

**MINUTES OF MEETING
THE DELAWARE RIVER AND BAY AUTHORITY
James Julian Board Room
Wednesday, January 22, 2025**

The meeting convened at 10:07 a.m. at the James Julian Board Room, 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
Michael Ratchford
Veronica O. Faust – via: TEAMS*
James Collins – via: TEAMS**
Michael Houghton ***

Commissioners from New Jersey

M. Earl Ransome, Jr., Vice-Chairperson
Shirley R. Wilson
Sheila McCann
Heather Baldini – via: TEAMS
Debra Behnke
James Mehaffey

* Commissioner Faust joined the meeting at 10:13 a.m.

** Commissioner Collins joined the meeting at 10:20 a.m.

*** Commissioner Houghton left the meeting from 11:50 a.m. – 12:10 p.m. and was not present to vote on this month's resolutions.

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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 McCann, and the motion was carried out by a voice vote of 10-0.

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

There were no comments from the public.

Chairperson Lathem called for a motion to move to the Executive Session. Commissioner Ratchford made a motion, seconded by Commissioner Houghton, 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.

The Executive Session started at 10:12 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 Houghton made a motion, seconded by Commissioner Carey, and the motion was carried by a voice vote of 12-0.

Commissioner Carey made a motion to accept the agenda, seconded by Commissioner Houghton, and the motion was carried by a voice vote of 12-0.

The Committee meetings began at 11:18 a.m. and ended at 11:58 a.m. During that time, the following Committee meetings were held:

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

At the conclusion of the Committee meetings, Chairperson Lathem called the Board meeting back to order at 11:58 a.m.

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12390. APPROVAL OF THE DECEMBER MINUTES

Commissioner Ratchford made a motion to approve meeting minutes for December 17, 2024, with the correction of the business name contained in Resolution 24-55 from “On the Rocks LLC” to “**On the Rocks DE, LLC,**” seconded by Commissioner McCann, and approved by a voice vote of 12-0.

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12391. 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 December 2024. Without objection, the charts were ordered filed with the permanent records of the Authority.

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12392. DELAWARE RIVER AND BAY AUTHORITY – STATEMENT OF INCOME AND EXPENSE.

The CFO presented charts showing statements of income and expense for December 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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12393. DELAWARE RIVER AND BAY AUTHORITY – OPERATING EXPENSE BY DIVISION.

The CFO presented charts for December 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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12394. DELAWARE RIVER AND BAY AUTHORITY – CAPITAL IMPROVEMENT PROGRAM.

The CFO presented charts for December 2024 showing the capital budgets for crossings and economic development projects and dollars committed to date for the projects. The charts 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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12395. DELAWARE RIVER AND BAY AUTHORITY – CASH POSITION (MARKET VALUE) FOR DECEMBER 31, 2024.

The CFO presented charts showing the cash fund balances for the entire Authority for December 2024.

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

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12396. PUBLIC COMMENT ON ACTION ITEMS

Chairperson Lathem noted that two (2) Contract Awards, and six (6) Resolutions, were being considered at today’s meeting.

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

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12397. CLOSE-OUT CONTRACT #CMLF-C22-17 – CAPE MAY FITNESS CENTER RENOVATION

CONTRACT #CMLF-C22-17 – CAPE MAY FINTESS CENTER RENOVATION to Kavi Construction, LLC of Berlin, New Jersey.

It is recommended that the Authority accept this project and make the final payment to the contractor. The final cost of this project is \$713,757.13.

A motion to Close-Out Contract #CMLF-C22-17 was made by Commissioner Ratchford, seconded by Commissioner Behnke, and approved by a voice vote of 11-0.

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12398. CLOSE-OUT CONTRACT #DMB-22-04 – MISCELLANEOUS STEEL REPAIRS, FIRST AND SECOND STRUCTURES.

CONTRACT #DMB-22-04 – MISCELLANEOUS STEEL REPAIRS, FIRST AND SECOND STRUCTURES to JD Eckman Inc. of Atglen, Pennsylvania.

It is recommended that the Authority accept this project and make the final payment to the contractor. The final cost of this project is \$7,103,575.00.

A motion to Close-Out Contract #DMB-22-04 was made by Commissioner Ratchford, seconded by Commissioner McCann, and approved by a voice vote of 11-0.

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12399. CHAIRPERSON’S CALL FOR RESOLUTIONS BEFORE THE BOARD

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RESOLUTION 25-01 - AUTHORIZING AUTHORITY EXPENDITURES PURSUANT TO RESOLUTION 24-17 FOR THE PERIOD, JANUARY 1, 2025, THROUGH DECEMBER 31, 2025

WHEREAS, The Delaware River and Bay Authority (the “Authority”) adopted Resolution 24-17 requiring Commissioner review and approval of any professional service contract, non-professional service contract, materiel contract, or supply contract valued at \$50,000 or above and any construction management or construction contract valued at \$200,000 or above; and

WHEREAS, the Authority anticipates expenditures at or above the aforementioned thresholds to the following vendors:

DELAWARE RIVER & BAY AUTHORITY
 VENDORS PROJECTED BE AWARDED
 A MATERIEL, SUPPLY, PROFESSIONAL SERVICE, OR NON-PROFESSIONAL SERVICE CONTRACT
 VALUED \$50,000 OR ABOVE
 OR
 A CONSTRUCTION MANAGEMENT/CONSTRUCTION CONTRACT
 VALUED \$200,000 OR ABOVE
 DURING THE PERIOD 1/1/25 THROUGH 12/31/25

VENDOR	PURCHASE DESCRIPTION	CLASSIFICATION	ESTIMATE D \$
W.W. Grainger, Inc.	Industrial Supplies, Equipment and Maintenance	State Contract	\$75,000

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

Resolution 25-01 was moved by Commissioner Ratchford, seconded by Commissioner Behnke, and was approved by a roll call vote of 11-0.

Resolution 25-01 - Executive Summary Sheet

Resolution: Authorizing Authority Expenditures Pursuant to Resolution 24-17 for the period January 1, 2025, through December 31, 2025.

Committee: Budget & Finance

Committee and Board Date: January 22, 2025

Purpose of Resolution:

To receive Commissioner approval of the identified vendors and expenditures for those specific professional service contracts, non-professional service contracts, materiel, and supply contracts valued at \$50,000 or above, and for those specific construction management or construction contracts valued at \$200,000 or above, that otherwise would require a public competitive process per Resolution 24-17.

Background for Resolution:

The proposed Resolution meets the requirements of Resolution 24-17, 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, or a construction management or construction contract in the amount of \$200,000 or more, unless it has first been approved by a vote of Commissioners.

Purchase Detail:

W.W. Grainger, Inc.: Industrial Supplies, Equipment and Maintenance

Grainger holds a competitively-bid state contract for various industrial supplies, equipment and maintenance items. Purchases will be made at prices pursuant to state contract (M0002).

Classification Definitions:

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 24-17 Part 2.a.).

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RESOLUTION 25-02 – AUTHORIZING AN AGREEMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND US FOODS, INC., FOR COMMERCIAL FOOD DISTRIBUTION SERVICES AT THE CAPE MAY-LEWES FERRY

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 Cape May-Lewes Ferry (“CMLF”) and adjoining terminals and infrastructure in Cape May, New Jersey and Lewes, Delaware; and

WHEREAS, the Authority currently owns and operates three vessels which are used to transport vehicles and passengers between the terminals; and

WHEREAS, the Authority seeks to retain a firm to serve as its primary distributor of commercial food products for preparation and resale aboard CMLF vessels (the “Services”); and

WHEREAS, the Authority publicly advertised a formal Request for Proposals (“RFP”) in accordance with DRBA Resolution No. 24-17, Part 5, which allows for the use of competitive proposals to compare the different price, quality and contractual factors of the proposals submitted; and

WHEREAS, the Authority received two (2) proposals pursuant to the aforementioned public advertisement and evaluated each proposal against the advertised criteria; and

WHEREAS, following evaluation of each proposal received, US Foods, Inc. (“US Foods”) was designated as the most desirable proposal; and

WHEREAS, the Authority wishes to enter into a Service Agreement (“Agreement”) with the selected proposer; and

WHEREAS, the Agreement will have a base term of three (3) consecutive years from the effective date of the Agreement, with the Authority having the option to extend the Agreement for up to two (2) additional periods of one (1) year each after the expiration of the base term, either such additional 1-year term subject to prior authorization by the Budget and Finance Committee and the Chairman and Vice-Chairman of the Board of Commissioners; 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 a Service Agreement with US Foods to provide the Services to the Authority, and, with the advice and consent of Counsel, to have such Service Agreement executed by the Chairman, Vice-Chairman and Executive Director.

Resolution 25-02 was moved by Commissioner Wilson, seconded by Commissioner Ratchford, and was approved by a roll call vote of 11-0.

Resolution 25-02 - Executive Summary Sheet

Resolution: Authorizes an agreement between the Authority and US Foods to serve as the primary distributor of commercial food products for preparation and resale aboard CMLF vessels.

Committee: Budget and Finance

Committee/

Board Date: January 22, 2025

Purpose of Resolution:

To authorize an agreement between the Authority and US Foods to serve as the primary distributor of commercial food products for preparation and resale aboard CMLF vessels.

Background for Resolution:

The proposed Resolution meets the requirements of Resolution No. 24-17, Part 5, which governs the procedure for using competitive proposals for procurements where the Authority has the need to compare the different price, quality and

contractual factors of the proposals submitted. The Authority received and evaluated proposals submitted by the following two (2) firms:

- US Foods, Inc.
- Sysco Pennsylvania

The Authority designated a Selection Committee to evaluate Proposals and recommend the Proposer who best met the described needs of the Authority. The Authority conducted an analysis of the proposed costs and markups of the products and determined them to be fair and reasonable. The Service Agreement enables the Authority to continue to receive Group Purchasing Organization (GPO) pricing through US Foods, Inc., in partnership with Vizient, OMNIA's public sector channel partner specializing in servicing the procurement needs of foodservice markets.

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RESOLUTION 25-03 - AUTHORIZES A LEASE AMENDMENT BETWEEN THE DELAWARE RIVER AND BAY AUTHORITY AND GAUDELLI BROS, INC. AT THE WILMINGTON AIRPORT

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

WHEREAS, Gaudelli Bros., Inc. ("Gaudelli") leases a garage and shop totaling approximately 5,625 sq.ft. space commonly referred to as 141 Old Churchman's Rd. Wilmington Airport; and

WHEREAS, Gaudelli desires to extend the term of the Initial Lease; and

WHEREAS, the lease shall be renewed for an additional two (2) year term; and

WHEREAS, rent during the additional term shall continue to be adjusted 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 Gaudelli Bros., Inc. and, with the advice and consent of counsel, to have such agreement executed by the Chairperson, Vice Chairperson and the Executive Director.

Resolution 25-03 was moved by Commissioner Ratchford, seconded by Commissioner Wilson, and was approved by a roll call vote of 11-0.

Resolution 25-03 - Executive Summary

KH-03-046.11-01-03.02-000 Easement Maint yard 3.95 acres
KH-03-046.11-01-03.000 15.5 acres; and

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

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

Resolution 25-04 was moved by Commissioner Ratchford, seconded by Commissioner Mehaffey, and was approved by a roll call vote of 11-0.

Resolution 25-04 - Executive Summary Sheet

Resolution: Authorizing the Executive Director to execute a Lease Amendment to the Ground Lease and Memorandum of Ground Lease with the State of Delaware.

Committee: Economic Development

Committee Date: January 22, 2025

Board Date: January 22, 2025

Purpose and Background for Resolution:

The State of Delaware acquired land adjacent to the Delaware Airpark in support of a Master Plan that was developed for the growth and expansion of the airport. The property was obtained for development needs and safety zone buffers as required by the FAA. No additional parcel acquisitions are planned at this time.

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RESOLUTION 25-05 - AUTHORIZES THE EXECUTION OF CONCESSION AGREEMENTS FOR RENTAL CAR SERVICES AT THE DOVER CIVIL AIR TERMINAL

WHEREAS, The Delaware River and Bay Authority (the “Authority”), is the operator of the Dover Civil Air Terminal (“Airport”), Dover, Delaware; and

WHEREAS, the Authority allows private corporations (“Operators”) to provide car rental services at the Dover Civil Air Terminal for their customers; and

WHEREAS, several private rental car operators desire to provide rental car services to public users of the Dover Civil Air Terminal; and

WHEREAS, the terms of the Concession Agreement will be for Three (3) years with an option of renewing for one (1) additional Two (2) year period for 10% of the gross receipts for all rental car transactions; and

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to finalize the terms and conditions of Concession Agreements with private rental car operators with the advice and consent of counsel, to have such Agreements executed by the Chairperson, Vice Chairperson, and the Executive Director.

Resolution 25-05 was moved by Commissioner Ratchford, seconded by Commissioner Mehaffey, and was approved by a roll call vote of 11-0.

Resolution 25-05 - Executive Summary

Resolution: Authorizing the Execution of Concession Agreements between the Delaware River and Bay Authority and private rental car operators at the Dover Civil Air Terminal.

Committee: Economic Development

Committee Date: January 22, 2025

Board Date: January 22, 2025

Purpose of Resolution: To permit the Executive Director, Chairman and Vice Chairman to execute and deliver Concession Agreements for rental car operations at the Dover Civil Air Terminal.

Background for Resolution: The Authority operates the Dover Civil Air Terminal. Rental Car Operators wish to provide rental car services for customers using the Dover Civil Air Terminal. The Concession Agreements authorize Rental Car Operators to provide rental car services to the public at the Dover Civil Air Terminal. The Authority will receive 10% of the gross receipts for all rental car transactions conducted at the Airport.

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RESOLUTION 25-06 – AUTHORIZES ACCEPTANCE OF FEDERAL TRANSIT ADMINISTRATION NO/LOW-EMITTING PASSENGER FERRY GRANT FUNDS

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 operates and maintains the

Delaware Memorial Bridge, the Cape-May Lewes Ferry, Forts Ferry operation and five regional airports; and

WHEREAS, the Authority desires to enhance the quality of life for the residents and visitors to the Cape May and Lewes areas by reducing diesel emissions; and

WHEREAS, the Federal Transit Administration (the “FTA”) has been delegated authority to award federal financial assistance for public transportation projects; and

WHEREAS, the Infrastructure Investment and Jobs Act (also known as the Bipartisan Infrastructure Law) included a No/Low-Emitting Ferry Grant Program through the FTA; and

WHEREAS, the FTA has granted the Authority a \$20M (\$20,000,000) Grant to provide the hybrid diesel-electric engine for a new ferry to be added to the Cape May-Lewes Ferry fleet in 2027; and

WHEREAS, the grant for federal financial assistance will impose certain obligations upon the Authority and may require the Authority to provide the local share of the project cost; and

WHEREAS, the Authority has or will provide annual certifications and assurances to the FTA required for the project.

NOW, THEREFORE, BE IT RESOLVED, that the Executive Director is hereby authorized to accept the disbursement of the funds from the FTA, provide the local cost share and with the advice and consent of counsel, execute any grant agreements or other documents necessary for same.

Resolution 25-06 was moved by Commissioner Ratchford, seconded by Commissioner Mehaffey, and was approved by a roll call vote of 11-0.

Resolution 25-06 - Executive Summary

Resolution: Authorizing the acceptance of the funds disbursed from the No/Low Emitting Passenger Ferry Grant Program via the Federal Transit Administration.

Committee: Projects Committee

Committee Date: January 22, 2025

Board Date: January 22, 2025

Purpose of Resolution:
To permit the Executive Director to accept the funds from the Federal Transit Administration to provide the Diesel-Electric Engine for the New Ferry.

Background for Resolution:
The Delaware River and Bay Authority operates the Cape May-Lewes Ferry. The three vessels in the fleet are currently over 40 years old. A new vessel is being designed to replace one of the existing fleet. To enhance the environment in the

area around the Cape May and Lewes ferry terminals, this new vessel will have a diesel-electric hybrid motor. The \$20M in federal assistance will allow the Delaware River and Bay Authority to complete this new vessel, improve sustainability of the fleet, increase efficiency, reduce maintenance and repair cost, and reduce emissions. This ferry service is essential to the transportation infrastructure of the Mid-Atlantic region, transporting over 700,000 passengers and more than 250,000 vehicles a year.

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12400. EXECUTIVE DIRECTOR'S COMMENTS

Vice-Chairperson Lathem called on the Executive Director to conduct the elections of Chairperson and Vice-Chairperson for 2025 and 2026.

The Executive Director called for the election of the Chairperson and Vice-Chairperson in accordance with Article II, 2.2 of the Authority By-Laws. He stated that the election of officers is to take place in January at the Board of Commissioners meeting held during an odd numbered year with each two (2) year term to commence at the commissioners February meeting held during the odd numbered year. The offices of Chair and Vice-Chair shall alternate every two years between states.

Executive Director Cook called for nomination of Chairperson.

Commissioner McCann made a Motion to nominate Commissioner Ransome as Chairperson, seconded by Commissioner Behnke. With no further nominations, the nominations were closed and the election of Commissioner Ransome as Chairperson for 2025 and 2026 was approved by a roll call vote of 12-0.

Executive Director Cook called for nomination of Vice-Chairperson.

Commissioner Ratchford made a Motion to nominate Commissioner Lathem as Vice-Chairperson, seconded by Commissioner Carey. With no further nominations, the nominations were closed and the election of Commissioner Lathem as Vice-Chairperson for 2025 and 2026 was approved by a roll call vote of 12-0.

The Executive Director displayed postcards to be distributed at the Delaware Memorial Bridge toll plaza to remind customers of the impending cash toll increase on April 1, 2025, and promoting the benefits of E-ZPass. The goal is to encourage cash customers to switch to E-ZPass.

The Executive Director revealed the 2025 State of the DRBA video, reviewing the past year's accomplishments, celebrating work force, and detailing what can be expected in 2025.

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12401. COMMISSIONERS PUBLIC FORUM

Chairperson Lathem called for comments from the Commissioners.

Vice Chair Ransome thanked the Commissioners and established looking forward to 2 years of great things coming.

With no additional forthcoming comments, a motion to adjourn the Board meeting at 12:30 p.m. was made by Commissioner Ratchford, seconded by Commissioner McCann, and approved by a voice vote of 12-0.

Respectfully submitted,

THE DELAWARE RIVER AND BAY AUTHORITY

James Salmon
Assistant Secretary