

## PHILADELPHIA ENERGY AUTHORITY

### Minutes of the Meeting of the Board of Directors of The Philadelphia Energy Authority

December 27, 2012

A meeting (the "Meeting") of the Board of Directors (the "Board") of The Philadelphia Energy Authority (the "Authority") was held on December 27, 2012, beginning at 4:30 pm, in the Municipal Services Building, 1401 JFK Blvd., Room 1450, Philadelphia, Pennsylvania.

The following members were present at the Meeting:

Barbara Adams  
Christopher A. Lewis  
Emily Schapira  
E. Mitchell Swann  
Kenneth Ogawa (by telephone)

Present at the meeting by invitation of the Authority were Andrew Stober, Chief of Staff of the Mayor's Office of Transportation and Utilities, Mardi Ditze of the Mayor's Office of Transportation and Utilities, Al Childs, Executive Director of the Philadelphia Municipal Authority, and Melanie Carter of Blank Rome LLP.

Also present at the Meeting was Norman G. Matlock, a member of the public.

#### **Call to Order**

Mr. Lewis called the Meeting to order. Mr. Lewis determined that, with all members being present, the Meeting was ready to transact business.

#### **Approval of Minutes of the October 4, 2012 Meeting**

As the first order of business, Mr. Lewis made a motion that the Authority approve the minutes of the October 4, 2012 meeting, which minutes were provided to the members in advance of the Meeting. Upon motion duly made and seconded, the minutes from the October 4, 2012 meeting were approved by the Board.

#### **Treasurer's Report (waived)**

As the next order of business, Mr. Lewis noted that the Treasurer's Report was waived for the December 27, 2012 meeting.

#### **Public Comment**

As the next order of business, Mr. Lewis asked for public comments. There were no comments.

## **Unfinished Business**

As the next order of business, Mr. Lewis invited the Board to discuss the unfinished business items on the agenda.

### **A. Budget**

Mr. Lewis invited the Board to discuss the FY2013 Budget Report. The Board discussed and reviewed the budget request. It was noted that wages and salaries should be moved to Class 200 of the Budget Request. Mr. Lewis moved to approve the budget with the change. On motion duly made and seconded, the Board adopted the FY2013 Budget Request as changed.

### **B. Grant Agreement with City of Philadelphia**

As the next order of business, the Board discussed the Grant Agreement with the City of Philadelphia. It was noted that Paragraph 11A of the Grant Agreement should provide for insurance costs. On motion duly made and seconded, the Board approved the authorization and execution of the Grant Agreement with the City of Philadelphia and noted that the Budget Request, as approved, would need to provide for insurance costs.

### **C. MOU with Philadelphia Municipal Authority**

As the next order of business, the Board discussed the MOU with the Philadelphia Municipal Authority. It was noted that Article 3(B) should be amended so that the thirty (30) days notice for termination would be required instead of ninety (90), and that Article 2 should be amended so that wages and salaries were provided for under Class 200 instead of Class 100. It was noted that the second sentence in Article 2 should be removed. It was also noted that Article 3(A) should include the phrase "except all other obligations such as the closeout report" and the end of 3A. On motion duly made and seconded, the Board passed the MOU with the Philadelphia Municipal Authority with changes and additions as noted.

### **D. Bank Resolutions**

As the next order of business, the Board discussed the Bank Resolutions on the form presented by PNC Bank ("PNC"). Mr. Lewis invited Mr. Childs to speak on the issue of signatories and the Bank Resolutions from PNC Bank. The Board determined that the authorized signatories to the Bank Resolutions should be the Chair of the Board, the Treasurer, and Mr. Childs. The Board determined that for amounts above \$4,000, there would need to be two signatures. For loans and credit, two signatures were required regardless of the amount. No further discussion ensued. On motion duly made and seconded, the Board adopted the Bank Resolutions in the form presented by PNC with limitations as discussed above.

### **E. EEB Hub White Paper Recommendations**

As the next order of business, Mr. Lewis invited Ms. Schapira to speak on the issue of the EEB Hub White Paper recommendations and energy budgeting. It was recommended by the

City through Mr. Stober that such energy budgeting would be desired. Ms. Schapira formally stated an interest of the Board in engaging in energy budgeting. On motion duly made and seconded, the Board stated its formal interest in energy budgeting and stated its intent to pursue taking advantage of the energy budgeting proposal of EEB Hub.

**F. Philadelphia International Airport (PHL) Guaranteed Energy Savings Project**

As the next order of business, the Board discussed the PHL Guaranteed Energy Savings Project. The Board determined that proposed that Mr. Swann and Mr. Ogawa should direct a letter to NORESCO regarding the project proposal and three topics: 1) equipment to be provided by affiliates; 2) payment of fees to the Authority; and 3) non-energy related items, such as capital improvements and maintenance.

**G. Philadelphia Museum of Art RFP for CHP**

There was no report concerning the Philadelphia Museum of Art RFP for CHP.

**New Business**

As the next order of business, Mr. Lewis invited the members of the Board to discuss new business items.

**A. 2013-2014 Budget Request**

As the first order of new business, the Board discussed the 2013-2014 Budget Request from the Authority to the City. The Board determined that wages and salaries would be moved from Class 100 to Class 200. The Board also discussed the need to hire an Executive Director. On motion duly made and seconded, the Board adopted the 2013-2014 Budget Request with the change of the category of wages and salary to be moved to Class 200.

**B. Ratification of Actions of Officers**

As the next order of new business, the Board discussed the Resolution to ratify the actions of officers. Mr. Lewis moved to adopt the resolution of the Authority that the acts and actions of the officers of the Authority since November 1, 2011 would be ratified, approved and adopted. Ms. Schapira seconded, and the Board passed the following Resolution:

The acts and actions of the officers of the Philadelphia Energy Authority, since the initial organizational meeting on November 1, 2011, are hereby ratified, approved, and adopted.

**C. Election of Officers**

As the final order of new business, the Board discussed the Resolution to elect the officers of the Authority. Ms. Adams moved to adopt the Resolution electing the officers of the Authority. Mr. Swann seconded, and the Board passed the following Resolution:

**RESOLVED**, that the following members of The Philadelphia Energy Authority shall be, and are, elected to the offices opposite their names and shall hold office for one year or until their successors are appointed and qualified:

<u>NAME</u>	<u>OFFICE</u>
Christopher A. Lewis	Chairperson
Emily Schapira	Vice-Chairperson
E. Mitchell Swann	Secretary
Kenneth Ogawa	Treasurer
Barbara Adams	Assistant Secretary/Treasurer

**Adjournment**

There being no further business to come before the Board, on motion duly made and seconded, the Meeting adjourned until the next meeting of the Board tentatively scheduled for April 2013. Additional meetings beyond April 2013 were set to be held on the first Thursday of each calendar quarter not a federal holiday, whereupon the meeting will be the following Thursday.

Respectfully submitted,

Secretary to the Board of Directors