

**MINUTES OF MEETING
THE DELAWARE RIVER AND BAY AUTHORITY
Delaware Memorial Bridge Complex
Tuesday, May 21, 2024**

The meeting convened at 10:02 a.m. at the Delaware Memorial Bridge Complex, with Chairperson Lathem presiding.

Chairperson Lathem 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.

The opening prayer was given by Chairperson Lathem, followed by the Pledge of Allegiance.

Chairperson Lathem called on the Assistant Secretary to take the roll.

Commissioners from Delaware

Samuel Lathem, Chairperson
Crystal L. Carey
Henry J. Decker - Zoom
Michael Ratchford
Veronica O. Faust - Absent
Theodore Becker

Commissioners from New Jersey

James N. Hogan, Vice-Chairperson
Shirley R. Wilson
Ceil Smith
Sheila McCann*
M. Earl Ransome, Jr.
Heather Baldini - Zoom

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Chairperson Lathem called for the acceptance of the Agenda.

Commissioner Ratchford made a motion to accept the agenda, seconded by Commissioner Becker, and the motion was carried by a voice vote of 10-0.

Chairperson Lathem opened the meeting for public comment on any matters of interest.

The Executive Director introduced and welcomed Lavar Matthews, DEI Officer for the DRBA.

Chairperson Lathem called for a motion to move to the Executive Session. Commissioner Ransome made a motion, seconded by Commissioner Carey, and the motion was carried by voice vote of 10-0.

Members of the public and certain staff were excused from the room during the Executive Session.

***Commissioner McCann arrived at 10:11 a.m.**

The Executive Session started at 10:07 a.m. At 11:17 a.m. Chairperson Lathem called for a motion to close the Executive Session, and recess to conduct Committee Meetings. Commissioner Becker made a motion, seconded by Commissioner Ratchford, and the motion was carried by a voice vote of 11-0. The Committee meetings began at 11:17 a.m. and ended at 12:11 p.m. During that time, the following Committee meetings were held:

- Governance and Audit
- Budget & Finance
- Economic Development
- Personnel
- Projects

At the conclusion of the Committee meetings, Chairperson Lathem called the Board meeting back to order at 12:11 p.m.

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12293. APPROVAL OF THE APRIL MINUTES

Commissioner Ratchford made a motion to approve meeting minutes for April 16, 2024, seconded by Commissioner Wilson, and approved by a voice vote of 11-0.

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12294. DELAWARE RIVER AND BAY AUTHORITY – TRAFFIC AND REVENUE SUMMARY.

The Chief Financial Officer (CFO) presented charts showing Actual versus Projected Revenues for the Delaware Memorial Bridge, the Cape May-Lewes Ferry, Airports, Delaware City-Salem Ferry Crossing and Food Service for April without objection charts were ordered filed with the permanent records of the Authority.

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12295. DELAWARE RIVER AND BAY AUTHORITY – STATEMENT OF INCOME AND EXPENSE.

The CFO presented charts showing statements of income and expense for April 2024 with comparisons to the same periods last year.

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

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12296. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The CFO presented charts for April 2024 showing expenses by division for the quarter to date vs. the projected quarter and for year to date vs. total budget.

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

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12297. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The CFO presented charts for April 2024 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 charts were ordered filed with the permanent records of the Authority.

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12298. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION (MARKET VALUE) FOR APRIL 30, 2024.

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

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

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12299. PUBLIC COMMENT ON ACTION ITEMS

Chairperson Lathem noted Three Contract Awards, No Contract Close-Outs, and Six Resolutions were being considered at today’s meeting.

All action items requiring committee action have been reviewed and recommended for consideration during today’s Committee meetings. He then called for public comment on any action items.

There was no public comment on action items before the Board.

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12300. AWARD OF CONTRACT #CMLF-C22-28 – CAPE MAY FERRY TERMINAL BUILDING HVAC IMPROVMENTS

The Chief Operations Officer (COO) noted that a public bid opening was held on May 7, 2024. The COO and Projects Committee recommended awarding the contract to the lowest responsible bidder, Gaudelli Bros., Inc. of Millville, New Jersey in the amount of \$1,422,000.00.

A motion to award CONTRACT #CMLF-C22-28 to the aforementioned firm was made by Commissioner Ratchford, seconded by Commissioner Carey, and approved by a voice vote of 11-0.

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12301. AWARD OF CONTRACT #CMLF-C22-29 – CAPE MAY FERRY ADMINISTRATION BUILDING HVAC IMPROVMENTS

The Chief Operations Officer (COO) noted that a public bid opening was held on May 7, 2024. The COO and Projects Committee recommended awarding the contract to the lowest responsible bidder, Gaudelli Bros., Inc. of Millville, New Jersey in the amount of \$1,751,600.00.

A motion to award CONTRACT #CMLF-C22-29 to the aforementioned firm was made by Commissioner Becker, seconded by Commissioner Wilson, and approved by a voice vote of 11-0.

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12302. AWARD OF CONTRACT #ILG-23-07B – CONCRETE SLAB DEMOLITION, PAVING, AND MISCELLANEOUS SITEWORK

The Chief Operations Officer (COO) noted that a public bid opening was held on April 23, 2024. The COO and Projects Committee recommended awarding the base bid add alternate no. 1 to the lowest responsible bidder, WJV Contractors of Pedricktown, New Jersey, in the amount of \$682,009.30.

A motion to award CONTRACT #ILG-23-07B to the aforementioned firm was made by Commissioner Becker, seconded by Commissioner Ransome, and approved by a voice vote of 11-0.

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12303. CHAIRPERSON’S CALL FOR RESOLUTIONS BEFORE THE BOARD

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RESOLUTION 24-16 - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO RESOLUTION 23-28 FOR THE PERIOD, JANUARY 1, 2024, THROUGH DECEMBER 31, 2024

WHEREAS, The Delaware River and Bay Authority (the “Authority”) adopted Resolution 23-28 requiring Commissioner review and approval of all Authority expenditures in excess of \$50,000; and

WHEREAS, the Authority anticipates expenditures at or over the \$50,000 amount to the following vendors:

DELAWARE RIVER & BAY AUTHORITY
VENDORS PROJECTED TO BE PAID OVER \$50,000
FOR THE PERIOD 1/1/24 THROUGH 12/31/24

VENDOR	PURCHASE DESCRIPTION	CLASSIFICATION	ESTIMATED
Siemens Industry, Inc.	Fire Alarm System Replacement at ILG	Proprietary	\$92,000

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

Resolution 24-16 was moved by Commissioner Ratchford, seconded by Commissioner Becker, and was approved by a roll call vote of 11-0.

Resolution 24-16 - Executive Summary Sheet

Resolution: Authorizing Authority Expenditures Pursuant to Resolution 23-28 for the period January 1, 2024, through December 31, 2024.

Committee: Budget & Finance

Committee and Board Date: May 21, 2024

Purpose of Resolution:

Authorizes expenditures of \$50,000 or greater with the identified vendors during the 2024 calendar year.

Background for Resolution:

The proposed Resolution meets the requirements of Resolution 23-28, 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 \$50,000 or more unless it has first been approved by a vote of Commissioners.

Purchase Detail:

Siemens Industry, Inc.: Fire Alarm System Replacement at ILG

The Authority utilizes fire alarm system equipment manufactured by Siemens at all facilities and requires the proprietary programming services of the original equipment manufacturer to update the systems as needed. In advance of the anticipated terminal hold room expansion at Wilmington Airport, the Authority plans to replace the outdated fire alarm system. Long lead time materials will need to be purchased prior to the expansion to ensure the proper systems are tied into the updated fire alarm panel.

Classification Definitions:

Proprietary. A purchase necessary to support or maintain existing Authority equipment for which a vendor has the right to prohibit an equivalent product from being supplied. Similar products or services may be available; however, the Authority must purchase from the original equipment manufacturer or service provider to uphold a contract, warranty, etc. A proprietary specification typically restricts the acceptable product or service to one manufacturer or vendor, although the product or service may be available from more than one distributor. In another typical example of this classification, a purchase of closed-source commercial software would be categorized as proprietary because the software remains the property of its owner/creator and is utilized by end-users (such as the Authority) under predefined conditions.

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RESOLUTION 24-17 – AUTHORIZING THE CONSOLIDATION OF STANDING RESOLUTIONS SETTING FORTH THE PROCUREMENT PROCEDURES FOR PROFESSIONAL SERVICES, MATERIAL AND SUPPLIES, CONSTRUCTION AND CONSTRUCTION MANAGEMENT CONTRACTS AND TRANSFER OF FUNDS

WHEREAS, on September 15, 1998, the Delaware River and Bay Authority (the “Authority”) adopted Resolution 98-31, which codified the Authority’s procurement procedures for professional services, material and supplies, construction and construction management contracts and the transfer of funds; and

WHEREAS, the Authority has subsequently amended Resolution 98-31 by adopting standing Resolutions 01-84, 09-52, 11-36 and 23-28; and

WHEREAS, the Authority periodically reviews its procurement policies and recognizes a need to adjust the dollar value thresholds which require both public competitive bidding and prior Commission approval on its construction projects; and

WHEREAS, the Authority has determined that the appropriate threshold for both public competitive bidding and prior Commission approval on its construction projects is \$200,000; and

NOW, THEREFORE, BE IT RESOLVED, that standing Resolutions 98-31, 01-84, 09-52, 11-36 and 23-28 are hereby rescinded and replaced with the following *Procedures for Procurement of Professional Services, Materiel and Supplies, Construction and Construction Management Contracts and Transfer of Funds*, as attached below:

**PROCEDURES FOR PROCUREMENT OF PROFESSIONAL SERVICES,
MATERIEL AND SUPPLIES, CONSTRUCTION AND CONSTRUCTION MANAGEMENT
CONTRACTS AND TRANSFER OF FUNDS**

The Authority authorizes and approves the following procedures for the solicitation, review, award and execution of certain types of Authority contracts and other actions by the Executive Director as provided below:

1. a. Any professional service contract awarded to any person, partnership, corporation, company, association or similar entity or any affiliate thereof which individually exceeds \$50,000 shall be publicly announced, not less than one time in one newspaper of general circulation in each of the States of Delaware and New Jersey, and on the Authority website, on each occasion when such professional services are required and each such announcement shall include (i) the project identification, (ii) general description and scope of the project, (iii) location, (iv) deadline for submissions of brief letters of interest and (v) criteria for selection including any special criteria required for any particular project, and shall indicate how interested parties can apply for consideration. For projects of an unusual or complex nature, a list of qualified bidders may also be prepared by the Authority and these persons given notice of the Project by the Authority.

b. The Executive Director of the Authority or his designees are to establish written administrative procedures for the evaluation of applicants and the following criteria shall be utilized in ranking the applicants under consideration: (i) experience and reputation; (ii) expertise (for the particular project under consideration); (iii) capacity to meet requirements (size, financial condition, etc.); (iv) location (geographical); (v) demonstrated ability; (vi) familiarity with work of the Authority, its requirements and systems; (vii) distribution of work to individuals and firms (economic considerations, and to broaden the base from which selections are to be made); and (viii) other criteria which may be required in special cases. Because of the diversity of professional services required on a variety of projects, each project must be given individual attention, and a weighted average may be applied to criteria according to its importance to each project.

c. For each proposed project, the Authority shall evaluate current qualifications and performance data on file with the Authority together with those that may be submitted by other persons or firms regarding the proposed project and shall conduct discussions with such persons or firms regarding their qualifications, approach to the project and ability to furnish the required service. Compensation shall not be considered in these discussions. Based upon the criteria established by the Executive Director or his designee, as discussed above, and any specific criteria for the project and the discussions, the Authority shall rank, in order of preference, the applicants deemed to be qualified to perform the required services. Beginning with the qualified firm designated first on a preference list, the Authority shall negotiate for services at compensation which the Authority determines is fair and reasonable, and in making such determination the Authority shall conduct an analysis of the cost of the services required in addition to considering their scope and complexity. Should the Authority be unable to negotiate a satisfactory contract with the qualified person or firm designated to be first on the preference list, at a price the Authority determines to be fair and reasonable, negotiations with that person or firm shall be formally terminated and the Authority shall then undertake negotiations with the second qualified firm on the preference list. Failing accord with the second qualified person or firm, negotiations shall be formally terminated and the Authority will negotiate with the remaining persons or entities on the list. Notwithstanding the foregoing,

any qualified person or firm may be rejected by the Authority if, in the opinion of the Authority or its delegated representative, it is not in the interest of the Authority to award the contract to such person or firm and, in addition, the Authority reserves the right to refuse to negotiate with all qualified persons or firms, to publicly announce the project again, to proceed to do the work otherwise or to abandon the work if in the judgement of the Authority its best interest will be promoted thereby. Any professional services contract negotiated with any person or firm must be approved by the Commissioners prior to execution of the contract by the Authority.

d. Notwithstanding any of the foregoing, the Executive Director of the Authority is authorized to enter into contracts with any person, partnership, corporation, company, association, or similar entity or any affiliate thereof which contract exceeds \$50,000 without the contract being publicly announced and advertised where (i) because of the urgency of the particular circumstance, delay would likely result in substantial harm to the Authority or (ii) where the subject matter of the contract falls within the definition of “public business of a confidential nature” as provided by Section 4(b) of the Authority's Freedom of Information Regulations. If the Economic Development Committee deems it necessary to require outside consultants, the procurement of these services shall be specifically exempt from the requirements of this Resolution due to the confidential nature of such assignments. In circumstances subject to the exceptions stated herein, the Executive Director shall give notice to and obtain the approval of both the Chairman and Vice Chairman of the Authority and shall give notice of the execution of the contract at the next regular or Executive session of the Commissioners.

e. The term “affiliate” as used in this resolution shall mean any entity that controls, is controlled, or is under common control with another entity.

2. a. Any contract for the purchase of materiel and supplies and non-professional services for the Authority with any person, partnership, corporation, company, association or similar entity or any affiliate thereof which contract individually exceeds \$50,000, or in the combination with other contracts, exceeds \$50,000 in any one calendar year shall be pursuant to a contract entered into by the Authority after competitive bidding. The advertisement for such bids shall be published at least one time in one newspaper of general circulation in each of the States of Delaware and New Jersey and shall be posted on the Authority website. The advertisement shall indicate the character, quantity and location of the work or the character and quantity of material, the time and place where the plans and specifications or descriptions may be obtained and where proposals are to be received. This provision shall not apply to purchases by the Authority from suppliers in cases where the Authority is purchasing at prices pursuant to contracts awarded by the States of Delaware or New Jersey for state agencies. “Materiel” means materials, equipment, tools, supplies, or any other personal property, but does not include real property, or electric, gas, water, telephone, or similar utilities.

b. All construction management contracts, and all construction contracts entered into by the Authority for construction, reconstruction, demolition, alteration, and repair work and maintenance work with any person, partnership, corporation, company association or similar entity or any affiliate thereof, which contract individually exceeds **\$200,000**, shall be pursuant to a contract entered into by the Authority after competitive bidding. The advertisement for such bids shall be published at least one time in one newspaper of general circulation in each of the States of Delaware and New Jersey. The advertisement shall indicate the character, quantity, and location of the work, the time and place where the plans and specifications or descriptions may be obtained and where proposals are to be received.

c. Any person proposing to bid on such contract may be required by the Authority to complete a questionnaire and file a financial statement containing a complete statement of that person's financial ability and experience in performing such work. If the Authority is not satisfied with the sufficiency of the answers to the questionnaire or the financial statement, it may refuse to furnish the person submitting such unsatisfactory answers or financial statement any request for proposals or any plans or specifications for the work and the bid of any such person may be disregarded.

d. Any person to whom a construction management contract or construction contract is awarded must be bondable in the full amount of the construction contract and any request for proposals disseminated by the Authority for such a contract shall include a copy of the Authority's form of construction contract which shall be part of the proposal to be reviewed by prospective bidders. In addition, with respect to any construction management contract, the construction manager will be required to obtain at least three bids for each subcontractor category (unless it is determined by the Authority not to be in the best interest of the Authority to so require) and no work shall be awarded to any subcontractor without the prior approval of the Authority.

e. All materiel and supply contracts, non-professional service contracts and all construction management contracts or construction contracts are to be awarded to the lowest responsible bidder unless, in the opinion of the Authority or its delegated representative, the interest of the Authority is better served by awarding the contract to another bidder and, in addition, the Authority reserves the right to reject any or all bids, to advertise for new bids, to proceed to do the work otherwise, or to abandon the work if in the judgement of the Authority its best interest will be promoted thereby. In determining how the interest of the Authority is better served in making an award to other than the lowest responsible bidder, the Authority may take into consideration all relevant factors, including, but not limited to (i) the unsatisfactory performances on any previously awarded contracts by the bidder being rejected, (ii) lack of relevant experience on similar projects, (iii) lack of adequate manpower or supervisory staff; (iv) poor track record of timely completion within the industry or for the Authority; (v) track record of requesting unreasonable change orders, (vi) bonding capacity, (vii) low or no percentage of DBE, (viii) past claims or current legal problems or (ix) questionable subcontractor list.

f. A contract may be awarded without competition if the General Manager or Director of Operations of an Authority facility, or Police Administrator, prior to procurement, determines in writing that there is only 1 source for the required contract. Sole source procurement shall not be used unless there is sufficient evidence that there is only 1 source for the required contract and no other type of goods or service will satisfy the requirements of the Authority. The Authority shall examine cost or pricing data prior to an award under this paragraph. Sole Source procurement shall be avoided, except when no reasonable alternative sources exist. A written determination by the General Manager or Director of Operations for the sole source procurement shall be included in the Authority's contract file.

3. The Budget and Finance Committee in consideration of the overall procurement process, operational needs and issues, the need for uniformity and continuity in materiel and services required by the Authority, the unique and special needs of the Authority including, but not limited to, the desirability of owner furnished materiel and supplies in vessel repair, maintenance, renovation and rehabilitation, may increase or waive the thresholds established in paragraphs 1 and 2 of this Resolution, and shall report their action at the next meeting of the Commissioners.

4. Contracts for materiel and supplies and non-professional services, awarded to any person, partnership, corporation, company, association or similar entity or any affiliate thereof, which contract in combination with other contracts in the aggregate are less than \$50,000 in any one calendar year, do not require formal solicitation of competitive prices (although informal price solicitations are encouraged) and, if 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, all quotes to be appropriately recorded by the Authority. Construction management contracts or construction contracts awarded to any person, partnership, corporation, company, association or similar entity or any affiliate thereof, if more than \$25,000 but less than \$200,000, require the solicitation of three written quotes or all available sources, whichever is less, all quotes to be appropriately recorded by the Authority.

5. a. Notwithstanding the provisions of paragraphs 1, 2, 3 and 4, when the Projects Committee, based upon a recommendation of the Executive Director of the Authority, determines that the use of competitive bidding is either not practical or not in the best interest of the Authority (for example, where a design-build process is necessary or desirable in order to assure that the Authority deals with a single source provider for the design, installation, implementation and/or maintenance of an integrated system or installation), a contract may be entered into through competitive proposals. The determination to use competitive proposals may be made if the Projects Committee determines that it is necessary to

- (i) use a contract other than a fixed price type,
- (ii) conduct oral or written discussions with applicants concerning technical and price aspects of their proposals,
- (iii) afford applicants an opportunity to revise their proposals,
- (iv) compare the different price, quality and contractual factors of the proposals submitted,
- (v) award a contract in which price is not the determining factor, or
- (vi) the Authority is unable to draft specifications in sufficient detail to be applicable to competitive bidding.

Proposals shall be solicited through a request for proposal published at least once a week for two consecutive weeks in one newspaper of general circulation in each of the states of Delaware and New Jersey, which shall include (i) the project identification, (ii) general description and scope of the project, including the type of material or services required and a description of the work involved, (iii) location, (iv) where to obtain a copy of the Authority's request for proposal and (v) the deadline for submission of proposals.

b. The request for proposal shall contain (i) the project identification, (ii) general description and scope of the project, including the type of material or services required and a description of the work involved, (iii) location, (iv) the type of contract to be used, (v) a statement that discussions may be conducted with applicants who submit proposals determined to be likely to be selected for award, (vi) the minimum information the proposal must contain, (vii) the relative importance of price and other evaluation factors and (viii) the deadline for submission of proposals.

c. Any person proposing to submit a proposal for such a project may be required by the Authority to complete a questionnaire and file a financial statement containing a complete statement of that person's financial ability and experience in performing such work. If the Authority is not satisfied

with the sufficiency of the answers to the questionnaire or the financial statement, it may determine that it will not receive any proposal from such person, and any proposal submitted by such person may be disregarded.

d. The Executive Director of the Authority or his designees are to establish written administrative procedures for the evaluation of applicants submitting proposals, and the following criteria shall be used in evaluating the relative merit of applicants under consideration: (i) the applicant's financial, physical, personnel or other resources, including subcontracts, (ii) the applicant's experience and reputation and record of performance and integrity, (iii) whether the applicant is qualified legally to contract with the Authority, (iv) capacity to meet requirements (size, financial, condition etc.), (v) location (geographical), (vi) demonstrated ability, (vii) familiarity with work of the Authority, its requirements and systems, (viii) distribution of work to individuals and firms (economic considerations and to broaden the base from which selections are to be made) and (ix) other criteria which may be required in special cases. The Authority may determine that an applicant is non-responsive and/or non-responsible, and such determination shall be a basis for rejecting the proposal made by such applicant. Any applicant whose proposal is rejected under this paragraph 5.d shall be notified in writing of the rejection. The reasons for the rejection shall be stated in the determination.

e. The Executive Director of the Authority or his designees shall establish written administrative procedures for the evaluations of proposals made by applicants determined to be acceptable to the Authority. Based on such procedures, the Authority shall determine that a proposal is either likely to be selected for award or is not acceptable. A determination that a proposal is unacceptable may be made for one or more of the following reasons: (i) the applicant is determined to be non-responsive or non-responsible pursuant to paragraph 5.d., (ii) the proposed price is unreasonable, or (iii) the proposal is otherwise not advantageous to the Authority. If the Authority determines that an applicant's proposal is unacceptable, it shall reject the proposal and shall notify the applicant of the rejection. After rejection of an applicant's proposal, the applicant shall not be afforded an opportunity to modify his proposal.

f. The Authority shall have the right to negotiate with individual applicants after their proposals are opened. The Executive Director of the Authority or his designees shall establish procedures and schedules for conducting such negotiations. Disclosure of one applicant's price to another and any other information derived from competing proposals shall not be permitted. Following negotiations conducted in accordance with the foregoing provisions of this paragraph, the Authority may issue a written request for best and final offers. Requests shall set forth the date, time and place for the submission of best and final offers. The request for best and final offers shall inform applicants that if they do not submit a notice of withdrawal or a best and final offer, their immediately previous offer will be construed as their best and final offer. Best and final offers shall be requested only once unless the Authority determines that it is advantageous to the Authority to conduct further negotiations or change the Authority's requirements. Prior to the time and date set for receipt of best and final offers, any applicant with whom negotiations have been held may withdraw its proposal or correct any mistake by modifying the proposal. Notwithstanding the foregoing, any qualified person or firm may be rejected by the Authority at any time in the negotiating process if, in the opinion of the Authority or its delegated representative, it is not in the interest of the Authority to award the contract to such person or firm, and, in addition, the Authority reserves the right to refuse to negotiate with all qualified persons or firms, to publicly announce the project again, to proceed to do the work otherwise or to abandon the work if in the judgement of the Authority its

best interest will be promoted thereby. Any contract negotiated with any person or firm pursuant to the paragraph 5 must be approved by the Commissioners prior to execution of the contract by the Authority.

6. A General Manager, Director of Operations of an Authority facility, or Police Administrator may waive any or all provisions of this Resolution to meet the critical needs of the Authority as required by emergencies or other conditions where it is determined to be in the best interest of the Authority. The General Manager, Director of Operations, or Police Authority may determine an emergency condition exists by reason of extraordinary conditions or contingencies that could not reasonably be foreseen and guarded against. An emergency condition creates an immediate and serious need for materiel and supplies and/or construction services that cannot be met through normal procurement methods for the protection of public health, safety or property. A critical need creates a need for professional services that cannot be met through normal procurement methods.

a. Any procurement pursuant to this subsection shall be limited to those (i) materiel and supplies and/or construction services required due to an emergency condition and (ii) professional services necessary to satisfy a critical need.

b. A copy of each critical need determination processed under this procedure shall be kept on file by the Authority.

7. All materiel and supply contracts, professional and non-professional service contracts, construction management contracts or other contracts required to be publicly advertised or bid pursuant to the provisions of paragraphs 1, 2 or 5 herein, must be approved by the Commissioners prior to execution of the contract by the Authority.

8. Whenever a budget adopted by the Authority contains an item relating to the maintenance, repair or rehabilitation of any Authority facility or property which is in operation, or to the making of capital improvements and additions thereto, or the construction of an Authority project, or to major repairs, or major rehabilitation to any Authority project, or any Authority property, or to the purchase of materiel and supplies, or to the furnishing of utility or other services which do not require public advertising or competitive bidding pursuant to the provisions of paragraphs 1, 2, 3 or 5 herein, the Executive Director (unless otherwise directed by the Budget and Finance Committee or the Commissioners) shall have the power to make purchases of services, materiel and supplies and to enter into construction management and construction contracts with any person, partnership, corporation, company, association or similar entity or any affiliate thereof.

9. The Executive Director shall continue to have the authority to authorize the transfer of funds from one line to the other within budget units of the Authority as long as such transfer does not exceed the total expenditures of the Authority as authorized in the budget. In addition, the Executive Director shall continue to have the authority to change allotment of positions within budget units, as long as the total number of positions does not exceed those authorized in the annual budget. Further, the Executive Director shall notify the Chairman of the Budget and Finance Committee and the Chairman and the Vice Chairman of the Authority before making any such position changes.

10. As to professional service, non-professional service, and materiel and supply contracts, the Authority shall not enter into any such contract committing the Authority to spend, or make any other

expenditures in the amount of \$50,000 or more unless the contract or other expenditure has first been approved by a vote of the Commissioners at a meeting of the Commissioners, provided however that contracts that may be entered into on behalf of the Authority pursuant to the extraordinary circumstances permitted pursuant to Section 1.d(i) and Section 6, may still be entered into without such express prior approval.

11. As to construction management and construction contracts, the Authority shall not enter into any such contract committing the Authority to spend, or make any other expenditures in the amount of \$200,000 or more unless the contract or other expenditure has first been approved by a vote of the Commissioners at a meeting of the Commissioners, provided however that contracts that may be entered into on behalf of the Authority pursuant to the extraordinary circumstances permitted pursuant to Section 1.d(i) and Section 6, may still be entered into without such express prior approval.

12. All professional service contracts between \$25,000 and \$50,000, and all materiel, supply, and non-professional service contracts between \$25,000 and \$50,000, and all construction management or construction contracts between \$25,000 and \$200,000, shall be reported to the Commissioners for informational purposes at the first monthly meeting following the award of such contract.

Resolution 24-17 was moved by Commissioner Wilson, seconded by Commissioner Ratchford, and was approved by a roll call vote of 11-0.

Resolution 24-17 - Executive Summary Sheet

Resolution: Authorizing the Consolidation of Standing Resolutions Setting Forth the Procurement Procedures for Procurement of Professional Services, Materiel and Supplies, Construction and Construction Management Contracts and Transfer of Funds.

Committee: Budget & Finance Committee

Board Date: May 21, 2024

Purpose of Resolution:

To establish a new dollar threshold at which the Authority is required to advertise its construction contracts for public bidding.

To rescind standing Resolutions 98-31, 01-84, 09-52, 11-36 and 23-28 and adopt a new comprehensive Resolution setting forth the Authority's Procedures for Procurement of Professional Services, Materiel and Supplies, Construction and Construction Management Contracts and Transfer of Funds.

Background for Resolution:

The Authority reviews its procurement policies from time to time. Since the adoption of 98-31, there have been various amendments authorized by the Commissions and the Authority wishes to consolidate. In addition, the Authority recognizes a need to update

both the public bid and Commission approval thresholds for construction contracts, as established via Resolution 98-31 and 23-28, to \$200,000.

The Authority is rescinding all prior procurement-related resolutions and adopting updated “Procedures for Procurement of Professional Services, Materiel and Supplies, Construction and Construction Management Contracts and Transfer of Funds”.

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RESOLUTION 24-18 - LEASE AMENDMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND OMG ON THE ROCKS, LLC T/A GRAIN CRAFT BAR + KITCHEN ON THE ROCKS, A WHOLLY OWNED SUBSIDIARY OF OMG DINING LLC, AT THE LEWES FERRY TERMINAL

WHEREAS, the Delaware River and Bay Authority (the “Authority”), is the operator of the Cape May-Lewes Ferry (“CMLF”) which includes the terminal building located in Lewes, Delaware (the “Lewes Terminal Building”); and

WHEREAS, OMG On the Rocks, LLC T/A Grain Craft Bar + Kitchen On the Rocks, a wholly owned subsidiary of OMG Dining, LLC (“Grain”) has entered into a Lease Agreement with an initial term of ten years for rentable space in the Lewes Terminal Building and rentable square contiguous patio space (the “Leased Premises”), plus periodic exclusive access to the contiguous green; and

WHEREAS, on October 15, 2019, the Board passed Resolution 19-40 authorizing the execution of a Lease Agreement with Grain; and

WHEREAS, on February 22, 2023, the Board passed Resolution 23-09 authorizing the Executive Director to modify the terms and conditions of the Lease Agreement with Grain relating to Common Area Maintenance (CAM) and utility costs; and

WHEREAS, the Authority recognizes that Grain has made all required capital improvements to the Lewes Ferry Terminal, and is current on all payments due; and

WHEREAS, the Authority has determined that Grain’s continued success is in the Authority’s best interest, and

WHEREAS, the Authority wishes to reset financial terms and considerations of the lease; and

WHEREAS, effective June 1, 2024, Grain will pay a monthly rent of \$9,200 or 14.5% of gross revenue (excluding alcohol sales), whichever is greater; and

WHEREAS, effective with this lease amendment, on or after September 1, 2025, the Authority may terminate the lease for convenience, upon 30 days advance notice; and

WHEREAS, CAM and utility payments and all other provisions of the lease will be unchanged; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of an Amended and Restated Lease with Grain and, with the advice and consent of counsel, to have such Lease Amendment executed by the Chairperson, Vice Chairperson, and the Executive Director.

Resolution 24-18 was moved by Commissioner Becker, seconded by Commissioner Ransome, and was approved by a roll call vote of 11-0.

Resolution 24-18 - Executive Summary

Resolution: Authorizing the execution of a Lease Amendment between the Delaware River and Bay Authority and Grain at the Lewes Ferry Terminal.

Committee: Budget and Finance

Board Date: May 21, 2024

Purpose of Resolution: To authorize a lease amendment with Grain to operate food and retail establishments in the Lewes Terminal Building of the Cape May Lewes Ferry.

Background for Resolution:

Effective June 1, 2020, Grain entered into a Lease Agreement with the Authority for the restaurant at the Lewes Ferry Terminal.

The original terms of the Lease Agreement were modified via Resolution 23-09, dated February 22, 2023.

Grain has made all of its contractually mandated capital improvements and is current on all rent, Common Area Maintenance (CAM), and utility payments.

Effective June 1, 2024, Grain will pay a monthly rent of \$9,200 or 14.5% of gross revenue (excluding sales of alcohol), whichever is greater.

Effective with this lease amendment, on or after September 1, 2025, the Authority may terminate the lease for convenience, upon 30 days advance notice.

CAM and utility costs, and all other terms, will remain unchanged for the remainder of the lease.

* * * * *

RESOLUTION 24-19 - LEASE AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND SATYS AFTERMARKET DELAWARE LLC

WHEREAS, The Delaware River and Bay Authority (the “Authority”), is the operator of the Wilmington Airport (“Airport”); and

WHEREAS, Satys Aftermarket Delaware LLC (“Satys”) desires to lease a paint hangar totaling approximately 38,000 sq.ft. in a facility on approximately 2.3 acres commonly referred to as the Dassault paint hangar at 191 North DuPont Hwy. at the Wilmington Airport; and

WHEREAS, the initial term of the Lease (“Lease Agreement”) is for two (2) years; and

WHEREAS, Satys Aftermarket Delaware LLC has agreed to pay the Authority Three Hundred Thousand Dollars 00/100 (\$300,000.00) annually during year 1 and Six Hundred Thousand Dollars-00/100 (\$600,000.00) annually during year 2 of the initial term; and

WHEREAS, Satys shall have the right to renew this agreement for a first renewal term of Three (3) years and a second renewal term of Ten (10) years; and

WHEREAS, rent during the first renewal term shall increase as follows:

- Year 1 - \$650,00.00 annually
- Year 2 - \$675,000.00 annually
- Year 3 - \$700,000.00 annually

WHEREAS, rent during the second renewal term shall increase annually by a fixed amount of 2.5%; and

WHEREAS, the Authority has agreed to invest up to \$1,000,000 for necessary repairs if needed to ensure the facility is operational and able to be permitted for aircraft painting. If the cost of any necessary repairs should exceed \$1,000,000, the Authority shall have the right to terminate this agreement within the first six (6) months of the lease term; and

WHEREAS, Satys has the right to do additional environmental due diligence on the leased premises, at its sole expense, and shall have certain rights to terminate this agreement within the first six (6) months of the lease term.

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

NOW, THEREFORE, BE IT RESOLVED, that Resolution 24-04 is hereby rescinded.

Resolution 24-19 was moved by Commissioner Becker, seconded by Commissioner Wilson, and was approved by a roll call vote of 11-0.

Resolution 24-19 - Executive Summary

Resolution: Authorizing the Execution of a Lease Agreement between the Delaware River and Bay Authority and Satys Aftermarket Delaware LLC, regarding Wilmington Airport.

Committee: Economic Development

Committee Date: May 21, 2024

Board Date: May 21, 2024

Purpose of Resolution: To permit the Executive Director, Chairman and Vice Chairman to execute and deliver a Lease Agreement for space at the Wilmington Airport.

Background for Resolution: The Delaware River and Bay Authority has acquired the rights to a paint hangar that was previously part of the Dassault leasehold. Satys Aftermarket Delaware LLC desires to lease the facility along with parking spaces for approximately 40 employees. The rental rate is based upon the current FMV.

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RESOLUTION 24-20 – AUTHORIZING AMENDMENT TO THE DELAWARE RIVER AND BAY AUTHORITY EMPLOYEES’ RETIREMENT PLAN TO IMPLEMENT CERTAIN PROVISION OF THE SECURE ACT 2.0

WHEREAS, the Delaware River and Bay Authority (the “Authority”) currently maintains the Delaware River and Bay Authority Employee’s Retirement Plan Amended and Restated 2023 (the “Retirement Plan”); and

WHEREAS, pursuant to Section 8.1(a) of the Retirement Plan, the Authority has the right to, at any time, amend the Retirement Plan pursuant to a resolution of the Commissioners of the Authority; and

WHEREAS, the Authority last amended the **Retirement** Plan through Resolution 24-09 for retirees hired or rehired as casual employees on or after January 1, 2024, which increased the earnings limitation to \$50,000 to account for cost of living/inflation; and

WHEREAS, on December 29, 2022, President Biden signed the Consolidated Appropriation Act 2023, into law; and

WHEREAS, this legislation contains the SECURE (Setting Every Community Up for Retirement Enhancement) 2.0 Act of 2022 (“the SECURE Act 2.0”) and

WHEREAS, the Authority now desires to amend the Retirement Plan to adopt certain provisions of the SECURE Act 2.0 effective January 1, 2024; and

WHEREAS, due to changes enacted by Section 304 of the SECURE Act 2.0, the Authority wishes to increase the benefit amount subject to the small balance mandatory cash out limit provision from \$5,000 to \$7,000 effective January 1, 2024; and

WHEREAS, the Authority now desires to incorporate the amendment into the Retirement Plan document.

NOW, THEREFORE, BE IT RESOLVED, that the proper officers and employees of the Authority are hereby authorized to execute the necessary amendments to the Retirement Plan and to take whatever action to execute whatever instruments with the advice and consent of Counsel that may be necessary or convenient to carry out the foregoing resolution.

Resolution 24-20 was moved by Commissioner Becker, seconded by Commissioner Smith, and was approved by a roll call vote of 11-0.

Resolution 24-20 - Executive Summary

Resolution: Authorizing the Amendment of the Delaware River and Bay Authority Employees' Retirement Plan to Implement Certain Provision of the SECURE Act 2.0

Committee: Personnel Committee

Board Date: May 21, 2024

Purpose of Resolution: To add certain provision of the SECURE (Setting Every Community Up for Retirement Enhancement) 2.0 Act of 2022 (the "SECURE" Act 2.0") to the Authority's Employees' Retirement Plan.

Background for Resolution:

On December 29, 2022, President Biden signed the Consolidated Appropriation Act 2023, into law, which contains the SECURE Act 2.0.

Voya (the Authority's record keeper), Bolton Retirement (the Authority's pension actuary), Young Conway Stargatt and Taylor (the Authority's Benefits and Pension Legal Counsel), have reviewed the changes required/recommended under the SECURE Act 2.0.

Given the lack of guidance on many of the SECURE Act 2.0 provisions and the extension, until December 31, 2029, of the deadline for governmental plans to be amended to comply with SECURE Act 2.0, Legal Counsel has advised the Authority to only amend the Retirement Plan to increase the mandatory cash out amount.

Section 304 of the SECURE Act 2.0 allows the increase of the benefit amount subject to the small balance mandatory cash out limit provision from \$5,000 to \$7,000. Such amendment may be effective on or after January 1, 2024.

The Authority desires to make such amendment effective January 1, 2024.

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RESOLUTION 24 -21 - RECOGNIZES AND SALUTES STEPHEN D. WILLIAMS, A.A.E. FOR HIS DEDICATED SERVICE TO THE DELAWARE RIVER AND BAY AUTHORITY.

The Executive Director presented the following Resolution:

WHEREAS Stephen D. Williams, A.A.E. was appointed to serve as the Deputy Executive Director of the Delaware River and Bay Authority and began his formal duties on January 5, 2018; and

WHEREAS Mr. Williams also serves as Airports Director, joining the bi-state agency on January 3, 2005, to direct and manage all five aviation facilities that the Authority operates in both Delaware and New Jersey; and

WHEREAS Mr. Williams, who served with distinction, enthusiasm, and dedication as both Airports Director for nearly twenty years and Deputy Executive Director for the past six years, announced his retirement effective July 1, 2024; and

WHEREAS Mr. Williams, who has more than forty years of airport and transportation management experience, was instrumental in recruiting several commercial airlines to the Wilmington Airport, including the most recent addition – Avelo Airlines; and

WHEREAS, during his tenure, Mr. Williams successfully led the effort to secure Jet East’s Maintenance and Repair Operation at the Millville Airport, helping to attract jobs and opportunity for the local economy; and

WHEREAS Mr. Williams advocated for replacement of the antiquated Cape May Airport terminal building with a new modern, state-of-the-art structure complete with aviation customer support services, FBO functions and fueling operations at a central location; and

WHEREAS, using this private and public sector experience, Mr. Williams provided a unique understanding of public transportation infrastructure related to the operations of the Delaware Memorial Bridge, Cape May - Lewes Ferry, New Castle Airport, Millville Airport, Cape May Airport, Delaware Airpark, Civil Air Terminal at Dover, and the Three Forts Ferry Crossing, all of which are managed by the Delaware River and Bay Authority; and

WHEREAS, as Deputy Executive Director, Mr. Williams supported the investment of financial resources in several targeted economic development projects at all of the agency’s airports, helping to create opportunities for the region's citizens; and

WHEREAS, prior to joining the Authority, Mr. Williams served as the Manager of Republic Airport and was responsible for the overall operation and development of this FAR Part 139 New York Metro reliever facility with nearly 200,000 annual air operations; and

WHEREAS as a licensed pilot with more than 700 hours of flight experience, Mr. Williams began his aviation career at JFK International Airport in 1975 and thereafter worked in a variety of positions with the New York City Department of Transportation, including the Bureaus of Planning & Research and Ferries and General Aviation Operations; and

WHEREAS, as an adjunct professor at SUNY’s Farmingdale State College and Delaware State University, Mr. Williams shared his knowledge and experience in aviation planning and airport operations and management with hundreds of future aviation professionals; and

NOW THEREFORE, BE IT RESOLVED that the Delaware River and Bay Authority does hereby praise and congratulate Stephen D. Williams, A.A.E for the invaluable services rendered by him to the States of Delaware and New Jersey through his outstanding contributions as both the Authority’s Deputy Executive Director and Airports Director and does hereby record the Commissioners sincere appreciation by the presentation of this Resolution, adopted today, May 21, 2024.

Resolution 24-21 was moved by Commissioner Smith, seconded by Commissioner Wilson, and was approved by a roll call vote of 11-0.

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12305. EXECUTIVE DIRECTOR’S COMMENTS

The Executive Director presented a picture from Delaware Minority Small Business Expo held in Dover, DE, with support from the DRBA. The next slide showed a picture from the Miles for the Military Event. A special thanks to T.J. Murray who helped organize along with the police and maintenance departments. The next slide presented showed cyclists on the Cape May-Lewes Ferry were once again honored to host the Police Unity Tour on their route to our nation’s Capital. The last slide presented a picture from the First State Airshow in Dover, DE. A big thanks to DRBA police, human resources, and Lavar Matthews for their support.

Upcoming Events

- Wednesday, May 29, 2024 – World Environment Day – 10:00 a.m. – Veterans Memorial Park
- Thursday, May 30, 2024 – Memorial Day Ceremony – 10:30 am – Veterans Memorial Park
- Tuesday, June 19, 2024 – Board of Commissioners Meeting – 10:00 am – James Julian Board Room

The Executive Director acknowledged and thanked Stephen D. Williams, A.A.E, on behalf of the Executive Staff. “You’ve taken the DRBA to a higher level. You are a dedicated employee and very good friend.” We wish you the best of luck.

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12306. COMMISSIONERS PUBLIC FORUM

Chairperson Lathem called for comments from Commissioners.

Commissioner Smith wished Stephen Williams the best. Chairperson Lathem thanked Stephen Williams for all his years of service to make the Authority a success. Stephen Williams will be missed dearly. Commissioner Wilson recognized and thanked Mr. Williams.

There were no additional comments.

Commissioner Lathem called for comments from the Public.

There were no comments from the public.

A motion to adjourn the Board meeting at 12:34 p.m. was made by Commissioner Becker, seconded by Commissioner Ratchford, and approved by a voice vote of 11-0.

Respectfully submitted,

THE DELAWARE RIVER AND BAY AUTHORITY

Stephen D. Williams, A.A.E.
Assistant Secretary