

**MINUTES OF MEETING  
THE DELAWARE RIVER AND BAY AUTHORITY  
James Julian Board Room  
New Castle, Delaware  
Tuesday, June 18, 2019**

The meeting convened at 9:00 a.m. with Vice-Chairperson Hogan presiding.

The opening prayer was given by Authority Assistant Secretary, followed by the Pledge of Allegiance.

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

Vice-Chairperson Hogan called on the Assistant Secretary to take the roll.

Commissioners from Delaware

Samuel Lathem, Chairperson  
Crystal L. Carey  
Henry J. Decker  
James L. Ford III  
Michael Ratchford  
Vacant

Commissioners from New Jersey

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

Vice-Chairperson Hogan called for the acceptance of the Agenda

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

A motion to nominate Samuel E. Lathem as Chairperson of the Board of Commissioners was made by Commissioner Ratchford, and seconded by Commissioner Smith and the motion carried by a roll call vote of 10-0.

The Executive Director welcomed Delaware Governor John Carney, Congresswoman Lisa Blunt-Rochester, and State Representative Franklin Cook. In attendance, representing Senator Coons Andrew Dinsmore, Jim Paoli and Laura Wisniewski representing Lt. Governor Bethany Hall-Long. Supporting Commissioner Samuel E. Lathem is the Ferrara family.

Commissioner Samuel E. Lathem was given the Oath of Office as Delaware River and Bay Authority's new Commission Chairman by Delaware Governor John Carney, while Congresswoman Lisa Blunt-Rochester and Mrs. Jean Lathem held the Bible. (Commissioner Lathem replaces former Chairperson William E. Lowe)

Governor Carney thanked all the Board members for their service to the states of New Jersey and Delaware. He praised Mr. Lathem, saying “Sam built a distinguished career in public service and organized labor in the State of Delaware and we’re fortunate to have his leadership, insight and experience as he serves as Chairman of this great institution. I appreciate his willingness to serve the people of Delaware and I have every confidence that Sam will serve the DRBA well in his new role.”

Congresswoman Lisa Blunt-Rochester also addressed the Board, noting, “I have had the privilege and honor of working with Sam, as a friend and colleague. I have always appreciated his passion, his willingness to listen and speak honestly and to act with integrity as a leader. I thank him for his continued dedication to Delaware as he takes the mantel as DRBA chair.”

Chairperson Lathem thanked his family for supporting him. He also thanked his fellow Commissioners stating, “I am honored that Governor Carney and the Authority Commissioners chose me to serve as Chairman of this great bi-state agency. With its family of transportation facilities, the Authority plays a key role in the economic future of the region and I look forward to working with my fellow Commissioners, Tom Cook and his management team to continue to maximize the Authority’s full potential.”

At 9:30 am, Chairperson Lathem recessed the Board of Commissioners meeting so Committee Meetings could be held.

The Board of Commissioners meeting reconvened at 11:30 am.

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11514. APPROVAL OF THE MAY 21, 2019 MINUTES

Commissioner Decker made a motion to approve the May 21, 2019 meeting minutes, seconded by Commissioner McCann and approved by a voice vote of 10-0.

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11515. DELAWARE RIVER AND BAY AUTHORITY – TRAFFIC AND REVENUE SUMMARY.

The Chief Financial Officer (CFO) presented a chart showing Actual versus Projected Revenues for the Delaware Memorial Bridge, the Cape May-Lewes Ferry, Airports, Delaware City-Salem Ferry Crossing, and Food Services for the month of May 2019.

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

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11516. DELAWARE RIVER AND BAY AUTHORITY – STATEMENT OF INCOME AND EXPENSES.

The CFO presented a chart showing statements of income and expenses for the month of May 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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11517. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The CFO presented a chart for May showing expenses by division for the quarter to date vs. the projected quarter and for year to date vs. total budget.

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

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11518. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

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

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

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11519. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION (MARKET VALUE) AS OF MAY 31, 2019.

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

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

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11520. PUBLIC COMMENT ON ACTION ITEMS

Chairperson Lathem noted there were No Contract Awards, (2) Contract Close-Outs, and (8) Resolutions to be considered today. All action items have been reviewed and recommended for consideration during today's Committee meetings. He then called for public comment.

There were no public comments.

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11521. CLOSE-OUT CONTRACT #ILG-16-03 RECONSTRUCT TAXIWAY "B" NORTH

On September 15, 2017, Contract #ILG-16-03, RECONSTRUCT TAXIWAY "B" NORTH, was awarded to Diamond Materials, Inc. of Wilmington, Delaware for the bid price of \$5,504,509.65.

It is recommended that the Authority accept the project and make the final payment to the contractors. The final cost of this project is \$5,504,233.33.

A motion to Close-Out Contract #ILG-16-03 was made by Commissioner Ratchford, seconded by Commissioner McCann and approved by a voice vote of 10-0.

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11522. CLOSE-OUT CONTRACT CMLF 18-03R VESSEL PAINTING AND REPAIRS OF THE M/V CAPE HENLOPEN

On January 25, 2019, Contract #CMLF 18-03R, VESSEL PAINTING AND REPAIRS OF THE M/V CAPE HENLOPEN, was awarded to Caddell Dry Dock & Repair Co., Inc. of Staten Island, New York for the bid price of \$7,757,371.30.

It is recommended that the Authority accept the project and make the final payment to the contractors. The final cost of this project is \$2,614,723.83.

A motion to Close-Out Contract #CMLF 18-03R was made by Commissioner Ratchford, seconded by Commissioner Ransome and approved by a voice vote of 10-0.

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11523. CHAIRPERSON'S CALL FOR RESOLUTIONS BEFORE THE BOARD

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**RESOLUTION 19-20 - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO RESOLUTION 01-84 FOR THE PERIOD, JANUARY 1, 2019 THROUGH DECEMBER 31, 2019**

WHEREAS, The Delaware River and Bay Authority (the “Authority”) adopted Resolution 01-84 requiring Commissioner review and approval of all Authority expenditures in excess of \$25,000; and

WHEREAS, the Authority anticipates expenditures at or over the \$25,000 amount to the following vendors:

DELAWARE RIVER & BAY AUTHORITY  
 PROJECTED VENDORS TO BE PAID OVER \$25,000  
 OPERATION EXPENDITURES  
 FOR THE PERIOD 1/1/19 THROUGH 12/31/19

VENDOR	PURCHASE DESCRIPTION	CLASSIFICATION	ESTIMATED \$
Deere & Company c/o Central Jersey Equipment LLC	Replacement Utility Vehicles	State Contract	\$102,000
McDonald Safety Equipment, Inc.	Replacement Fire Extinguishers and Safety Supplies	Quotes	\$30,000
Nucar Wholesale Parts Distributors	Automobile Parts	Quotes	\$25,000
SRL Floor Covering, LLC	Supply and Install Carpet at Cape May Terminal Skywalk	Quotes	\$28,000

NOW, THEREFORE, BE IT RESOLVED, that the Authority authorizes expenditures to the above-listed vendors for the described purposes and authorizes payment.

A motion to approve Resolution 19-20 was made by Commissioner Wilson, seconded by Commissioner Smith, and approved by a roll call vote of 10-0.

**Resolution 19-20 Executive Summary Sheet**

**Resolution:** Authorizing Authority Expenditures Pursuant to Resolution 01-84 for the period January 1, 2019 through December 31, 2019.

**Committee:** Budget & Finance

**Committee and Board Date:** June 18, 2019

**Purpose of Resolution:**

Authorizes expenditures of \$25,000 or greater with the identified vendors during the 2019 calendar year.

**Background for Resolution:**

The proposed Resolution meets the requirements of Resolution 01-84, whereby the Authority shall not enter into any contract committing the Authority to spend or make any other expenditures relating to services, material and supplies in the amount of \$25,000 or more unless it has first been approved by a vote of Commissioners.

**Background for the specific purchases:**

Deere & Company c/o Central Jersey Equipment LLC: Replacement Utility Vehicles

The Authority (DMB, WWD, and MIV Grounds Maintenance Divisions) is replacing four (4) utility vehicles that have exceeded their useful life and meet the equipment replacement criteria in place. The replacement equipment will be purchased at prices established by the Sourcewell contract for Grounds Maintenance (062117-DAC) as awarded to Deere & Company. The purchase will be made via an authorized distributor (Central Jersey Equipment, LLC) at the competitively-bid cooperative contract price. The retired equipment will be sold at public auction.

McDonald Safety Equipment, Inc.: Replacement Fire Extinguishers

The Authority intends to purchase approximately 323 replacement fire extinguishers to replace those extinguishers that have exceeded their useful lives. Additional extinguishers will be purchased for our new server and electronic rooms and foam extinguishers will be added to the aircraft hangars. Quotes were solicited from four vendors, with McDonald Safety Equipment submitting the lowest quote for the specified equipment. Additionally, the Authority plans to purchase other safety supplies (eye wash, face and head protection, first aid kits, gloves, traffic cones, safety vests and harnesses) in accordance with McDonald's competitively-bid state contract for Life Safety Supplies and Services (GSS17778A-SAFETY\_SUP).

Nucar Wholesale Parts Distributors: Automobile Parts

The Authority purchases automobile parts for making repairs to its fleet vehicles. Quotes for various parts and accessories for the Authority's vehicles were requested from three local parts distributors, with Nucar submitting the lowest quote for the specified parts. The replacement parts will be used to make repairs to the Authority's Chevrolet/GM Police Tahoes, Caprices, Pick-Up Trucks and Cargo Vans.

SRL Floor Covering, LLC: Supply and Install Carpet at Cape May Terminal Skywalk

The Authority plans to engage the above contractor to provide the work and materials for a planned flooring renovation project at the Cape May Terminal skywalk. Quotes were

solicited from four vendors, with SRL Floor Covering submitting the lowest quote for the specified work and materials.

**Purchase Classification Definitions:**

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

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

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**RESOLUTION 19-21 – AUTHORIZES AN AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND SAUL EWING ARNSTEIN & LEHR, LLP TO PROVIDE BOND COUNSEL SERVICES**

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is a bi-state Authority of the State of Delaware and the State of New Jersey, created by Compact, that owns, operates and controls both Crossing and non-Crossing facilities (the “facilities”); and

WHEREAS, Authority staff continually monitor conditions in the debt markets to determine if savings could be achieved by refinancing outstanding debt; and

WHEREAS, the ownership and operation of the Facilities requires the issuance of new debt from time-to-time to fund capital improvements; and

WHEREAS, the Authority desires to retain a law firm to provide the appropriate legal work related to any proposed new debt issuance or refinancing (the “Services”); and

WHEREAS, the Authority seeks to engage the aforementioned law firm to serve the Authority as Bond Counsel; and

WHEREAS, the Authority wishes to enter into a Services Agreement (“Agreement”) with the selected law firm; and

WHEREAS, the Agreement shall have a term for up to a five (5) year period, beginning upon the full execution of an initial Bond Purchase Agreement or Refinancing; and

WHEREAS, the Authority publicly advertised a Request for Proposals (“RFP”) for the required Services in compliance with Resolution 98-31, as amended, which governs the procedure for the procurement of professional services; and

WHEREAS, the Authority received and evaluated two (2) proposals pursuant to the aforementioned public advertisement; and

WHEREAS, the Authority short-listed both proposals and conducted oral interviews with each of the respective firms; and

WHEREAS, Saul Ewing Arnstein & Lehr, LLP (“Saul Ewing”) was designated as the highest-ranking firm following final evaluation; and

WHEREAS, the Authority conducted an analysis of the scope, complexity and cost of the services proposed by Saul Ewing and negotiated with Saul Ewing to provide such services at compensation determined to be fair and reasonable; and

WHEREAS, the Budget and Finance Committee has reviewed this recommendation and concurs; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of the Agreement with Saul Ewing to provide the Services to the Authority and to have such Agreement, with the advice and consent of Counsel, executed by the Chairperson, Vice-Chairperson and Executive Director.

A motion to approve Resolution 19-21 was made by Commissioner Ford, seconded by Commissioner Ransome, and approved by a roll call vote of 10-0.

### **Resolution 19-21 Executive Summary Sheet**

**Resolution:** Authorizes an agreement between the Authority and Saul Ewing Arnstein & Lehr, LLP to provide bound counsel services

**Committee:** Budget and Finance

**Committee/  
Board Date:**

June 18, 2019

**Purpose of Resolution:**

To authorize an agreement with Saul Ewing Arnstein & Lehr, LLP to serve as Bond Counsel to the Authority.

**Background for Resolution:**

The proposed Resolution meets the requirements of Resolution 98-31, as amended, which governs the procedure for the procurement of professional services.

The Authority received and evaluated proposals submitted by the following two (2) firms, and short-listed\* each of those firms:

Saul Ewing Arnstein & Lehr, LLP\*  
Ballard Spahr, LLP\*

After an initial review and evaluation of all proposals, the Authority conducted oral interviews with the short-listed firms and utilized the final evaluation criteria to establish a final ranked list, with Saul Ewing Arnstein & Lehr, LLP being identified as the top-ranked firm following the short-list interviews. The Authority conducted an analysis of the proposed costs for the services and determined the proposed rates to be fair and reasonable.

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**RESOLUTION 19-22 – AUTHORIZES AN AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND J.P. MORGAN AND CITIGROUP GLOBAL MARKETS INC. TO PROVIDE MUNICIPAL BOND UNDERWRITING SERVICES**

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is a bi-state Authority created by Compact for the purpose of owning and operating both Crossing and non-Crossing facilities (the “facilities”); and

WHEREAS, Authority staff and its Financial Advisor monitor conditions in the debt markets to determine if savings could be achieved by refinancing outstanding debt; and

WHEREAS, the ownership and operation of the Facilities requires the issuance of new debt from time-to-time to fund capital improvements; and

WHEREAS, the Authority desires to retain the services of an investment banking firm(s) to provide underwriting services with respect to any proposed new debt issuance or refinancing (the “Services”); and

WHEREAS, the Authority wishes to enter into a Services Agreement (“Agreement”) with the selected investment banking firm(s); and

WHEREAS, the Agreement shall have a term for up to a five (5) year period, beginning upon the full execution of an initial Bond Purchase Agreement; and

WHEREAS, the Authority publicly advertised a Request for Proposals (“RFP”) for the required Services in compliance with Resolution 98-31, as amended, which governs the procedure for the procurement of professional services; and

WHEREAS, the Authority received and evaluated fifteen (15) proposals pursuant to the aforementioned public advertisement; and

WHEREAS, the Authority short-listed three (3) proposals and conducted oral interviews with each of the respective firms; and

WHEREAS, J.P. MORGAN was designated as the highest-ranking firm and CITIGROUP GLOBAL MARKETS was the second ranked firm following final evaluation; and

WHEREAS, it is in the best interest of the Authority to retain and utilize the services of both firms for the issuance of debt; and

WHEREAS, the Authority evaluated the cost of the services proposed by J.P. MORGAN and determined the proposal to be fair and reasonable; and

WHEREAS, the Budget and Finance Committee has reviewed this recommendation and concurs; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of the Agreement with J.P. MORGAN AND CITIGROUP to provide the Services to the Authority and to have such Agreement, with the advice and consent of Counsel, executed by the Chairperson, Vice-Chairperson and Executive Director.

A motion to approve Resolution 19-22 was made by Commissioner McCann, seconded by Commissioner Ford, and approved by a roll call vote of 10-0.

### **Resolution 19-22 Executive Summary Sheet**

**Resolution:** Authorizes an agreement between the Authority and J.P. MORGAN AND CITIGROUP to provide municipal bond underwriting services

**Committee:** Budget and Finance

**Committee/  
Board Date:** June 18, 2019

**Purpose of Resolution:**

To authorize an agreement with and J.P. MORGAN AND CITIGROUP to provide municipal bond underwriting services to the Authority.

**Background for Resolution:**

The proposed Resolution meets the requirements of Resolution 98-31, as amended, which governs the procedure for the procurement of professional services.

The Authority received and evaluated proposals submitted by the following fifteen (15) firms, and short-listed\* three (3) of those firms:

- American Veterans Group
- Bancroft Capital, LLC
- Bank of America Merrill Lynch\*
- Barclays Capital
- Citigroup\*
- Drexel Hamilton, LLC
- J.P. Morgan Securities, LLC\*
- Loop Capital Markets
- Mischler Financial Group, Inc.
- NW Financial Group, LLC
- Raymond James
- Stern Brothers
- Stifel
- UBS
- Wells Fargo, N.A.

After an initial review and evaluation of all proposals, the Authority conducted oral interviews with the short-listed firms and utilized the final evaluation criteria to establish a final ranked list, with J.P. MORGAN AND CITIGROUP being identified as the first and second ranked firms respectively following the short-list interviews. The Authority conducted an analysis of the proposed costs for the services and determined them to be fair and reasonable.

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**RESOLUTION 19-23 - LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND NEW CINGULAR WIRELESS PCS, LLC AT THE CAPE MAY AIRPORT**

WHEREAS, The Delaware River and Bay Authority (the “Authority”), is the operator of the Cape May Airport (“Airport”), Cape May, New Jersey; and

WHEREAS, New Cingular Wireless PCS, LLC (“New Cingular”) desires to lease approximately 3,600 square feet of land at the Cape May Airport in order to construct a cellular tower as part of a first responders network; and

WHEREAS, New Cingular shall have an option for one year (1) in order to conduct relevant testing and inspections along with the acquisition of any required permits, licenses and approvals; and

WHEREAS, New Cingular has agreed to pay the Authority One Thousand Dollars 00/100 (\$1,000.00) for this option; and

Whereas, during the option term New Cingular shall have the right to terminate the agreement for any reason; and

WHEREAS, should New Cingular exercise the option, the term of the Lease Agreement (“Agreement”) is for five (5) years starting at Twenty-Five Thousand 00/100 (\$25,000.00) annually; and

WHEREAS, rent shall increase annually during the initial term and any renewal term by two (2) percent; and

WHEREAS, New Cingular shall have the option of renewing this Lease Agreement for four (4) additional five (5) year terms; and

WHEREAS, rent shall adjust at the beginning of each renewal term to the then Fair Market Value (FMV); and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of the Lease Agreement with New Cingular Wireless PCS, LLC and, with the consent of counsel, to have such Agreement executed by the Chairperson, Vice Chairperson and the Executive Director.

A motion to approve Resolution 19-23 was made by Commissioner Ransome, seconded by Commissioner Smith, and approved by a roll call vote of 10-0.

### **Resolution 19-23 Executive Summary**

**Resolution:** Authorizing the Execution of the Lease Agreement between the Delaware River and Bay Authority and New Cingular Wireless PCS, LLC at the Cape May Airport.

**Committee:** Economic Development

**Committee Date:** June 18, 2019

**Board Date:** June 18, 2019

**Purpose of Resolution:**

To permit the Executive Director, Chairman and Vice Chairman to execute and deliver a Lease Agreement for space at the Cape May Airport.

**Background for Resolution:**

The Delaware River and Bay Authority operates the Cape May Airport. New Cingular Wireless PCS, LLC is installing cell towers for ATT Wireless to be part of the National First Net emergency responder’s network. They are planning on constructing a tower on a 60’ x 60’ parcel in the airport industrial park. The annual rent is based upon an evaluation of other cell tower transactions that have been done through our NJ counsel office and with our Real Estate brokerage.

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**RESOLUTION 19-24 - AUTHORIZES A LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND EARLE MCCARTNEY LLC D/B/A SEA LEVEL ART AND ANTIQUES AT THE CAPE MAY AIRPORT**

WHEREAS, the Delaware River and Bay Authority (the “Authority”), is the operator of the Cape May Airport (the “Airport”), Cape May, New Jersey; and

WHEREAS, Earle McCartney LLC D/B/A Sea Level Art and Antiques (“McCartney”) desires to lease approximately 1,500 square feet of space in the building located in Unit #3 Building 96 on Hornet Rd. in order to operate a furniture restoration shop and warehouse space at the Cape May Airport; and

WHEREAS, McCartney has agreed to pay the Authority annual rent in the amount of Twelve Thousand dollars 00/100(\$12,000.00); and

WHEREAS, the initial term of the Lease (“Lease Agreement”) shall be for one (1) year; and

WHEREAS, McCartney shall have the option of renewing this Lease Agreement for four (4) additional one (1) year terms; and

WHEREAS, rent shall adjust annually by the Consumer Price Index (CPI); and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of the Lease Agreement with Earle McCartney LLC D/B/A Sea Level Art and Antiques and, with the advice and consent of counsel, to have such agreement executed by the Chairperson, Vice Chairperson and the Executive Director.

A motion to approve Resolution 19-24 was made by Commissioner Ransome, seconded by Commissioner Smith, and approved by a roll call vote of 10-0.

**Resolution 19-24 Executive Summary**

**Resolution:** Authorizing the Execution of a Lease Agreement between the Delaware River and Bay Authority and Earle McCartney LLC D/B/A Sea Level Art and Antiques regarding the Cape May Airport

**Committee:** Economic Development

**Committee Date:** June 18, 2019

**Board Date:** June 18, 2019

**Purpose of Resolution:** To permit the Executive Director, Chairman and Vice Chairman to execute and deliver a lease agreement for space at the Cape May Airport.

**Background for Resolution:** The Delaware River and Bay Authority operates a retail building located on Hornet Rd in the Cape May Airport Industrial Park. Earle McCartney is currently a partner in an existing business at the airport and shares space with Victoria’s Books Store and Café. Victoria is relinquishing her share of the space and Earle McCartney is taking over the entire space for his business Sea Level Art and Antiques. He will continue to use the space as a warehouse and storefront for his furniture business. The lease rate is reflective of the FMV for similar units in Building 96.

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**RESOLUTION 19-25 – COST-SHARING AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND NEW CASTLE COUNTY**

WHEREAS, in 1995, New Castle County (the “County”) and the Delaware River and Bay Authority (the “Authority”), entered into an Acquisition Agreement and Ground Lease whereby the Authority became the operator of the New Castle Airport (“Airport”), and

WHEREAS, in 2014, the Department of Natural Resources (“DNREC”) contacted both the County and the Authority to advise the parties of their potential liability as potentially responsible parties at the Airport pursuant to Section 9105 of the Delaware Hazardous Substance Cleanup Act, 7 Del. C., Chapter 91 (“HSCA”); and

WHEREAS, Resolution 15-22 authorized the Authority and the County to enter into an Environmental Remedial Investigation Cost Sharing Agreement (the “First Cost Sharing Agreement”) to share certain costs related to the remedial investigation; and

WHEREAS, on October 16, 2017 the Authority and the County entered into a Voluntary Cleanup Agreement between the Authority, the County and DNREC (the “VCP Agreement”) pursuant to HSCA and the Delaware Regulations Governing Hazardous Substance Cleanup; and

WHEREAS, Resolution 18-11 authorized the Authority and the County to enter into an Environmental Remedial Investigation Cost Sharing Agreement (the “Second Cost Sharing Agreement”) to share certain costs related to the ongoing remedial investigation; and

WHEREAS, the VCP Agreement covers investigation work only and does not address the responsibility of either party in the event additional investigation or environmental remediation is required; and

WHEREAS, the Authority and the County engaged an Environmental Investigation Consultant to conduct the remedial investigation; and

WHEREAS, Authority and the County would like to enter into a Third Environmental Remedial Investigation Cost Sharing Agreement (the “Third Cost Sharing Agreement”) to share certain additional costs related to the remedial investigation contemplated under the VCP Agreement; and

WHEREAS, the Authority and the County agree to share the additional costs related to the ongoing remedial investigation contemplated under the VCP Agreement equally with the parties’ costs capped at \$75,000 each; and

NOW, THEREFORE, BE IT RESOLVED, that Executive Director is hereby authorized to finalize the terms of the Cost-Sharing Agreement and the related Environmental Consulting Agreement, and with the advice and consent of counsel, to have such agreements executed by the Chairperson, Vice Chairperson, and the Executive Director.

A motion to approve Resolution 19-25 was made by Commissioner McCann, seconded by Commissioner Wilson, and approved by a roll call vote of 10-0.

### **Resolution 19-25 Executive Summary Sheet**

**Resolution:** Cost Sharing Agreement between the Delaware River and Bay Authority and New Castle County

**Committee:** Economic Development

**Committee Date:** June 18, 2019

**Board Date:** June 18, 2019

#### **Purpose and Background for Resolution:**

In 2014, DNREC contacted both the Authority and New Castle County to advise of potential liability under the Delaware Hazardous Substance Cleanup Act and request that the parties enter into a VCP Agreement for purposes of conducting a remedial investigation into the potential

contamination. Resolutions 15-22 and 18-11 authorized cost share agreements between the Authority and the County for purposes of conducting the remedial investigation associated with the VCP. The Authority and the County have engaged an Environmental Investigation Consultant and are complying with the remedial investigation outlined in the 2017 VCP agreement. To date, the Authority and the County have each expended \$100,000 on the remedial investigation to date. DNREC has requested additional remedial investigation under the terms of the VCP. The Authority and the County have each allocated an additional \$75,000 toward the costs associated with the VCP Agreement.

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**RESOLUTION 19-26 – AUTHORIZES AN AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND MCFARLAND JOHNSON TO PROVIDE PROFESSIONAL GENERAL PLANNING CONSULTANT SERVICES FOR MILLVILLE AIRPORT, CAPE MAY AIRPORT, NEW CASTLE AIRPORT, DELAWARE AIRPARK, AND DOVER CIVIL AIR TERMINAL**

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is a bi-state Authority of the State of Delaware and the State of New Jersey that operates and maintains the Millville Airport (Cumberland County, NJ), Cape May Airport, New Castle Airport, Delaware Airpark and Dover Civil Air Terminal; and

WHEREAS, the Authority seeks to engage a qualified engineering firm to provide professional “on-call” general planning consultant services for all airports Authority-wide; and

WHEREAS, the Authority intends to enter into a Services Agreement (“Agreement”) with the selected firm; and

WHEREAS, said Services Agreement shall have a base term of four (4) years, with the Authority granted the option to extend the Agreement for an additional period of one (1) year after the expiration of the base term, such option term to be authorized by the originating committee with the consent of the Chairperson and Vice Chairperson of the Board of Commissioners; and

WHEREAS, the Authority publicly advertised a Request for Proposals (“RFP”) for the required GEC services in compliance with Resolution 98-31, as amended, which governs the Authority’s procedure for the procurement of professional services; and

WHEREAS, the Authority received and evaluated two (2) proposals pursuant to the aforementioned public advertisement; and

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

WHEREAS, McFarland Johnson was designated as the highest-ranking firm following final evaluation; and

WHEREAS, the Authority conducted an analysis of the scope, complexity and cost of the services proposed by McFarland Johnson and has determined the fees proposed for such services to be fair and reasonable; and

WHEREAS, the Projects Committee reviewed this recommendation and concurs with the evaluation; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of a Services Agreement with McFarland Johnson to provide such services to the Authority and to have such Agreement, with the advice and consent of Counsel, executed by the Chairperson, Vice-Chairperson and Executive Director.

A motion to approve Resolution 19-26 was made by Commissioner Ransome, seconded by Commissioner Decker, and approved by a roll call vote of 10-0.

**Resolution 19-26 Executive Summary**

**Resolution:** Authorizes an agreement between the Authority and McFarland Johnson to provide professional general planning consultant services for Millville Airport, Cape May Airport, New Castle Airport, Delaware Airpark and Dover Civil Air Terminal

**Committee:** Projects Committee

**Committee/  
Board Date:** June 18, 2019

**Purpose of Resolution:** To authorize an agreement with McFarland Johnson to provide professional “on-call” general planning consultant services for all airports Authority-wide.

**Background for Resolution:** The proposed Resolution meets the requirements of Resolution 98-31, as amended, which governs the procedure for the procurement of professional services.

The Authority received and evaluated proposals submitted by the following two (2) firms, and short-listed\* two (2) of those firms:

- McFarland Johnson\*
- Michael Baker International\*

The Authority conducted oral interviews with the short-listed firms and utilized the advertised final evaluation criteria to establish a ranked list of firms, with McFarland Johnson being identified as the top-ranked firm following the short-list interviews. The Authority conducted an analysis of the proposed costs of the services and determined the proposed rates to be fair and reasonable.

\* \* \* \* \*

**RESOLUTION 19-27 – AUTHORIZES AN AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND C&S ENGINEERS, INC. TO PROVIDE PROFESSIONAL GENERAL**

**ENGINEERING CONSULTING (“GEC”) SERVICES FOR MILLVILLE AIRPORT, CAPE MAY AIRPORT, NEW CASTLE AIRPORT, DELAWARE AIRPARK, AND DOVER CIVIL AIR TERMINAL**

WHEREAS, The Delaware River and Bay Authority (the “Authority”) is a bi-state Authority of the State of Delaware and the State of New Jersey that operates and maintains the Millville Airport (Cumberland County, NJ), Cape May Airport, New Castle Airport, Delaware Airpark and Dover Civil Air Terminal; and

WHEREAS, the Authority seeks to engage a qualified engineering firm to provide professional “on-call” general engineering consulting (“GEC”) services for all airports Authority-wide; and

WHEREAS, the Authority intends to enter into a Services Agreement (“Agreement”) with the selected firm; and

WHEREAS, said Services Agreement shall have a base term of four (4) years, with the Authority granted the option to extend the Agreement for an additional period of one (1) year after the expiration of the base term, such option term to be authorized by the originating committee with the consent of the Chairperson and Vice Chairperson of the Board of Commissioners; and

WHEREAS, the Authority publicly advertised a Request for Proposals (“RFP”) for the required GEC services in compliance with Resolution 98-31, as amended, which governs the Authority’s procedure for the procurement of professional services; and

WHEREAS, the Authority received and evaluated two (2) proposals pursuant to the aforementioned public advertisement; and

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

WHEREAS, C&S Engineers, Inc. was designated as the highest-ranking firm following final evaluation; and

WHEREAS, the Authority conducted an analysis of the scope, complexity and cost of the services proposed by C&S Engineers, Inc. and has determined the fees proposed for such services to be fair and reasonable; and

WHEREAS, the Projects Committee reviewed this recommendation and concurs with the evaluation; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of a Services Agreement with C&S Engineers, Inc. to provide such GEC services to the Authority and to have such Agreement, with the advice and consent of Counsel, executed by the Chairperson, Vice-Chairperson and Executive Director.

A motion to approve Resolution 19-27 was made by Commissioner Wilson, seconded by Commissioner Ratchford, and approved by a roll call vote of 10-0.

**Resolution 19-27 Executive Summary**

**Resolution:** Authorizes an agreement between the Authority and C&S Engineers, Inc. to provide professional general engineering consulting (“GEC”) services for Millville Airport, Cape May Airport, New Castle Airport, Delaware Airpark and Dover Civil Air Terminal

**Committee:** Projects Committee

**Committee/  
Board Date:** June 18, 2019

**Purpose of Resolution:**

To authorize an agreement with C&S Engineers, Inc. to provide professional “on-call” general engineering consulting (“GEC”) services for all airports Authority-wide.

**Background for Resolution:**

The proposed Resolution meets the requirements of Resolution 98-31, as amended, which governs the procedure for the procurement of professional services.

The Authority received and evaluated proposals submitted by the following two (2) firms, and short-listed\* two (2) of those firms:

C&S Engineers, Inc.\*  
Michael Baker International\*

The Authority conducted oral interviews with the short-listed firms and utilized the advertised final evaluation criteria to establish a ranked list of firms, with C&S Engineers, Inc. being identified as the top-ranked firm following the short-list interviews. The Authority conducted an analysis of the proposed costs of the services and determined the proposed rates to be fair and reasonable.

\* \* \* \* \*

11524. EXECUTIVE DIRECTOR’S COMMENTS

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

DMB Tidbits – May Traffic Count – 2<sup>nd</sup> best May in Authority history; Almost 2% increase over 2018; Friday of Memorial Day weekend – 72,433 – higher than any day in 2016, 2017, and 2018.

Ferry Facts – At the end of May 2019 – Vehicle traffic was up 11%, Passengers up 9%, Traffic Revenue up 10%.

The Executive Director reported on activities in and around the Authority:

The Executive Director and COO Vince Meconi escorted Dr. Mark T. Brainard, President of DTCC, State Representative Ed Osienski, Brian Wilton, NJ Authorities Unit, Craig Ambrose, Governor’s Representative to the top of the Delaware Memorial Bridge.

Former Vice President Joe Biden and DRBA Commission Vice-Chairperson Hogan attended this year’s Memorial Day Service. The Executive Director encouraged anyone who has not attended to do so next year. It is an excellent service by Veteran’s Commission hosted by the DRBA. He thanked the DRBA maintenance grounds crew on an excellent job preparing the site.

Commissioner Ford attended the opening of Off-Centered On the Rocks, a promotional marketing partnership with Dogfish Head at the Lewes Terminal. The renovated space opened this past weekend and looks like it will be very popular.

Commissioner Carey and her husband along with former Commissioner, Justice Gary Traynor and his wife attended the Beebe Beach Bash also at the Lewes Terminal.

Compliments to Vince Meconi's Safety team for putting on 3 separate Environmental Day awareness programs in Lewes, Cape May and at the bridge. Special kudos go to Silvana Dominioni, Jeff Hoffman, Jeff Foster, and Albert Fralinger.

The Executive Director reminded the Commissioners of the following upcoming events:

Commission Meeting – Tuesday, July 16, 2019 – James Julian Board Room.

\* \* \* \* \*

11525.            COMMISSIONERS PUBLIC FORUM

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

Commissioner Decker made a motion for the Board to commend the DRBA Financial team being for once again being awarded Certificate of Achievement for Excellence in Financial Reporting from GFOA.

Mr. Ken Dryden with Delaware Concerned Residents for Environmental Justice (DCREJ). Mr. Dryden had the opportunity to meet with Mr. Cook on May 30<sup>th</sup> to view space at the New Castle County Airport. Mr. and Mrs. Dryden were shown space in the basement, and not the 2<sup>nd</sup> floor. They went back to familiarize themselves with the space and then received an irritating call from Executive Director Cook. They then received a lease proposal from property manager Michelle Griscom costs to rent the space approximately \$40,0000 annually. Mr. Dryden mentioned 22 cents per sq. ft., but the letter stated \$18 per sq. ft. Mr. Dryden would like to continue looking for space. He once again asked the Board to have a citizens' advisory council.

Vice-Chairperson Hogan noted that the FAA requires all space at airports to be leased for fair market value. We cannot give discounts. The FAA gives us 90 cents on the \$1.00 for all grant funded projects, it is the requirement of the FAA and we have to comply. If we don't comply we enter a watch list, please understand it's not our call, but an economic situation above us.

Mrs. Dryden also addressed their request for space at the DRBA and a community advisory council.

Commissioner Ratchford recognized Bill Lowe's years of service, as Commissioner and Chairperson. Discussed passing a Resolution at the next meeting recognizing years of service and presenting it at the Commissioners Retreat.

Chairperson Lathem discussed doing something special for Bill. Bill was extremely humble and the good he did filling this chair.

Vice-Chairperson Hogan discussed the Memorial Service and his cousin from Korean War is honored.

There being no further business, Chairperson Lathem adjourned the meeting at 11:55 a.m.

Respectfully submitted,

**THE DELAWARE RIVER AND BAY AUTHORITY**

Stephen D. Williams  
Assistant Secretary