday, January 17, 2018**

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, January 17, 2018, at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners from New Jersey

**PRESENT**

Commissioner Smith, Committee Member

Commissioner Wilson, Committee Member

– via phone

Commissioner McCann

Chairperson Hogan

Legal Counsel

John Devlin – NJ

Governors' Representatives

Adam Sternbach – NJ – via phone

Staff

Tom Cook

Steve Williams

Victor Ferzetti

Vince Meconi

Charlotte Crowell

Gerry Owens

Jim Salmon

TJ Murray

Rick Arroyo

Michelle Hammel

Caroline Walker

Michele Pyle

John Sarro

Jim Danna

Joe Larotonda

Tara Donofrio

Commissioners from Delaware

Committee Vice-Chair Decker

Commissioner Ratchford, Committee Member

Commission Ford, Committee Member

Commissioner Lathem

Commissioner Carey

Vice-Chairperson Lowe

7. Committee Vice-Chair Decker opened the Budget & Finance Committee meeting at approximately 11:03 a.m. The Deputy Executive Director (DED) 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.

8. Committee Vice-Chair Decker called for a motion to accept the Budget & Finance Committee Minutes from December 19, 2017. Commissioner Ford made a motion, Commissioner Ratchford seconded, and the Committee Minutes were accepted.

9. Action Items:

**- RESOLUTION 18-01 – AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1, 2018 THROUGH DECEMBER 31, 2018**

The Chief Financial Officer (CFO) presented and reported on the Over \$25,000 List. The CFO advised the Committee on a modification that had been made to this Resolution, removing Engine Systems, Inc. from the vendor list. The CFO shared that this vendor pertained to engine work on one of the ferry vessels and was done as a critical need and to avoid disruptions to ferry operations. The CFO asked the Committee to consider a modified Resolution including only Palfinger Marine USA Inc.

After discussion, Commissioner Smith made a motion, Commissioner Ratchford seconded, and the Budget & Finance Committee recommended forwarding the modified Resolution to the full Board for approval. The Resolution will be presented to the full Board for consideration at the January meeting later today.

10. Discussion Items:

**- Unaudited 2017 Operating Results**

The CFO presented the Unaudited 2017 Operating Results for Traffic, Revenue, and Expenditures and introduced Director of Finance, Joe Larotonda, for discussion. Overall traffic down 0.25% with commercial up 5.7% and noncommercial down 1%. Mr. Larotonda also reported Ferry traffic saw a 3% increase and also Forts Ferry Crossing with 15% increase. Overall revenues for 2017 saw an increase of 1.7% compared to 2016. Overall Expenses for 2017 ending up \$3.4 million or 4.05% under budget with an increase in spending of 300,000 compared to 2016.

**- Declaration of Surplus Property**

The CFO presented and discussed the replacing of IBA (life rafts) aboard the ferry vessels in early 2018 with new evacuation slides. The new evacuation system consists of a unit that contains the slide and two (2) 150 person life rafts. Once the life rafts are replaced, the old ones will no longer be needed to support the fleet. The CFO discussed the removal of seventeen (17) life rafts and to sell to the highest bidder for each life raft. The CFO estimates that the life rafts

are valued at approximately \$2,000 per life raft. The two (2) remaining life rafts will remain in inventory and used aboard the vessels when they go to the shipyard.

After discussion, the CFO requested a motion for Declaration of Surplus Property, Commissioner Decker made a motion and Commissioner Ratchford seconded.

- TD LOC Extension

The CFO reported that the extension is now in place for an additional five years.

- 2012 Revenue Bonds Arbitrage Rebate Calculation

The CFO advised the Committee that the 2012 revenue bonds were calculated as negative arbitrages and there is no rebate due back to the IRS.

11. Committee Vice-Chair Decker requested an Executive Session closed to the public to discuss matters of a confidential nature. A motion was made by Commissioner Ratchford, seconded by Commissioner Wilson, and the Session was closed.

The following matters of a confidential nature were discussed:

- LONG RANGE PLANNING ALTERNATIVES

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

5. With no further business to discuss, Commissioner Ford made a motion to adjourn and the Budget & Finance Committee adjourned at 12:06 p.m.

**DELAWARE RIVER AND BAY AUTHORITY**

**PROJECTS COMMITTEE MEETING**

**January 17, 2018**

Delaware Memorial Bridge Complex  
New Castle, Delaware

A public meeting of The Delaware River and Bay Authority's Projects Committee was held on Wednesday, January 17, 2018 at the Delaware Memorial Bridge Complex, New Castle, Delaware.

Commissioners from New Jersey

PRESENT

Commissioner Ransome - Committee Chair  
Commissioner McCann, Committee Member

Commissioner Smith  
Commissioner Wilson via teleconference

Chairperson Hogan

Legal Counsel

John Devlin - NJ

Governors' Representatives

Adam Sternbach- NJ via teleconference

Commissioners from Delaware

Committee Vice-Chair Ratchford  
Commissioner Carey  
Commissioner Decker  
Commissioner Ford, Committee Member  
Commissioner Lathem, Committee Member

Vice-Chairperson Lowe

Mike Houghton - DE

Staff

Tom Cook  
Steve Williams  
Vincent Meconi  
Victor Ferzetti  
Gerry DiNicola Owens  
Charlotte Crowell  
TJ Murray  
Michelle Hammel  
Jim Salmon  
John Sarro  
Caroline Walker  
Alyona Stakhovskaya  
Michele Pyle  
Tara Donofrio

1. Committee Chair Ransome opened the Projects Committee meeting at approximately 12:05pm and reported that the public meeting of the Projects Committee had been duly noticed in accordance with the Authority's Freedom of Information Regulations and that there was a quorum.
2. Committee Chair Ransome called for a motion to accept the Projects Committee Minutes from December 19, 2017. Chair Ransome made a motion, Commissioner McCann seconded, and the Committee Minutes were accepted.
3. Resolutions: NONE
4. Bid Openings: NONE
5. Contract Close-Out Actions:

) ILG-09-01 PAVEMENT REHABILITATION: TAXILANE "G" & ADJACENT T-HANGAR APRONS

The title of the close-out describes what work was performed for the Authority. The final contract amount is \$1,588,770.70 The COO recommended close-out of the contract and final payment to Diamond Materials, Inc. of Wilmington, DE. A motion was made by Committee Chair Ransome, seconded by Commissioner Ratchford, and the Projects Committee concurred with the recommendation and authorized the close-out action to be presented to the full board at the January meeting later today.

) DMB-17-04 SECURITY FENCING UNDER DELAWARE MEMORIAL BRIDGE (DELAWARE SIDE)

The title of the close-out describes what work was performed for the Authority. The final contract amount is \$141,916.00 The COO recommended close-out of the contract and final payment to Hastings Fence, LLC of Townsend, DE. A motion was made by Committee Chair Ransome, seconded by Commissioner McCann, and the Projects Committee concurred with the recommendation and authorized the close-out action to be presented to the full board at the January meeting later today.

) WWD-16-01 RUNWAY 1-19 & PARALLEL TAXIWAY H

The title of the close-out describes what work was performed for the Authority. The final contract amount is \$2,773,752.45 The COO recommended close-out of the contract and final payment to South State Inc. of Bridgeton, NJ. A motion was made by Committee Chair Ransome, seconded by Commissioner McCann, and the Projects Committee concurred with the recommendation and authorized the close-out action to be presented to the full board at the January meeting later today.

) MIV-16-01 REALIGN TAXIWAY B AND REHABILITATE TAXIWAY K

The title of the close-out describes what work was performed for the Authority. The final contract amount is \$2,314,048.80 The COO recommended close-out of the contract and final payment to South State Inc. of Bridgeton, NJ. A motion was made by Committee Chair Ransome, seconded by Commissioner Ratchford, and the Projects Committee concurred with the recommendation and authorized the close-out action to be presented to the full board at the January meeting later today.

6. Contractor Payment (through December): The COO reviewed for the Committee the monthly construction contractor payments to be made for the work completed through December.
7. Miscellaneous Items/Updates:

) CAPE MAY-LEWES FERRY FARE PROPOSAL FOR THE 2018-2019 SEASON

The discussion of the fare proposal has been deferred.

8. Open Discussion/Other Issues: NONE
9. With no further business to discuss, Committee Chair Ransome made a motion to adjourn seconded by Commissioner McCann and the Projects Committee adjourned at 12:15pm.