



SOUTH JERSEY PORT CORPORATION
OFFICIAL BOARD OF DIRECTORS MEETING MINUTES
BROADWAY TERMINAL
CAMDEN, NEW JERSEY
February 23, 2016
12:30 p.m.

Directors Present:	Craig Remington	Acting Chairman
	Chad Bruner	Director ☎
	Christopher Chianese	State Treas. Designee
	Robert DeAngelo	Director
	Jonathan Gershen	Director
	Joseph Maressa, Jr.	Director ☎
	Eric Martins	Director ☎
	Sheila Roberts	Director
Directors Absent:	Richard Alaimo	Chairman
	Carl Styles	Director
In Attendance:	Christopher Howard	Governor's Authorities Unit
	Raymond Zane, Esq.	Gen. Counsel – Zane & Lafferty
	Kevin Castagnola	Executive Director & CEO
	Jay Jones	Dep. Exec. Dir. / Board Secretary
	Bruno Cellucci	Treasurer
	George Englehardt	Facilities Engineer
	Neil Grossman	Financial Advisor - GBA
	Dennis Culnan, Jr.	Marketing Consultant – PS&AC
	Linda Artlip	Marketing Consultant – PS&AC
	Dennis Culnan	Marketing Consultant – PS&AC
	Darryl Eng	AECOM
Mario Christina	Glouc.Cty. Improvement Authority	

The Acting Chairman opened the meeting at 12:30 p.m. with the following statement:

Pursuant to the provisions of the Open Public Meetings Act, Chapter 231, Public laws of 1975, adequate notice of this meeting has been provided. On January 4, 2016, the Secretary of the Corporation sent a legal notice with a schedule of Regular Meetings to be held by the South Jersey Port Corporation's Board of Directors, during the calendar year 2016, indicating the time and place to the following newspapers: Courier-Post, Gloucester County Times and the Burlington County Times.

In addition, the meeting was posted at the Port Corporation's designated Bulletin Board at its main entrance to the Broadway Terminal, its official place for posting and maintaining a

schedule of the monthly Board of Director’s Meetings for 2016. The meeting schedule was also placed on the Port Corporation’s website at www.southjerseyport.com.

Roll call was taken and recorded. [PLEDGE OF ALLEGIANCE RECITED](#).

PRESENTATION OF REGULAR MEETING MINUTES - January 26, 2016

The minutes for the South Jersey Port Corporation Board of Directors meeting held on January 26, 2016, were presented for approval.

A motion was made to approve the January 26, 2016 Board of Directors Regular Meeting Minutes as presented.

Moved by:	C. Chianese
Seconded by:	S. Roberts
Voting for motion:	All
Voting against motion:	None
Abstaining:	C. Bruner
	J. Gershen
	E. Martins

PRESENTATION OF CLOSED MEETING MINUTES – January 26, 2016

The minutes for the South Jersey Port Corporation Board of Directors closed meeting session held on January 26, 2016, were presented for approval.

A motion was made to approve the January 26, 2016 Board of Directors Closed meeting minutes, as presented, with the condition that any matters contained in the closed session minutes may be withheld and not disclosed to the public until the need for the closed session has passed.

Moved by:	R. DeAngelo
Seconded by:	C. Chianese
Voting for motion:	All
Voting against motion:	None
Abstaining:	C. Bruner
	J. Gershen
	E. Martins

OPERATING BILLS

The Operating Unpaid Bill list for the period 1/15/2016 to 2/10/2016 was presented for approval.

A motion was made to adopt Resolution 2016-2-0019 for the approval of the Operating Unpaid Bill list for the period 1/15/2016 to 2/10/2016.

Moved by:	R. DeAngelo
Seconded by:	J. Gershen

Voting for motion: All
Voting against motion: None

ADVANCE PAYMENT LIST

The Advance Payment Bill List for the period 1/15/2016 to 2/10/2016 was presented for approval. The Board Audit Committee reviewed the AMEX statements and reviewed an expense report for the executive director in the amount of \$47.59.

A motion was made to adopt Resolution 2016-2-0020 for the approval of the Advance Payment Bills for the period 1/15/2016 to 2/10/2016 and the expense report in the amount of \$47.59.

Moved by: J. Gershen
Seconded by: C. Chianese

Voting for motion: All
Voting against motion: None

CREDIT LIST

The Credit List for the period ended February 23, 2016, containing five (5) credits for a total amount of \$4,178.10 was presented for approval.

A motion was made to adopt Resolution 2016-2-0021 for the approval of the Credit List for the period ended February 23, 2016 in the amount of \$4,178.10.

Moved by: R. DeAngelo
Seconded by: S. Roberts

Voting for motion: All
Voting against motion: None

CONSTRUCTION FUND REQUISITIONS

Staff presented one (1) advance construction fund requisition in the amount of \$171,441.00 and five (5) construction fund requisitions in the amount of \$126,096.20.

A motion was made to adopt Resolution 2016-2-0022 for the approval of the six (6) Construction Fund Requisitions totaling \$297,537.20 as presented.

Moved by: C. Chianese
Seconded by: J. Maressa, Jr.

Voting for motion: All
Voting against motion: None

TREASURER'S REPORT

The Treasurer, Mr. Bruno Cellucci, presented the Treasurer's Report. He presented the report for the period ending January 31, 2016. He reported that the net income before interest, depreciation and amortization is \$243,160 versus the budgeted amount of \$173,161. This is a

deviation of \$69,998 better than budget. The interest on investments and the accounts receivables reports were also presented.

A motion was made to accept the Treasurer's Report as presented.

Moved by: C. Chianese
Seconded by: J. Gershen
Voting for motion: All
Voting against motion: None

COUNSEL'S REPORT

The Counsel's Report will be discussed in closed session.

EXECUTIVE DIRECTOR'S REPORT

The Executive Director reported total cargo tonnage for the first month of 2016 was 264,333 s/tons. This is an improvement of 38% compared to January 2015. Total breakbulk cargo tonnage is -27% off compared to the same period in 2015. Coming off two consecutive record steel cargo tonnage years, import steel is off. We still project a healthy, strong year of import steel. Total bulk cargo tonnage is up 222% comparatively. Export recycled metals and import cement led the way during January.

Looking forward through the coming year, cargo activity is expected to be bolstered significantly when the new Paulsboro Marine Terminal begins operations mid-year.

A motion was made to accept the Executive Director's Report as presented.

Moved by: C. Chianese
Seconded by: J. Maressa, Jr.
Voting for motion: All
Voting against motion: None

RESOLUTION 2016-2-0023: APPROVAL OF SELECTED ACCOUNTS RECEIVABLE WRITE OFFS

Staff presented a recommendation to write-off three accounts that have been determined uncollectable. The accounts are Adelpia Metals in the amount of \$3,011.99; Clipper Steel in the amount of \$1,507.72; and Camden International Commodities Terminal in the amount of \$1,143.07. All collection efforts have been exhausted and the statute of limitations has passed, as these items are 8-10 years old. SJPC is sufficiently reserved to absorb the entry and there will be no impact on current income.

A motion was made to approve Resolution 2016-2-0023 to approve writing off Adelpia Metals in the amount of \$3,011.99; Clipper Steel in the amount of \$1,507.72; and Camden International Commodities Terminal in the amount of \$1,143.07 as presented

Moved by: R. DeAngelo
Seconded by: S. Roberts

Voting for motion: All
Voting against motion: None

RESOLUTION 2016-2-0024: APPROVAL FOR BOND TRUSTEE TO TRANSFER CASH MANAGEMENT FUNDS TO INVESTOR'S BANK

Staff recommended Board approval to transfer additional cash management funds to Investors Bank and consolidate sub-accounts. Under the Board's General Bond Resolution, certain permanent accounts are established, including a Construction Fund, an Operating Fund, a Revenue Fund, a Debt Service Fund, a Reserve Fund, a Maintenance Reserve Fund, a Tax Reserve Fund, a General Reserve Fund and a Property Reserve Fund. Monies on deposit in each of these funds are to be used for specific identified expenses of the Corporation.

It has been the custom and the practice of the Corporation to open sub-accounts within certain Funds in connection with the undertaking of a specific project or the issuance of a series of bonds. As projects have been completed, it is not uncommon that residual amounts remain in the sub-accounts. The proposed resolution would direct the Trustee to close identified sub-accounts and transfer these remaining balances into the Fund established under the Bond Resolution; thus maintain the segregation of funds as originally directed by the Bond Resolution. For certain residual balances within sub-accounts under the Construction Fund, the Resolution creates a new account to receive the consolidated amounts and allows for the identification of a project to be funded in the future by Board resolution; provided such identified project can be funded with tax exempt bond proceeds.

A motion was made to approve Resolution 2016-2-0024 to authorizing the Bond Trustee to transfer additional cash management funds to Investors Bank and consolidate sub-accounts as presented

Moved by: J. Gershen
Seconded by: J. Maressa, Jr.

Voting for motion: All
Voting against motion: None

RESOLUTION 2016-2-0025: APPROVAL OF NJEDA MOU/TERM SHEET FOR TEMPORARY PARKING AREA IMPROVEMENTS

This action was tabled.

INFORMATION ITEMS:

MARKETING REPORT - PHOENIX STRATEGIES / ARTLIP COMMUNICATIONS

Ms. Linda Artlip presented the Marketing Report. She reported on they are working with Mr. Jay Jones on the next edition of the Port-O-Call magazine; print media advertisements; trade show exhibit updates; and the development of the 2015 Annual Report. They recently met with the Executive Director and Deputy Executive Director to discuss 2016 corporate communications, public relations activities. They participated in a meeting with staff and the website developer on a number of enhancements including facility maps, video and photography. She also discussed polling the Board for a date all members will be available for Board portrait photography and a group photo to be used in the annual report and other promotional materials.

The report was received and filed.

PORT SECURITY UPDATE

Mr. Jay Jones, Deputy Executive Director / Facility Security Officer, presented the Security Update.

DHS 2016 PORT SECURITY GRANT PROGRAM: The 2016 Port Security Grant Program (PSGP) was announced with \$100,000,000 available for FY2016. The PSGP focuses on Maritime Domain Awareness; port resilience and recovery capabilities; training and exercises; cybersecurity; enhancing Improvised Explosive Device (IED) and Chemical, Biological, Radiological; Nuclear; Explosive (CBRNE) prevention; protection, mitigation, response, and recovery capabilities; and Transportation Worker Identification Credential (TWIC) Implementation. The program requires a 25% of the total of all project costs provided by the recipient. The deadline for applications is April 25, 2016. The performance period is 36 months.

SJPC will evaluate current, eligible security needs and will make a recommendation for a PSGP application.

NJ OFFICE OF HOMELAND SECURITY AND PREPAREDNESS – PORT PORTFOLIO: SJPC will assist the NJ Office of Homeland Security and Preparedness with their task to develop a portfolio of Southern NJ port facilities.

U.S. COAST GUARD HOMEPORT 2.0: The United States Coast Guard (USCG) Homeport Internet Portal (HIP) was established in 2005 to facilitate compliance with the requirements set forth in the Maritime Transportation Security Act (MTSA) of 2002, by providing secure information dissemination, advanced collaboration, electronic submission and approval for vessel and facility security plans, and complex electronic and telecommunication notification capabilities.

Since its inception, HIP has been expanded to provide additional support such as Transportation Worker Identification Card New Hire; Electronic Vessel Response Plan; Marine Event Permit Process; Port Status Indicator; Merchant Mariner Licensing and Documentation; Marine Training and Assessment Data (training documentation); Merchant Mariner Certificate; Sea Service Calculator; Merchant Mariner Verification of Certificates; and Merchant Mariner Credential Survey

The Coast Guard will launch Homeport 2.0 in the late spring/early summer timeframe in order to provide a better user experience and improve the security of user information. Upgrades will include fewer site navigation menus and more efficient and secure search functions.

The report was received and filed.

PAULSBORO MARINE TERMINAL PROJECT UPDATE

Mr. Daryl Eng with AECOM provided updates on the overall Paulsboro Marine Terminal project and provided a PowerPoint containing photos highlighting the current construction activities.

The following contract was also presented:

Paulsboro Marine Terminal PMT-016 Phase 1 Site Electrical & Miscellaneous Equipment Bid: Pursuant to a publicly advertised request for bids, sealed bids for Paulsboro Marine Terminal (PMT-016) Phase 1 Site Electrical & Miscellaneous Equipment Project were received and opened on January 28, 2016 at the GCIA’s main office at 11:00AM.

A basic overview of the work consists of Installation of Initial Terminal Substation Equipment, completion of the site duct bank loop, seventeen high mask light poles, electrification of Wharf lighting, installation and commissioning of air compressor station for yard rail, installation of truss for remote inspection of all rail cars, and miscellaneous electrical connections. Four companies submitted Bid packages. A tabulation of the bid results is as follows.

<u>Bidder</u>	<u>Total Bid Amount</u>
Kyle Conti Construction Co.	\$ 6,360,600.00
PKF Mark III	\$ 6,487,450.00
Mugrose Construction	\$ 6,857,180.00
Carr & Duff Inc.	\$ 7,316,202.00

A review of the lowest bidder’s Kyle Conti Const. Co. bid document’s by GCIA Counsel Parker McCay, have found those documents to be in order. The Design engineer CH2MHILL has also reviewed the bid documents and found them to be conforming and responsive and no reasons were identified to prevent an award to Kyle Conti Const. Co. In response to the submitted bid amounts and the reviews and determinations by council and the design engineer, based on the above information, it was recommended to the GCIA Board of Commissioners to award the Paulsboro Marine terminal (PMT-016) Contract to Kyle Conti Const. Co..

The GCIA Commissioners at its February 8, 2016 Special Meeting approved Resolution 15-16 approving the Award as described.

The report was received and filed.

PUBLIC COMMENTS

The Acting Chairman asked if there were any public comments. Hearing none, he asked for a motion to adjourn the regular session meeting and enter closed session.

A motion was made to adjourn the Regular Open Meeting.

Moved by:	C. Remington
Seconded by:	C. Chianese
Voting for motion:	All
Voting against motion:	None

At 12:55 p.m. the regular open session was adjourned.

I certify that this is a true copy of the Minutes of the South Jersey Port Corporation's Regular Open Session of the Board of Director's Meeting held Tuesday, February 23, 2016.

Jay Jones, Board Secretary

Following the Closed Session, the regular open session was reopened at 1:09 p.m.

The Chairman asked if there was any additional business. Hearing none, the Chairman asked for a motion to adjourn the meeting.

A motion was made to adjourn the Regular Open Meeting.

Moved by:	R. DeAngelo
Seconded by:	J. Maressa, Jr.
Voting for motion:	All
Voting against motion:	None

At 1:10 p.m. the regular open session was adjourned.

I certify that this is a true copy of the Minutes of the South Jersey Port Corporation's Regular Open Session of the Board of Director's Meeting held Tuesday, February 23, 2016.

Jay Jones, Board Secretary