



SOUTH JERSEY PORT CORPORATION
OFFICIAL BOARD OF DIRECTORS MEETING MINUTES
CAMDEN, NEW JERSEY
SPECIAL MEETING
SEPTEMBER 16, 2025
1:00 P.m.

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| Directors Present: | Joseph Maressa William Higgins Robert Tighue Sheila Roberts Robert DeAngelo Jonathan Gershen Chad Bruner James MacFarlane | Chairman 🗣️ Vice Chairman 🗣️ State Treasurer Designee 📞 Director 🗣️ Director 🗣️ Director 🗣️ Director 🗣️ Director 🗣️ |
| Directors Absent: | Eric Martins Richard Alaimo Carl Styles | Director Chairman Emeritus Director |
| In Attendance: | Aaron Cruez Brendan Dugan August Knestaut Jonathan Atwood Victoria D'Amico Lisa McLaughlin Chris Perks Kevin Duffy Neil Grossman Lou Lessig George Englehardt | Governor's Authorities Unit 🗣️ Assistant Executive Director 🗣️ Dir. of L&R Affairs 🗣️ Chief of Staff 🗣️ Board Secretary 🗣️ CFO / Treasurer 🗣️ Director of Engineering 🗣️ COO 🗣️ Financial Advisor 🗣️ Brown & Connery 🗣️ Facilities Engineer 📞 |

The Board Secretary opened the meeting at 1:00 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 Special meeting has been provided. The Board Secretary sent a legal ad indicating the time and place of the meeting along with a link for virtual attendance and a phone number for audio call in attendance to the following newspapers: Courier-Post, South Jersey Times and the Burlington County Times.

In addition, the Special meeting notice was posted at the Port Corporation's designated Bulletin Board at the main entrance to the Broadway Terminal, its official place for posting and maintaining a schedule of the monthly Board of Director's Meetings for 2025. 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.**

The Chairman made an announcement that he would begin with Resolution 2025-09-0124.

ACTION ITEMS:**RESOLUTION 2025-09-0124: APPROVAL TO ESTABLISH EMPLOYEE HEALTH REIMBURSEMENT ACCOUNT ("HRA") AND AUTHORIZING AMENDMENT OF SIDEBAR AGREEMENTS WITH ALL BARGAINING UNITS REGARDING THE HRA****REQUEST**

Staff requests Board approval to establish an employee Health Reimbursement Account ("HRA") option, implemented through a contract with EB Employee Solutions, LLC, d/b/a as The Difference Card. Staff also seeks Board approval to authorize the Interim-Executive Director, or such other authorized designee, to sign amended Sidebar Agreements with the South Jersey Port Corporation's ("SJPC") three (3) bargaining units reaffirming and updating their prior agreement to the HRA option.

BACKGROUND

The State Health Benefits Plan ("SHBP") has recently allowed members to offer their employees an HRA option. SJPC's insurance broker, Conner Strong and Buckelew, conducted a publicly advertised Request for Proposals process for HRA Services pursuant to New Jersey law, and applicable rules and regulations, and recommended to SJPC a company called The Difference Card to provide HRA services to and for SJPC employees who enroll in an HRA-eligible health plan.

The Board approved the HRA option for 2025, and is required to re-authorize the contract annually, inclusive of authorizing the amended/updated Sidebar Agreements with each of the three (3) of SJPC's Bargaining Units.

By enrolling in an HRA-eligible health plan, employees receive the same benefits at a lower premium. SJPC will fund an HRA for each enrolled employee, which the employee

can use to pay the difference in employee out-of-pocket expenses between their current plan and the HRA plan, including co-pays, deductibles, co-insurance, prescription costs, and all other out-of-pocket expenses that would not have been incurred under their existing plan. It is SJPC's intention to offer its employees the opportunity to enroll in the Direct Access/Aetna Freedom 2035 plan with a fully funded HRA in the amount of \$16,240 for each employee regardless of the level of coverage (single, member/spouse, parent/child, family) to be effective January 1st, 2026.

Reducing premium costs will result in potentially significant cost savings to both the employee and the SJPC. All contracts are subject to review and final approval by SJPC's legal counsel.

The Port is also required by the SHBP to annually obtain approval, via Sidebar Agreements to the various union contracts from the SJPC's three (3) bargaining Units in order to provide this HRA option. The SJPC and each of its Bargaining Units entered into a Sidebar Agreement in 2024 permitting the HRA option to be offered by SJPC. The said Sidebar Agreements each require revision concerning the HRA account amount, which has increased for 2026.

A motion was made to approve Resolution 2025-09-0124 to approve contracting with EB Employee Solutions, LLC, d/b/a as The Difference Card, and establish an HRA option for its employees for 2026, the same as it did for its employees in 2025, and to then authorize the Interim Executive Director, or such other authorized designee, to enter into amended and updated Sidebar Agreements with each of the SJPC's three (3) bargaining units unions concerning the HRA option.

Moved by: S. Roberts

Seconded by: C. Bruner

Voting for Motion: All

Voting Against Motion: None

RESOLUTION 2025-09-0125: APPROVAL TO PURCHASE A 2025 KUBOTA TRACTOR, FOUR WHEEL DRIVE UTILITY MODEL MX60000HSTC

REQUEST

Staff requests Board approval to purchase a 2025 Kubota tractor Model MX60000HSTC.

BACKGROUND

During the April meeting, the SJPC Board of Directors approved Resolution 2025-04-0072, which authorized staff to purchase a four-wheel drive utility tractor. In the original request, staff had recommended leasing the tractor for the quoted amount of \$54,043.00 from Cherry Valley Tractor Sales with 0% interest for 60 months. The lease terms and conditions were to be on a form provided by the manufacturer. Unfortunately, upon review of the form lease presented by the manufacturer, it was determined that the terms

and conditions of the same were not favorable, beneficial and/or cost effective to the SJPC, including, but not limited to, the buyout terms, charges for usage over a certain number of hours, maintenance responsibilities, etc. The final cost for SJPC to purchase the tractor outright (i.e., no lease) is \$47,859.67. The SJPC will ultimately recognize savings by paying in full up front, via outright purchase, and avoiding a lease containing very unfavorable terms.

Staff also requested the purchase of the following accessories for a total of \$25,057.00, which had no change.

| Quantity | | | Total |
|--------------|---|----------------|--------------------|
| 1 | Foam Fill all four tires | | \$2,310.00 |
| 1 | Heavy Duty, power angle Sweeper Broom | | \$19,007.00 |
| 2 | New set of 50/50 Erskine 84" brush refill set | \$1,045.00 ea. | \$2,090.00 |
| | Extended warranty: | | |
| 1 | MX6000: 2 years Tractor | | \$1,250.00 |
| 1 | IA1065A loader: 2 years loader | | \$400.00 |
| <u>Total</u> | | | <u>\$25,057.00</u> |

A motion was made to approve Resolution 2025-09-0125 to amend the original approval given to lease the 2025 Kubota tractor for \$54,043.00, by now approving of the outright purchase of same for the sum of \$47,859.67. The original amount to lease, including accessories and extended warranties, totaled \$79,100; and the new amended total amount to purchase with the same accessories and extended warranties is \$72,916.67.

Moved by: J. MacFarlane
Seconded by: C. Bruner

Voting for Motion: All
Voting Against Motion: None

A motion was made to adjourn the Regular Open Meeting at 1:13 p.m.

Moved by: S. Roberts
Seconded by: C. Bruner

Voting for Motion: All
Voting Against Motion: None

Following closed session, the Regular Session was reopened at 1:26 pm.

Upon entering back into Open Session, a motion was made to approve Resolution 2025-09-0122.

RESOLUTION 2025-09-0122: APPROVAL OF SEPARATION AGREEMENT FOR ANDREW SAPORITO**REQUEST**

The South Jersey Port Corporation and Executive Director Andrew Saporito have jointly determined that they will amicably complete their working relationship. All parties worked diligently together in reaching their joint resolution to conclude their work together. The terms of the separation have been agreed on by all parties and the respective signatures have been provided for the same.

A motion was made to approve Resolution 2025-09-0122 to approve, confirm and ratify the Agreement reached between the parties.

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| Moved by: | W. Higgins |
| Seconded by: | J. Gershen |
| Voting for Motion: | All |
| Voting against motion: | None |

A motion was made to adjourn the Regular Open Meeting at 1:28 p.m.

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| Moved by: | S. Roberts |
| Seconded by: | R. DeAngelo |
| Voting for Motion: | All |
| Voting Against Motion: | None |

Following closed session, the Regular Session was reopened at 1:52 pm.

Upon entering back into Open Session, a motion was made to approve Resolution 2025-09-0123.

RESOLUTION 2025-09-0123: APPROVAL OF APPOINTMENT OF BRENDAN DUGAN AS INTERIM EXECUTIVE DIRECTOR & CEO**REQUEST**

The South Jersey Port Corporation is seeking to fill the role of Executive Director & CEO on an Interim basis while a national search is conducted for a permanent replacement for the position.

Presently Brendan Dugan serves as AED/CCO. The recommendation is to appoint Mr. Dugan as the Interim Executive Director & CEO on a temporary basis. During the time that he serves in this position Mr. Dugan shall receive a stipend amount in addition to his current salary. The amount of the stipend per pay shall equal the difference between his current salary and the amount most recently provided to the former Executive Director & CEO, which increases his base rate, until such time that he is no longer serving in this capacity.

In addition, during this interim period only, Mr. Dugan will have the use of the vehicle previously assigned to the former Executive Director & CEO.

Both the stipend amount of salary increase and the vehicle shall be subject to the usual and customary payroll deductions and contributions.

The start date for this change in status shall be effective as of September 6, 2025.

A motion was made to approve Resolution 2025-09-0123 to appoint Brendan Dugan as Interim Executive Director & CEO.

Moved by: W. Higgins
Seconded by: J. MacFarlane

Voting for Motion: All
Voting Against Motion: None

PUBLIC COMMENTS

The Chairman asked if there were any public comments.

Hearing none, the Chairman asked for a motion to adjourn the regular session meeting.

A motion was made to adjourn the Regular Open Meeting at 1:56 p.m.

Moved by: S. Roberts
Seconded by: J. Gershen

Voting for Motion: All
Voting Against Motion: None

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 Special Meeting held Tuesday, September 16, 2025.



Victoria D'Amico
Board Secretary