



Fort DuPont Redevelopment and Preservation Corporation
Board of Directors Meeting

September 14, 2022
8:30 a.m.
Delaware City Fire Company
815 5th Street
Delaware City DE 19706

AGENDA

1. Call to Order
2. Roll Call
3. Freedom of Information Act overview
4. Overview of HB 355
5. Introduction of New Chair and Board Members
6. Election of Vice-Chair
7. Approval of Minutes
 - a. May 11, 2022
 - b. June 8, 2022
8. Treasurer's Report
 - a. Financial Report
 - b. Adoption of FY 23 operating and capital budget
9. Committee Reports
 - a. Appointment of Committees
 - i. Executive Committee
 1. Finance Sub-committee

- ii. Planning Committee
- iii. Design and Historic Preservation Committee
- 10. Executive Director's Report
 - a. Project Updates
 - i. HB 355 Compliance
 - ii. Entranceway
 - iii. Marina Village
 - iv. Canal bank revetment
 - v. Old Battery Lane improvements
 - b. Other
 - i. Strategic Planning
- 11. New Business
 - a. Proposed changes to By-Laws (Action item 2022-09-14-01)
 - b. Property Management contract (Action item 2022-09-14-02)
 - c. Proposed disposition of Corporation property
 - i. 1303 Officers Row (Action item 2022-09-14-03)
 - d. Memorandum of Understanding with Delaware City (Action Item 2022-09-14-04)
 - e. Proposed change to 401(k) program (Action item 2022-09-14.05)
- 12. Delaware City updates
- 13. Public comment
- 14. Executive Session (if needed)
- 15. Actions to be voted upon from Executive Session (if applicable)
- 16. Next meeting date: October 12, 2022 8:30 a.m.
- 17. Adjourn

Please note: Pursuant to 29 Del. C 10004(e)(2), this Agenda may be changed to include additional items including executive sessions or to delete items that arise at the time of the meeting.

Potential executive session pursuant to 29 Del. C. 10004(b)(9) ("Personnel matters in which the names, competency and abilities of individuals employees...are discussed.")

Potential executive session pursuant to 29 Del. C. 10004(b)(2) (“discussions regarding sales or leases of real property) and 29 Del C. 10004 (b)(6) (discussion of the content of documents, excluded from the definition of “public record,” where such discussion may disclose the contents of such documents).

Potential executive session pursuant to 29 Del. C. 1004 (b)(4) (“Strategy sessions, including those involving legal advice or opinion from an attorney-at-law...” and 29 Del. C. 10004(b)(6) (discussion of the contents of documents, excluded from the definition of “public record,” where such discussion may disclose the contents of such documents.



SPONSOR: Rep. Longhurst & Sen. Poore

HOUSE OF REPRESENTATIVES
151st GENERAL ASSEMBLY

HOUSE BILL NO. 355
AS AMENDED BY
HOUSE AMENDMENT NO. 1
AND
HOUSE AMENDMENT NO. 2
AND
SENATE AMENDMENT NO. 1

AN ACT TO AMEND TITLE 7 OF DELAWARE CODE RELATING TO THE FORT DUPONT REDEVELOPMENT AND PRESERVATION CORPORATION.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF DELAWARE (Two-thirds of all members elected to each house thereof concurring therein):

WHEREAS, the Fort DuPont Redevelopment and Preservation Act was passed by the General Assembly in 2014 to create an entity capable of managing the redevelopment of underutilized, environmentally sensitive, and historically significant lands on and around the grounds of Fort DuPont; and

WHEREAS, the Fort Dupont project has made tremendous progress in the last 8 years, with more than 50 residential units now occupied or ready for sale and rent in a carefully planned mixed use community that preserves a portion of Delaware's past; and

WHEREAS, the Complex must be better integrated with Delaware City as it moves forward; and

WHEREAS, the General Assembly recognizes the importance of adjusting the Fort Corporation's governance structure to assure its continued success.

NOW, THEREFORE:

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF DELAWARE (Two-thirds of all members elected to each house thereof concurring therein):

Section 1. Amend Chapter 47, Title 7 of the Delaware Code by making deletions as shown by strikethrough and insertions as shown by underline as follows:

§ 4730. Short title.

This subchapter shall be known, and may be cited, as "The Fort DuPont Redevelopment and Preservation Act."

§ 4731. Declaration of purpose.

The General Assembly declares the following to be the policy and purpose of this subchapter:

(1) The Fort DuPont Complex, located along the Delaware River adjacent to Delaware City, is currently underutilized but has enormous potential as a sustainable, mixed-use community;

(2) To preserve and protect the historical and recreational amenities within the Fort DuPont Complex and to expand economic opportunities therein, additional capital will be required to improve infrastructure, renovate certain historic structures, and make additional improvements to said Complex;

(3) Redevelopment and renovation of the Fort DuPont Complex is both desirable and necessary, provided that:

a. The Fort DuPont Complex will remain a public destination, with its historic, natural, and recreational resources maintained for public enjoyment;

b. Fort DuPont's National Register status (where applicable) will be maintained, and historic building and landscape resources will be rehabilitated and reused to the extent possible;

c. Redevelopment and infill will be concentrated within several defined areas, and will be complementary to existing historic buildings and landscapes;

d. Fort DuPont and Delaware City will grow together as "one city" with strong physical and visual connections and complementary land uses;

e. Diverse land and building uses will be supported at Fort DuPont to achieve a shared vision for a "live-work-learn-play-and-visit" community; and

f. Community engagement will continue to be a key component for ongoing planning for Fort DuPont's future.

(4) In light of the foregoing, it is in the best interest of the State to enable the creation of an entity to manage, oversee, and implement the redevelopment and preservation of the Fort DuPont Complex in accordance with the Redevelopment Plan and the provisions of this subchapter.

§ 4732. Definitions.

When used in this subchapter:

(1) "Board" means the Board of Directors of the Fort DuPont Redevelopment and Preservation Corporation.

(2) "Corporation" means the Fort DuPont Redevelopment and Preservation Corporation to be established pursuant to § 4733 of this title.

(3) "Department" means the Department of Natural Resources and Environmental Control.

(4) "Fort DuPont Complex" or "Fort DuPont" means such real property, as well as such facilities, personal property, buildings, and fixtures located thereon, owned by the State along the Delaware River bounded by the

Chesapeake and Delaware Canal on the south, and a branch canal, currently separating it from Delaware City, on the north, which includes the Fort DuPont State Park, the Governor Bacon Health Center, and surrounding lands, formerly tax parcel numbers 1202300020, 1202300021, 1203000001, and 1203000002.

(5) "Redevelopment plan" means the draft master plan for the redevelopment of the Fort DuPont complex dated October 2013, as may be amended from time to time by the Board, which is intended to guide the redevelopment of the Fort DuPont Complex.

§ 4733. Fort DuPont Redevelopment and Preservation Corporation.

(a) There shall be established within the Department a body corporate and politic, with corporate succession, constituting a public instrumentality of the State, and created for the purpose of exercising essential governmental functions, which is to be known as the Fort DuPont Redevelopment and Preservation Corporation. The Corporation shall be a membership corporation with the Department as the sole member and shall have a certificate of incorporation and bylaws consistent with this subchapter. The Board of Directors is hereby authorized to file a certificate of incorporation with the Secretary of State pursuant to Chapter 1 of Title 8. The certificate of incorporation of the Corporation shall provide for approval of the Delaware General Assembly in order to amend the certificate of incorporation or to effect a merger or dissolution of the Corporation.

(b) The powers and management of the Corporation shall be vested in a board of directors consisting of ~~15~~ 13 voting members. Each director shall have general expertise relevant to the implementation of the Redevelopment Plan, which may include expertise in the fields of land use, historic preservation, economic development (including without limitation real estate, redevelopment, and real estate financing), environmental protection, parks and recreation, and tourism. The Board ~~shall be comprised~~ is composed of the following directors:

- (1) One director appointed by the Governor to serve as ~~Chair~~; Chair.
- (2) The Secretary of the Department of Natural Resources and Environmental ~~Control~~; Control.
- (3) The Controller ~~General~~; General.
- (4) ~~The Secretary of the Department of Health and Social Services~~; The Director of the Prosperity Partnership.
- (5) The Secretary of ~~State~~; State.
- (6) The Director of the Office of Management and ~~Budget~~; Budget.
- (7) The Director of the Office of State Planning ~~Coordination~~; Coordination.
- (8) ~~Four directors appointed by the Mayor of the City of Delaware City and approved by City Council of Delaware City~~; The Co-chairs of the Capital Improvement Committee.
- (9) The City Manager of the City of Delaware ~~City~~; and City, in an ex officio capacity.

~~(10) Three directors that shall be elected and appointed by the Board and shall to the extent possible have expertise in 1 or more fields or areas set forth in this subsection. One director appointed by the Speaker of the House, who is a resident of Fort DuPont.~~

(11) One director appointed by the President Pro Tempore of the Senate, who is a resident of Delaware City.

(12) One director who is a resident of Fort DuPont appointed by the Governor.

(13) One director who is a resident of Delaware City appointed by the Governor.

Directors serving by virtue of their position may appoint a designee to serve in their stead. All appointed Directors shall serve at the pleasure of the appointing authority.

(c) Any vacancy created by the resignation or early departure of a director shall be filled by the appointing authority within 60 days.

(d) A majority of the total number of directors shall constitute a quorum of the Board, and all action by the Board shall require the affirmative vote of a majority of the directors present and voting.

(e) The Board shall adopt bylaws that provide for operating procedures such as election of officers, conflicts of interest, appointment of committees, conduct of meetings, and other matters that will promote the efficient operation of the Board in the performance of its duties under this subchapter. The bylaws shall include the following provisions:

(1) A requirement that any credit card purchase over \$500 must be approved by 2 members of the executive committee.

(2) A requirement that checks in an amount over \$10,000 require the signatures of the Treasurer and either the Chair or the Vice Chair of the Board.

(3) A requirement that a policy be adopted for the hiring and contracting process of the Corporation that is designed to be impartial and merit-based.

(4) A requirement that all contracts for purchase, sale, or lease of land be signed by the Executive Director and the Chair of the Board.

(f) Pursuant to subsection (a) of this section, the Board of Directors is provided express authority to file an amended and restated certificate of incorporation for the Fort DuPont Redevelopment and preservation Corporation consistent with ~~82 Del. Laws, c. 72.~~ [this Act.]

(g) The Board shall select from among its membership a Vice-Chair, who shall discharge the powers and duties of the Chair when the Chair is unavailable, incapacitated, or the position of Chair is vacant.

(h) The Controller General or the Controller General's designee shall serve as Treasurer of the Board.

§ 4734. Subcommittees.

(a) The Board may create subcommittees as needed to assist the Corporation in fulfilling its purposes and obligations. Each subcommittee shall have a Director of the Board serve as Chair and may include persons that are not directors of the Board. ~~Subcommittees may assist the Board in any of the following ways:~~

~~(1) Developing plans to implement recommendations from the redevelopment plan and tracking ongoing implementation efforts.~~

~~(2) Reviewing and providing recommendations on proposals for the purchase, sale, lease or disposition of lands or buildings.~~

~~(3) Providing guidance on updates to the redevelopment plan upon request by the Board or the executive director.~~

~~(4) Providing recommendations on infrastructure improvement plans, budgets, or any other matters referred by the Board or the executive director.~~

~~(5) Recommending rules, regulations and policies to the Board.~~

~~(6) [Repealed.]~~

~~(b)-(d) [Repealed.]~~

§ 4735. Powers of the Corporation.

(a) The Corporation shall have on July 23, 2014, and upon its creation as provided for herein the powers listed in this section. The Corporation shall be empowered, without limitation and notwithstanding any other laws to:

(1) Adopt bylaws, rules, regulations, and procedures;

(2) Act generally in a planning and development capacity, and in connection therewith, to hold, own, preserve, develop, improve, construct, rent, lease, sell, or otherwise acquire or dispose of any real property, including without limitation any real property comprising the Fort DuPont Complex or any portion thereof transferred to the ~~Corporation;~~ Corporation. The power in this paragraph (a)(2) does not exempt development and construction on the Fort DuPont Complex from otherwise applicable environmental law and regulatory requirements. All activity on the Fort DuPont Complex must comply with otherwise applicable permitting processes of the Department.

(3) Employ an executive ~~director~~ director, a deputy executive director, and such other deputies and assistants as may be necessary or desirable, and to retain by contract such legal counsel, engineers, advisors, and other providers of professional ~~services;~~ services.

(4) Borrow moneys or accept contributions, grants, or other financial assistance from the federal government, the State, any locality or political subdivision, any agency or instrumentality thereof, or any source, public or private,

for or in aid of any project of the Corporation, and to these ends, to comply with such conditions and enter into such mortgages, trust indentures, leases, or other contracts and agreements as may be necessary or ~~desirable~~; desirable.

(5) Have and exercise any and all powers available to a corporation organized pursuant to Chapter 1 of Title 8, the Delaware General Corporation ~~Law~~; Law that are not inconsistent with this subchapter.

(6) Take such other lawful actions that are consistent with the purposes of this subchapter as may be necessary or desirable to oversee, manage, and implement the redevelopment and preservation of the Fort DuPont Complex in accordance with the redevelopment plan and the provisions of this ~~subchapter~~; and subchapter.

(7) Recover costs for the use of, or the benefit derived from, the services or facilities provided, owned, operated, or financed by the Corporation benefiting property within the Fort DuPont Complex.

§ 4736. Powers and duties of executive ~~director~~; director; deputy executive director

(a) An executive director shall be selected by a majority vote of the Board. The Board shall require executive director candidates to undergo a credit and criminal history background check. The executive director shall exercise such powers and duties relating to the Corporation as may be delegated to him or her by the Board. Compensation of the executive director shall be established by the Board, and the executive director shall serve at the pleasure of the Board.

(b) The executive director shall hire a deputy executive director, and may hire such additional deputies and assistants as are authorized by the Board. All hires must be approved by majority vote of the Board prior to assuming a position with the Corporation.

(c) The executive director or any employee of the Corporation may not receive any gift valued in excess of \$200 from the Corporation, the Board, or any member of the Board.

(d) The executive director or any employee of the Corporation may rent, lease, or purchase property on the Fort Dupont Complex but only for fair market value and through the Complex's standard rental or purchase process. Housing on the Fort DuPont Complex may not be included in an employee's compensation package.

(e) The executive director shall provide an annual written report of the Corporations activities to the Chair of the Board.

(f) The executive director shall provide an annual presentation to the City Council of Delaware City, setting forth any pending or approved changes to the Redevelopment Plan and a summary of development progress. The presentation shall be made in a public forum and time shall be reserved for public comment.

§ 4737. Initial duties of Corporation.

On or before June 30, 2015, the Corporation shall, at a minimum:

(1) Select and hire a qualified executive director;

(2) Perform or have performed such tests, studies, examinations, and evaluations upon the lands of the Fort DuPont Complex as may be desirable or necessary to permit such property to be transferred to the Corporation and to evaluate economic development opportunities and the historical and other resources to be preserved; and

(3) To develop such feasibility, sales, and marketing plans as may be required to preserve and redevelop the Fort DuPont Complex in accordance with this subchapter.

§ 4738. Continuing duties of Corporation.

(a) The Corporation shall prepare and submit an annual report of its activities during the previous year to the Governor and the Chair and Co-Chair of the Capital Improvement Committee of the General Assembly by January 1 of each year. Such annual report shall include all of the following:

(1) A complete list and explanation of all land it has acquired within the previous 12 months.

(2) A complete list and explanation of all development projects that may impact wetlands.

(3) An enumeration of all projects and services provided by Homeowners Association fees, and explanation of any duplication with services provided by Delaware City.

(b) The Corporation shall prepare and submit an annual audit which shall be provided to the Governor and the Chair and Co-Chair of the Capital Improvement Committee of the General Assembly by January 1 of each year.

§ 4739. Administration costs of Corporation.

§ 4740. Open meetings and public records.

The Fort Dupont Redevelopment and Preservation Corporation and its Board are “public bodies” for purposes of Chapter 100 of Title 29.

§ 4738 § 4741. Liberal construction of subchapter.

This subchapter, being necessary for the prosperity and welfare of the State and its citizens, shall be liberally construed to effect the purposes hereof.

**FORT DUPONT REDEVELOPMENT AND PRESERVATION CORPORATION
BOARD OF DIRECTORS MEETING**

815 5th Street, Delaware City, DE 19706
May 11, 2022
8:30 a.m.

Meeting Minutes

Board Members:

David Baylor, David Mangler, David Edgell, Ruth Ann Jones, Eric Smith, Courtney Stewart, Neal Dangelo, Laura Lee, Paul Parets, Shawn Garvin, Dan Scholl via zoom

Staff:

Carolann Wicks, Executive Director
Shane Martin, Construction Manager
Margaret Thomas, Site Manager via zoom
Crystal Pini-McDaniel, Administrative Assistant
Bert Scoglietti, Treasurer
Pam Scott, Saul Ewing
Terry Buchanan, Social Media Proxy via zoom

Members of the Public:

Dale Saunders, Tim Dilliplane, Erica Lindsey, Roberta DeLeo, Raymond Gogola, Kenneth ?, Jack Guerin, Arthur Turner, Tim Konkus, Susan Rahn, Bill Rhodunda?, Brandon H.?, Tim Slavin, Chris Castagno via zoom, WDEL via zoom

I. Call to Order

Mr. Baylor called the Fort DuPont Redevelopment and Preservation Corporation Board of Directors meeting to order at approximately 8:34 a.m.

II. Approval of April 13th & April 21st Minutes

A motion was made to approve the minutes of the April 13 and April 21, 2022 meetings by Mr. Dangelo, seconded by Mr. Mangler. A roll call vote was taken, motion carried.

III. Treasurers Report

- A. Financial Report. Mr. Scoglietti stated the report does not reflect changes to the budget from the last meeting and highlighted the following line items:
- Page 1, Line 4200 Real Estate Sales – No change.
 - Page 2, Line 6500 Professional Fees – Increased about \$40,000.
 - Page 2, Line 6505-05 Bike Path – Increased about \$3,000.
 - Page 2, Line 6505-09 Round-a-bout – Increased about \$10,000.
 - Page 2, Line 6505-13 Section 6F/106 – Increased about \$13,000.
 - Page 3, Line 6734 Building23-Band Barracks – Increased about \$135,000 due to activity to prepare for the DNREC move in.
 - Page 4, Line 6700 Improvements-Other – Increased about \$150,000.
 - Page 5, Line 7100 Common Area Maintenance – Increased about \$22,000 due to general maintenance with shifting into spring, mostly in lawn care.
 - Net income of \$1,933,953.13.

Questions / Comments:

There was a question asked at the last board meeting regarding the DNREC lease and if there are any plans to revisit it once there is a significant amount of funds being lost. All leases are being revisited but part of the agreement was to give DNREC space when moving them from Grassdale.

A motion was made to approve the financial report by Mr. Edgell, seconded by Mr. Parets. A roll call vote was taken, motion carried.

IV. Legal*

- A. Bid for 13 Townhomes on Old Elm Ave. with Bale Development Co., Inc. Mr. Baylor stated that absent legal advice in Executive Session, the process should be shared with the public; any kind of proposals should be vetted by the Delaware City Community before initiating a formal process.

Questions / Comments:

Has the public had the opportunity to review the townhome plans? It's unclear but it's not believed so.

A request was made for the master plan board to be brought to the board meetings.

Executive Session

- B. Randol Eviction Proceedings. Ms. Scott stated the paperwork was filed to start the process on May 3, 2022 and they're awaiting court scheduling. Mr. Baylor stated there will be no further discussion at this time, it's a legal matter.

V. Executive Director Report

Ms. Wicks gave the following updates:

Entrance Design Alternatives:

- 3 Alternatives for public review
- Public workshop – tentatively scheduled for 5/25 at Fire Hall 5:00 – 7:00pm
- Briefing legislators – coordinating a meeting – maybe difficult to schedule
- Roundabout emergency access – mtg with fire department and police held to review ways to maintain traffic during construction. Looks feasible
- MOU between DelDOT and Army Corps – in process; no disagreement on transfer to DelDOT of area of Rte. 9 needed for the entrance construction

Grassdale:

- Relocation to Bldg #23 is completed
- Punchlist of items ongoing but nothing major

Marina Village:

- Special Use Permit application process has been clarified by DE City
- Working on documentation to submit to City Council in advance of requesting time on the June 20th agenda

Promenade:

- Scour hole has been stabilized; will field review this area and overall promenade regularly
- Additional drainage measures for several backyards in this area are being coordinate with DNREC's Sediment and Stormwater group. Goal is to reduce overflow into canal coming from the backyards. Communication with property owners will be made prior to installation
- Newsletter will be going out soon and will include an update

VI. Committee Reports

- A. Finance Committee.

- i) Budget Revision.

Mr. Scoglietti there is nothing to report, and the next meeting will be held in July 2022.

- B. Historic Preservation.

Ms. Lee gave the following updates from the May 9, 2022 meeting:

Concerns raised by attendees:

- Materials being used, how make sure guidelines followed

- Finished height elevation of buildings, not clear on plans
- Where being sited
- Site plan not seen per residents

Other questions not within the scope of the committee:

- Anticipated price point
- Plans 2017
- 2012 code, is that updated?
- Parcel accommodate de city ordinances

Reminded height is to keep w/ historic landscape

No vote taken

Meetings continue to be held on the 4th Wednesday of each month at 4:00 PM.

C. Governance & Personnel*.

Ms. Stewart stated the committee is looking for authority to do an RFP to obtain a professional property management firm to manage the residential and commercial leases. Mr. D Dangelo would like to move forward, especially on the commercial side of things to get systems in place that a specialty third part can bring. The RFP has been drafted and Mr. Dangelo's company will not be considered. Mr. Parets stated the board was not put in place to handle resident issues.

Questions / Comments:

Mr. Garvin stated the expectations should be very clear so there is no confusion.

Mr. Baylor stated that this takes it out of the hands of the Executive Director and a company will provide reports to the board.

Mr. Smith asked regarding the role in the lease agreements. It's a possibility, the services will be selected individually.

D. Master Planning Committee.

Ms. Wicks stated there is no chairperson at this time.

i) Updated Master Plan.

Ms. Wicks stated that the most recent Master Plan is dated March 2022.

Questions / Comments:

Mr. Baylor stated that Mr. Slavin will need to choose a new chairperson and committee with residents now living on site and DNREC being on the site as well.

Mr. Smith stated that some residents have concerns about changes to the master plan and there's a strong desire to see an updated master plan that is available to the public. The board should weigh in on changes and approvals.

Ms. Wicks stated that the version on the website is out of date and asked if the board is comfortable leaving it as so until the end of the calendar year. Mr. Dangelo stated the master plan is organic and that can be stated on the website.

Mr. Edgell asked how the March 2022 plan compares to the version on the website and the most current version should be put on the website.

Mr. Baylor suggested putting the March 2022 version on the website with an asterisk that it is to be reviewed at the June meeting and updated by the end of 2022.

Mr. Garvin suggested the plan show what is conceptual and what has been completed on the master plan going forward. Ms. Wicks asked if it should be color coded to show the difference. Yes.

Mr. Smith suggested adding building numbers to the master plan.

VII. **Delaware City Communications**

Mr. Baylor gave the following update: There was a meeting held with the first and police chiefs as well as DelDot regarding the entrance.

VIII. New Business

A. Letter RE: 1303 Officers Row.

Mr. Baylor read a letter from resident, Mary Bricker-Jenkins. This suggestion will be reviewed with the property management company.

Questions / Comments:

Ms. Lee stated that when the building was rehabilitated that the property was shown to be suitable for a B&B should the tenant move out.

Mr. Parets stated it'd be premature to decide with a potential property management company being hired a new Executive Director starting.

B. Summary of Leases Review.

Mr. Baylor stated this will be tabled for the new Executive Director.

C. Resolution: Retain Property Management Contract.

Ms. Scott stated this authorizes the personnel committee to solicit a property management company and make recommendations to the board.

Mr. Baylor read the resolution.

A motion was made to authorize the Governance and Personnel Committee to solicit proposals from property management companies by Mr. Parets, seconded by Mr. Garvin. A roll call vote was taken, motion carried.

Questions / Comments:

Ms. Wicks stated that a lot of pieces can fall under property management and that close coordination with the Executive Director should be considered. Mr. Dangelo stated the RFP will gather information. Mr. Baylor stated that it's just a resolution to take the next step.

D. Resolution: Applied Bank Signatories.

Ms. Scott stated the corporation has a loan for restoration of buildings 26 & 27 and are permitted to make draws under the loan as needed; the purpose of the resolution is to establish signatories to make draws with the transition personnel.

Questions / Comments:

Mr. Garvin asked if there are any other items that need to be addressed with the interim period. Ms. Scott, Ms. Wicks, and Ms. Pini-McDaniel stated that at this time there are no other items to address but they're being addressed as they come to light.

A motion was made to accept the resolution for Applied Bank Signatories by Mr. Dangelo, seconded by Ms. Stewart. A roll call vote was taken, motion carried.

E. Discussion and Possible Vote to Transfer 15.02 Acres to Delaware National Guard.

Mr. Baylor stated this is merely a formality as the Delaware National Guard owns the property; this should have been done at the time of the land transfer to FDRPC.

Ms. Scott stated the condition of the property transfer to FDRPC included that this area of land be conveyed to the Delaware National Guard; this is taking the step that was already agreed upon.

Ms. Wicks stated there is a Delmarva utility connection for the DNG building that's tied to the FDRPC site invoice; once the agreement is formalized DNG should request Delmarva to separate their electric.

Mr. Dangelo asked what the effect on the 6F requirements for the site will be. There's no clear answer and the FDRPC and the board need to make sure those requirements have been met. Mr. Dangelo asked if it'll be adjusted with the Marina District plan. Mr. Slavin stated the issue is being worked on and there is a draft in place with the exact acres to be determined.

Mr. Parets asked who owns the acres. Currently it's owned by the state, it was never intended to be transferred to FDRPC.

Ms. Scott stated this is merely a matter of cleaning up, this should have been taken care of.

Mr. Edgell stated that National Guard lands are state lands, this is not unusual to run into this situation.

Ms. Scott stated that the transfer is from the state to the National Guard.

Mr. Smith asked if once it's transferred, can they sell it if they vacate. No, it's owned by the state and there would have to be legislative action to sell the land which is an extensive process. Mr. Smith asked if it could be written in the contract. No, we don't have the authority.

A motion was made to accept the resolution and transfer the 15.02 acres to the Delaware National Guard by Mr. Parets, seconded by Ms. Lee. A roll call vote was taken, motion carried.

IX. Public Comment

Mr. Baylor read a statement in reply to Jack Guerin's letter regarding Blue Water and the sale of Grassdale and apologized for the delay in reply. This is the official reply and last statement from the board in this matter; moving on we will continue to do what is best for Delaware City and surrounding communities. Ms. Lee stated that the original goal was not just economic development but historic preservation as well; the statement will be revised.

Raymond Gogola residing at 805 Crawford Lane: A parcel search of the proposed townhomes showed they're going to be 80 ft deep, buildings as proposed bldg. is 46 ft, 2 end units 46-19 with porch. According to codes there has to be 23 ft front / 25 rear. Boner road "ally" doesn't allow proper space for turning. Columns of porch will further inhibit. Opinion that shouldn't be built, zoning and code outdated. Plans are 2017 with 2012 code. Suggest leave as a park.

Jack Guerin with fightdecommission.com residing at 4503 Hopkins Dr.: Jeff Randol was forced to resign because he was found to be financially compromised. From 2013 to 2022 he operated with a back of envelope style. No contract w/ cutting edge. Review contracts with vendors. Absence of contracts means no chance for bids. No appraisal of Grassdale. Audits avoided for 6 yrs FY 2016-2020. When audits posted ref to report re: internal audits. Board should do an independent audit.

Mike Graci residing at 530 Cooke St.: A forum is needed for residents of Fort DuPont. Needs include streetlights, paving, storm water management, debris to be cleaned up more regularly, etc. as well as more updates; Feb. 2022 was the last update.

Dan Saunders residing at 207 Jefferson St.: Recommend the BOD consider dotting I's and t's on development already started; canal district, branch canal, promenade so people there can enjoy properties in better matter.

Dan Scholl: Resigning, today is his last board meeting; he thanked the board and staff.

X. Executive Session

A motion to go into Executive Session was made by Mr. Mangler, seconded by Mr. Dangelo. A roll call vote was taken, motion carried.

Executive Session

A motion to come out of Executive Session was made by Ms. Stewart, seconded by Mr. Edgell. A roll call vote was taken, motion carried.

Mr. Baylor stated there are no formal motions from Executive Session. The direction of the board is that the DHPC committee continue work with the developer regarding the townhouse project proposal and that once the questions are answered it can come back to the board.

XI. Adjourn

A motion was made by Mr. Parets, seconded by Mr. Garvin.

FORT DUPONT REDEVELOPMENT AND PRESERVATION CORPORATION

BOARD OF DIRECTORS MEETING

Delaware City Fire Hall
815 5th Street
Delaware City, DE 19706
June 9, 2022
8:30 a.m.

Meeting Minutes

Board Members:

David Baylor, Bert Scoglietti (proxy for Ruthann Jones), Courtney Stewart, Paul Parets, David Baylor, Dale Slotter, Neal Dangelo, David Edgell, Eric Smith, Rony Baltazar Lopez, Shawn Garvin, Laura Lee (via Zoom)

Staff:

Shane Martin, June Interim Executive Director
Peggy Thomas, Site Manager
Richard Forsten, Counsel/Saul Ewing
Pam Scott, Counsel/Saul Ewing
Tim Slavin, Executive Director-Elect 7/1/2022
Karla Coleman, Temporary Admin Assistant

Members of the Public:

John McMahon (FDRPC Chair 7/1/2022), Mike Graci, Tim Konkus, Roberta DeLeo, Karen Igou, Erica Lindsey, Frank Burns, Jeff Flynn, Bill Rhodunda, Wendy Rogers, Chis Castagno (Zoom),

I. Call to Order

Mr. Baylor called the Fort DuPont Redevelopment and Preservation Corporation Board of Directors meeting to order at approximately 8:37 a.m. Mr. Baylor introduced John McMahon recently appointed by Governor Carney to be the next Chair of the FDRPC, and also introduced recently appointed Executive Director Tim Slavin. Both Mr. McMahon and Mr. Slavin will assume their roles on July 1st, 2022.

II. Minutes

Mr. Baylor asked if there were any questions or objections regarding the May 2022 meeting minutes. No questions were presented, and a motion was made to approve the minutes of the May 2022 meeting by Mr. Dangelo, seconded by Mr. Parets. A roll call vote was taken, motion carried.

III. Legal

Mr. Forsten stated the only issue for the Board today is the Corporation's Conflict of Interest Policy. Directors are asked to submit a statement (policy document) that they do not have any conflicts, and email the signed document to Mr. Forsten. Mr. Baylor further commented that directors must return the signed COI Policy to the legal team before the next board meeting. Directors who do not return a signed COI Policy will be in conflict with the Corporation's rules and will not be permitted to participate in any meetings until a signed COI Policy is received. If a director has questions or issues regarding the policy and does not feel comfortable discussing in this forum should contact legal or Mr. McMahon or Mr. Baylor.

IV. Treasurer's Report

Mr. Scoglietti highlighted the following line items for the period ending May 31, 2022:

- Page 1, Line 4211, Real Estate Sales - An increase of \$50,000 over previous month from first deposit from Lennar per the agreement.
- Page 2, Line 4811, Old Battery Lane Duplexes -A second draw was made to fund continued renovations on the two duplexes.
- Page 3, Line 6505, Professional Fees - Increase of \$15,000 over April.
- Page 4, Line 6721, Roundabout - Increase due primarily to engineering costs.
- Page 4, Line 6734, Building 23 (Band Barracks) - Increase of approximately \$41,000 for renovations for relocated DNREC office.
- Page 5, Line 7100, Common Area Maintenance (CAM) - Not a significant increase, however, expected increase over the next few months for summer and fall maintenance.

Legislators will consider the state's FY23 budget in June, the Corporation has requested a \$2,250,000 appropriation for FY23. Mr. Baylor asked the Finance Committee to consider fuel costs in the FY23 budget in light of current high fuel costs. Mr. Slotter asked if roundabout expenses are mostly for engineering fees, Mr. Scoglietti stated yes. Mr. Smith inquired about the payment from Lennar which Mr. Scoglietti clarified was an initial installment. Mr. Smith also asked why the expenses for Building 23 (p. 4, Line 6734) were significantly over budget. Mr. Martin explained that there was extensive asbestos remediation which needed to be done, materials costs increased twenty percent, and there were lots of unknown or unexpected issues encountered during renovations.

Mr. Scoglietti noted the Corporation currently has a variable rate mortgage note with Applied Bank and would like permission to explore fixed rate refinancing options. A motion authorizing Mr. Scoglietti to secure options for refinancing of the Applied Bank loan was made by Mr. Dangelo, seconded by Mr. Slotter. A roll call vote was taken, the motion carried.

A motion to approve the Treasurer's Report was made by Mr. Edgell, seconded by Mr. Parets. A roll call vote was taken, motion carried.

V. Executive Director's Report

Mr. Martin (Interim Director for June) provided the following construction updates:

- Building 23 (Band Barracks) - Renovations are completed with the exception of the alarm.
- Building 30 - This is the future DNREC Repository. Construction is expected to start within two weeks.
- DNREC Maintenance Shop - This will be located along Powers Lane and construction is expected to get underway in August of this year.
- Old Battery Lane Duplexes - Most of the exterior work is done, expected to be complete by the week of June 13. After that, interior work will get underway. A sewer main needs to be installed that runs the length of the road, and that work is expected to begin in September.
- Canal District - Street lights are being coordinated between Delmarva Power and Fort DuPont. The lights are on back order so it may be some time before lights are installed. Final blacktop in the district is expected to be completed in August.
- Marina Village - Plans continue to move forward. Surcharge and E&S (Erosion & Sediment) plans have been submitted to DNREC.

Mr. Baylor asked about the current status of the Theater, Mr. Martin stated recent work included re-pointing brick and exterior painting, but currently no other work is scheduled. Mr. Smith asked for an update on the scour hole on the Promenade. Mr. Martin explained an under drain will be installed and the plan has been approved by DNREC, Delaware City and the contractor who will do the work.

Mr. Slavin commented he has been working with the Fort DuPont staff and gathering information regarding administration, operations and construction. He stated an item of focus for him is communication between the Corporation, the Board and the public and how to improve it. Mr. Slavin also stated he has requested grants from the Community Redevelopment Fund for the Chapel, Theater and POW Building. If approved, the funding would allow those historic structures to be renovated sooner rather than later.

VI. Committee Reports

A. Finance - Mr. Scoglietti stated the committee has not met recently, but is scheduled to meet very soon to finalize the FY23 budget.

B. DHPC – Ms. Lee stated the committee met on April 25th and again on May 9th for a special meeting regarding the proposed townhomes along Old Elm Avenue. During that meeting, general questions were presented and referred to Fort leadership for follow-up.

C. Master Planning Committee - No updates to report; committee has not met recently but is expected to meet after new leadership takes over in July.

D. Governance & Personnel – Mr. Dangelo stated an RFP has been created to solicit proposals for property management and leasing services. An RFP notice will be posted to the Fort’s website and in the News Journal. Mr. Thomas noted the RFP references twenty residential units, however, there are currently ten rentable units, fourteen after the OBL duplexes are leased. Ms. Thomas also inquired about a complete bid package for Mr. Martin to give to potential bidders. Mr. Dangelo stated the bid package should consist of the RFP document, cover letter and lease detail spreadsheet. Mr. Baylor stated the committee would provide a summary for Ms. Thomas to post in the News Journal.

Mr. Baylor pointed out that Mr. Dangelo has been added to the Governance and Personnel Committee.

VII. Delaware City Communications - Mr. Baylor provided the following updates and comments:

- MOU for Streets - A few months back, Delaware City Council passed a resolution for a MOU between the City and Fort DuPont regarding streets. Delaware City wants to engage with FDRPC’s new leadership to move discussions forward. There are several issues to work out and there will be future meetings- some will not be public, but most *will* be public - to address various issues regarding streets, stormwater management, open space, and police services. Mr. Baylor emphasized this process will be conducted with public input.
- Garbage Service - Garbage pickup in the Canal District is the responsibility of the City; if there are problems with service, residents should contact the City.
- Resident Concerns - If Fort DuPont residents have issues or complaints regarding the Fort, they are asked to go the Corporation *first* and allow the Corporation the opportunity to resolve issues before contacting the City because this is where first, because that is where (the process) should start.
- Entrance Improvement Project - Mr. Baylor provided a brief history of the entrance area. A Traffic Impact Study (TIS) was completed and DelDot permitted new construction of 50 units until the entrance to the Fort was improved. It was later re-evaluated, expanded to 55 units, then expanded to 65 units (current), with the understanding once the roundabout was completed, new construction could continue. The later agreement between Fort DuPont and Blue Water Development called for the roundabout to be completed to facilitate the campground. Prior to the roundabout construction starting this spring, various parties raised concerns and the work was halted, and all future options would be brought to the public for review.
- In the meantime, it was learned the section of roadway between the 5th Street bridge and the Reedy Point Bridge belongs to the Army Corps of Engineers (ACOE). The ACOE and DelDot are now working on an agreement to give DelDot authority over that section of roadway. Entrance work is on hold, no permits can be issued, until this transfer takes place.

- Legislators will meet with city officials and engineers to review the identified entrance options. After that, there will be public meetings to present the options and get the public's input. Deldot has stated provisions will be made during construction so that the road will not have to be completely shut down, which eliminates the need for using the Promenade as an emergency access road.
- The ACOE is ready to issue an RFP for the St George's bridge which will mean closing the bridge completely for eighteen months, or allowing one way traffic only, for 24 months. ACOE will also issue another RFP for Reedy Point Bridge soon. Therefore, the Fort entrance is time sensitive so that the project is not caught in between work on the bridges. There will be adequate public notice for public workshops.

Mr. Baylor asked Mr. Slotter, Mr. Smith, Mr. Parets or Ms. Lee if they had any additional comments to add regarding Delaware City communications. Mr. Smith stated he heard comments at a recent council meeting the wastewater treatment plant is at capacity. Mr. Baylor stated that is yet to be determined - New Castle County will need to do an inspection of its sewer system to determine capacity because the city does not have the technical expertise to inspect sewer systems.

VIII. New Business – Mr. Baylor commented that HB355 is expected to be signed by the Governor soon. Once that takes place everyone will receive an email about what will happen.

Ms. Lee said residents have expressed concern regarding the pond at 1303 Officers Row, is there a maintenance issue? Mr. Martin responded the pond has been drained, will be filled again, a pump installed to keep water moving and a fence put around it for safety. Ms. Lee gave an update for the DHPC (see VI. Committee Reports, above).

Mr. Parets commented he didn't agree with Mr. Baylor participating as a non-voting board member on the grounds it would be a conflict of interest. Mr. Parets stated when the board was expanded to include five members from Delaware City to give the city a fair voice in the expanded board. Mr. Parets encouraged Mr. Baylor to continue his role as a voting board member once he is no longer Chair. After some discussion, Mr. Baylor summarized he feels it's in the City's best interest he is not a voting member. Mr. Forsten commented there could be future issues on which the Fort and City are not aligned, and to avoid any potential conflict, it's in the best interest of the Corporation and the City for the Town Manager to be a non-voting member.

IX. Public Comment – Frank Burns stated after reading the recent article in the Weekly, he has concerns about language in the legislation that allows the Corporation to sell or rent Fort DuPont property free from any constraints other than applicable Delaware law. He stated he is not accusing anyone or expecting any malfeasance, however, believes this creates an open door for possible corruption. He encouraged the Board to approach legislators about placing parameters on such authority.

Karen Igou commented on the importance of wetlands, and she brought handouts she created about wetlands, which she left for the public to take. She expressed concerns about the wetlands at Grass Dale and their role in helping with flooding. She spoke with Mr. Burbage's office (Blue Water Development) and stated they are helping her consider leading a watch group that would help the project move forward with less impact on wetlands.

Mike Graci asked if any consideration has been given to the feasibility of integrating solar resources at the Fort.

X. Adjourn - A motion to adjourn the meeting was made by Mr. Parets, seconded by Mr. Garvin. Motion carried.



Executive Director Monthly Report
For the period August 1, 2022 to August 31, 2022
September 7, 2022

Our board meeting will be held on September 14, 2022 at 8:30 a.m. at the Delaware City Fire Hall. Board packets will be distributed via email (as a pdf attachment) on September 7, 2022.

Board Appointments status. As a result of the passage of HB 355, the board of directors of FDRPC has been reconstituted. Here is the status of appointments to the board:

John McMahon, Chair	Appointed by Governor Carney.
Hon. Shawn Garvin, Secretary	Appointed. Ex officio.
Ruth Ann Jones, Controller General of State of Delaware Bert Scogletti, Treasurer	Appointed. Ex officio. Designee of Ruth Ann Jones.
Courtney Stewart, Office of Management and Budget	Appointed. Designee of OMB.
David Edgell, Office of State Planning Coordination	Appointed. Ex officio.
Kurt Forman, Delaware Prosperity Partnership	Appointed. Ex officio.
Rony Baltazar-Lopez, Dept. of State	Appointed. Ex officio. Designee of Secretary of State.
David Baylor, City Manager, Delaware City	Appointed. Ex officio.
Kevin Whitaker, resident of Delaware City	Appointed by Senate President Pro Tempore.
Sen. Nicole Poore, co-chair Capital Improvements Committee	Appointed. Ex officio. Designee pending.

Rep. Debra Heffernan, co-chair Capital Improvements Committee	Appointed. Ex officio. Designee pending.
Resident of Fort DuPont appointed by Speaker of the House.	Pending.
Resident of Fort DuPont appointed by Governor.	Pending.
Resident of Delaware City appointed by Governor.	Pending.

Capital Projects

There are currently numerous open capital projects.

- **Entranceway.** Verdantas is continuing its investigation into the feasibility of the “right in, right out” option, with a special focus on the potential impact this may have on the piers of the Reedy Street bridge. We expect to have a preliminary briefing on their findings by September 30, 2022. On August 24, 2022 the Army Corps of Engineers announced their decision to close down the St. George’s Bridge bi-directionally for a re-decking project. This news was surprising, as many in the community had argued for not taking this action and leaving one lane of travel open throughout the project. The project will commence in Spring 2023 and is estimated to take 16 months to complete. The challenge this presents is that it will limit any additional road construction on Route 9 during that period, as Route 9 is designated as an emergency and evacuation route.
 - Note: Without resolution on the entranceway issue, FDRPC will effectively be capped on the number of new permits.
 - July 2022 report: This project was originally designed as a roundabout. Public input and participation was insufficient on the part of FDRPC and after a successful bid and award, the project was paused in February 2022 due to concerns from the community. After discussions with the Army Corps of Engineers, Delaware City, and Verdantas (who serves as FDRPC’s engineer), the decision was made to investigate the feasibility (financial and otherwise) of a “right in, right out” option. An initial study is underway by Verdantas at FDRPC’s request.
- **Canal Bank revetment.** FDRPC is still awaiting status from the Army Corps of Engineers on this project.
 - July 2020 report: This project involves the south side of the Branch Canal, which runs to the north of the Canal District homes which are now occupied. The project is currently in permitting with the Army Corps of Engineers.

- **Marina Village.** This project was tabled by the Delaware City Planning Commission on August 1, 2022. The next meeting of the Delaware City Planning Commission is scheduled for September 12th at 6:30 p.m.
 - July 2022 report. This is the next phase of residential development, with a total of 130 twin and stacked townhouses. The developer is U.S. Home Corporation dba as Lennar. The project has just begun the local government approval process with Delaware City. This process includes separate processes for a Special Use Permit, which will allow for townhomes to be built, and then the Planning Commission and City Council approval of the Record Plan.
 - FDRPC appeared at three public meetings as part of our efforts to ensure communication with the community. On August 1st, the project was presented at the Planning Commission; on August 2nd, the project was presented for informational purposes to the Delaware City Historic Preservation Commission; and on August 3rd, an informational meeting was held with residents of Fort DuPont. Special thanks to Richard Forsten for his efforts on our behalf during my unplanned absence during these meetings.
- **DNREC Archive building and DNREC Maintenance Shop.** Both of these projects are designed and currently in permitting.
- **Building 26 and 27.** These are two side-by-side duplexes which are in the process of rehabilitation into four separate units. These will be owned by FDRPC and leased as residential units to the public. This project is in permitting.
- **Bike and Pedestrian Path.** This path includes a raised trail which begins at the Branch Canal and proceeds along the east, south, and west side of the campus, terminating at the entrance. The plan is currently at a 30% design stage.
- **Recreation Park.** The recreation park is planned to hold tennis courts, pickleball courts, basketball courts, and a dog park. The plan is currently at a 15% design stage.
- **Chapel.** The exterior envelope is at 75% completion, with the need for window rehabilitation and some site work. The interior envelope has not been rehabilitated and the building is not usable. A design is in hand for the interior. FDRPC is going to explore private funding options.
- **Theater.** The exterior envelope is at 75% completion, with the need for window rehabilitation and some site work. The interior envelope has not been rehabilitated and the building is not usable. A design is in hand for the interior. FDRPC is going to explore private funding options.

Community Interaction

- **Delaware City Council meetings.** I attended the Delaware City Council meeting on August 15, 2022 and provided a brief overview of capital projects.
- **Delaware City Days Committee meetings.** I attended the August 25, 2022 meeting of the Delaware Day Committee.
- **Meeting and communication with Fort DuPont residents.** I have met and/or communicated with a number of residents of Fort DuPont during the past month. The communications are oftentimes related to misinformation which is in the community about construction issues or future development. Each interaction has been pleasant and amiable, but it speaks to the larger need for FDRPC to hold a community meeting with Fort DuPont residents (and Delaware City residents at-large, as well) and present our messaging.
- **Meeting with Delaware City residents interested in Post Theater restoration.** A second meeting was held with two residents of Delaware City who expressed an early interest in the restoration of the Post Theater. The second meeting was held on site at the theater with a brief tour of the building. A working group will now be convened to include more members of the community in establishing a vision for this project.

On the Horizon

- **Potential action items at September 14, 2022 Board of Directors meeting.** There are five (5) action items for the Board on the agenda for the September 14, 2022. Each action item will have an accompanying Action Form which describes the proposed action, fiscal impact (if any), and staff or committee recommendation.
 - July 2022 report: Pending final approval of the agenda for the September 14, 2022 Board meeting by Chair John McMahon, there will likely be a number of action items for board approval. We will be distributing packets via email on September 7, 2022. This includes changes to the by-laws, approval of a property management contract, and the disposition of some FDRPC real estate.

ACTION FORM

September 14, 2022	Action Item: 2022-09-14-01
Subject:	Proposed By-Law Changes
Related project:	None
Prepared by:	Courtney Stewart Bert Scogletti Pam Scott
Expenditure Req'd:	None
Amount Budgeted:	N/A
Funding Source/Code	N/A
Recommended Action:	Approval of proposed by-law changes.
Background and Analysis:	The proposed by-laws incorporate the changes necessitated by the passage of HB 355 by the Delaware General Assembly in 2022.

**FOURTH AMENDED AND RESTATED BYLAWS OF THE FORT DUPONT
REDEVELOPMENT AND
PRESERVATION CORPORATION**

ARTICLE I - DEFINITIONS

For purposes of these Bylaws:

“Act” means the Fort DuPont Redevelopment and Preservation Act, 7 Del. C. §§ 4730 *et seq.*, attached hereto as Exhibit A, as the same may be amended from time to time.

“Board” means the Board of Directors of the Corporation.

“Bylaws” means these Bylaws of the Fort DuPont Redevelopment and Preservation Corporation, as the same may be amended from time to time.

“Certificate” means the Second Amended and Restated Certificate of Incorporation of the Fort DuPont Redevelopment and Preservation Corporation dated July 26, 2019, as the same may be amended from time to time in accordance with the Act.

“Chair” shall mean the Chair of the Board of Directors appointed by the Governor in accordance with § 4733(b)(1) of the Act.

“Committee” shall mean any committee (including, but not limited to, the Executive Committee, a Sub-Committee or Implementation Committee) established by the Board of Directors.

“Corporation” means the Fort DuPont Redevelopment and Preservation Corporation.

“Delaware City Representative” means the City Manager of the City of Delaware City in an ex officio capacity in accordance with § 4733(b)(9) of the Act, a Director duly appointed to the Board by the President Pro Tempore of the Delaware Senate in accordance with § 4733(b)(11) of the Act, and a Director duly appointed to the Board by the Governor in accordance with § 4733(b)(13) or (b)(9) of the Act.

“DNREC” means the Delaware Department of Natural Resources and Environmental Control.

“Director” means a member of the Board of Directors of the Corporation duly appointed by the appropriate appointing authority in accordance with the Act.

“Fort DuPont Complex” shall have the meaning set forth in the Act.

“Fort DuPont Representative” means a Director who is a resident of Fort DuPont and is duly appointed to the Board by the Speaker of the House in accordance with § 4733(b)(10) of the Act, and a Director who is a resident of Fort DuPont and is duly appointed to the Board by the Governor in accordance with § 4733(b)(12) of the Act.

“Officer(s)” shall have the meaning set forth in Article IV, Section 1 of these Bylaws.

“Redevelopment Plan” means the draft master plan for the redevelopment of the Fort DuPont Complex dated October 2013, as may be amended from time to time by the Board, which is intended to guide the redevelopment of the Fort DuPont Complex.

“State of Delaware Representative” means any Director duly seated, appointed, or designated to the Board in accordance with §§ 4733(b)(1) through and including (b)(8) of the Act.

ARTICLE II - BOARD OF DIRECTORS

Section 1. Election and Appointment.

(a) The Board Appointed Directors shall be elected to the Board of Directors within ninety (90) days of the adoption of these By-Laws. The Board of Directors shall designate the duty of nominating persons to serve as Board Appointed Directors to an appropriate Subcommittee, which shall bring such nominations to the floor for vote at the next regularly scheduled meeting of the Board of Directors following such designation; provided, however, that nothing herein shall prevent any Board of Director from bringing a separate nomination to the floor for vote at such meeting outside of the Sub-Committee. Any Board Appointed Director shall be elected by majority vote of the Board of Directors, and shall serve at the pleasure of the Board of Directors. Any nomination submitted consistent with this Article II, Section 1(a) shall, to the extent possible, state the candidates expertise, if any, in one or more of the fields or areas set forth in § 4733(b) of the Act. Board Appointed Directors may not appoint a designee to serve in their stead.

(b) Any vacancy created by the resignation or early departure of a Board of Director shall be filled by the appointing authority within sixty (60) days.

Section 2. Regular Meetings.

(a) Regular meetings of the Board of Directors shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Chair and publicized among all Directors. Preference shall be given to holding meetings of the Board at a location at the Ft. DuPont Complex or within the City of Delaware City, to the extent such location is practicable for each such meeting. Minutes of all meetings shall be maintained.

(b) Notice of the place, date, and time of each regular meeting shall be given to each Director (unless waived) on not less than seven (7) days before the meeting, in the manner set forth in Article V, Section 1 of these Bylaws.

Sections. Special Meetings.

(a) Special meetings of the Board of Directors may be called by the Chair or by one-third (1/3) of the Directors then in office. Special meetings shall be held at such place, on such date, and at such time as the Chair or as such Directors shall fix, as the case may be.

(b) Notwithstanding Article V, Section 1 of these Bylaws, of the place, date, and time of each special meeting shall be given each Director by whom it is not waived only by personal delivery, by electronic mail, or by facsimile as soon as is practicable, but in no event less than twenty-four (24) hours before the meeting. Delivery of such notice shall be in accordance with

Article V, Sections 1(a)(1), 1 (a)(ii), and l(a)(v) of these Bylaws.

(c) Unless otherwise indicated in the notice of such meeting, in any provision of these Bylaws, in the Act, or in any other applicable provision of law, any and all business of the Corporation may be transacted at a special meeting called hereunder.

Section 4. Quorum.

In accordance with the Act, a majority of the total number of Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

Section 5. Participation in Meetings by Teleconferences.

(a) Members of the Board of Directors, or the members of any Committee thereof, may participate in a meeting of such Board or Committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other.

(b) For all purposes hereunder, participation at any meeting of the Board of Directors in accordance with this Section shall constitute presence in person at such meeting.

Section 6. Conduct of Business.

(a) At any meeting of the Board of Directors, business shall be transacted in accordance with applicable Delaware law in such order and in such manner as the Board may from time to time determine.

(b) All matters shall be determined by the affirmative vote of a majority of Directors present at any meeting, except as otherwise required by the Act or other applicable provision of law.

Section 7. Powers.

(a) Except as prohibited or restricted by the Certificate, the Act, or any other provision of applicable law, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, including, without limiting the generality of the foregoing, the power:

(i) To remove officers of the Corporation except the Chair, and from time to time to confer the powers and duties of such officers, except the Chair, upon any other person for the time being;

(ii) To confer upon any officer of the Corporation the power to appoint, remove, and suspend subordinate officers, employees, and agents;

(iii) To adopt from time to time regulations and implement policies, not inconsistent with these Bylaws, for the management of the Corporation's business and affairs;

(iv) To act generally in a planning and development capacity, and in connection therewith, to hold, own, preserve, develop, improve, construct, rent, lease, sell, or otherwise acquire or dispose of any real property, including without limitation any real property comprising the Fort

DuPont Complex or any portion thereof transferred to the Corporation; provided, however that the power of this subsection (iv) does not exempt development and construction on the Fort DuPont Complex from otherwise applicable environmental law and regulatory requirements. All activity on the Fort DuPont Complex must comply with otherwise applicable permitting processes of DNREC.

(v) To employ an executive director and such deputies and assistants as may be necessary or desirable, and to retain by contract such legal counsel, engineers, advisors, and other providers of professional services;

(vi) To borrow money or accept contributions, grants, or other financial assistance from the federal government, the State, any locality or political subdivision, any agency or instrumentality thereof, or any source, public or private, for or in aid of any project of the Corporation, and to these ends, to comply with such conditions and enter into such mortgages, trust indentures, leases, or other contracts and agreements as may be necessary or desirable;

(vii) To have and exercise any and all powers available to the Corporation organized pursuant to Chapter 1 of Title 8, the Delaware General Corporation Law that are not inconsistent with the provisions of Chapter 47 of Title 7 of the Delaware Code;

(viii) To recover costs for the use of, or the benefit derived from, the services or facilities provided, owned, operated, or financed by the Corporation benefiting property within the Fort DuPont Complex; and

(ix) To take such other lawful actions that are consistent with the purposes of the Act as may be necessary or desirable to oversee, manage, and implement the redevelopment and preservation of the Fort DuPont Complex in accordance with the Redevelopment Plan and the provisions of this Act.

(b) Notwithstanding the generality of the foregoing, in accordance with the Act and the Certificate of Incorporation, approval of the Delaware General Assembly shall be required:

(i) To amend the Certificate of Incorporation; or

(ii) To effect a merger or dissolution of the Corporation.

Section 8. Compensation of Directors.

Directors may be reimbursed for necessary expenses to be paid only from funds of the Corporation, and may not receive any other compensation for services to the Corporation as Directors.

ARTICLE III - COMMITTEES

Section 1. Committees of the Board of Directors.

(a) The Board of Directors may from time to time establish Committees and may appoint the members of the Board to serve thereon (including, if the Board desires, Directors to serve as alternate members of any such Committee). Each Committee shall have such powers as are

conferred by these Bylaws or by the Board of Directors.

(b) The Chair of the Board shall appoint the chair of any Committee from among the members of such Committee.

(c) Committees shall exist, and the members thereof shall serve, at the pleasure of the Board; provided, however, that the Chair of the Board shall serve on and as chair of any Executive Committee established by the Board of Directors.

Section 2. Executive Committee.

(a) The Board of Directors may establish an Executive Committee. The Chair of the Board shall serve on and as chair of any Executive Committee as established by the Board.

(b) For any credit card purchase by the Corporation in excess of \$500.00, such purchase must be approved by two (2) members of the Executive Committee.

(c) Any Executive Committee established by the Board of Directors shall have and may exercise, between meetings of the Directors, all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; provided, however, that such Executive Committee shall not have the power to act, or recommend that the Board take action, with respect to:

(i) Any amendment to the Certificate of Incorporation, any merger or dissolution of the Corporation, or any other matter that hereafter may require the approval of the General Assembly pursuant to the Act;

(ii) The sale, lease or exchange of all or substantially all of the Corporation's property and assets;

(iii) The appointment of Directors to the Executive Committee;

(iv) The amendment or repeal of these Bylaws;

(v) Any action or matter expressly required by the Delaware General Corporation Law to be submitted to Directors of the Corporation for approval; or

(vi) Any transaction on behalf of the Corporation having a dollar value of \$50,000 or more.

Sections. Sub-Committees.

(a) The Board of Directors may, from time to time, establish Sub-Committees as needed to assist the Corporation in fulfilling its purposes and obligations.

(b) Unless otherwise expressly stated by the Board of Directors in the resolution constituting the Sub-Committee or in these By-Laws, any Sub-Committee formed pursuant to these By-Laws shall have advisory powers only and may not make any decisions that are binding on the Board of Directors and/or the Corporation. The Board of Directors may, in its discretion, constitute

a Sub-Committee that has both an advisory and implementation purpose and, in such case, the Board of Directors shall designate which powers of the Sub-Committee are advisory in nature and which are not.

(c) The Board shall determine the number of members appointed to each Subcommittee at the time each Sub-Committee is constituted, and nothing herein shall require each Sub-Committee to have the same number of members.

(d) The Board shall also determine, on a case by case basis, the type of individualized, specialized or other relevant expertise or experience required of members for the applicable Sub-Committee and shall make appointments accordingly.

(e) Membership on a Sub-Committee shall not be limited to members of the Board of Directors and the Board of Directors may appoint members of the Board, employees of the Corporation and/or members of the general public as the Board deems fit to serve on a Sub-committee; provided, however, that at least one (1) member of the Board must be appointed to each Sub-Committee and shall serve as the chair of such Committee.

(f) The Board may, in its sole discretion, appoint one person to serve on more than one Sub-Committee at any period of time.

(g) Each Sub-Committee established in accordance with this Section shall have such powers as are conferred by these Bylaws and/or any rules governing such Sub-Committee as established by the Board of Directors.

(h) The Board in its discretion may change, alter or repeal any powers of any Subcommittee at any time in its discretion.

Section 4. Conduct of Business.

(a) Each Committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided herein or as otherwise required by the Act or other provisions of applicable law. Adequate provision shall be made for notice to members of all meetings.

(b) For each Committee meeting, a majority of such members shall constitute a quorum, and all matters shall be determined by a majority vote of the members of the Committee present at the meeting.

(c) Action may be taken by any Committee without a majority if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of such Committee.

ARTICLE IV - OFFICERS

Section 1. Generally.

(a) The Officers of the Corporation shall include the Chair, Vice Chair, Treasurer, Secretary, and any other Officer duly elected, appointed, or designated in accordance with this

Article IV.

(b) No later than sixty (60) days following the date of the Board's approval of these Bylaws, the Board by majority vote shall elect a Vice Chair, Treasurer, and Secretary, who shall serve for terms of one (1) year each. Officers hereunder may be reelected.

(c) In addition to the foregoing, the Board by majority vote may elect such other Officers as may be necessary or desirable in fulfilling the purposes of the Corporation. Unless otherwise specified by the Board, such Officers shall serve for terms of one (1) year each and may be reelected.

Section 2. Vice-Chair.

The Vice-Chair shall be selected by the Board from among its membership and shall perform the duties of the Chair in the event that the Chair is unable to perform such duties, and shall also perform such other duties as the Board may from time to time prescribe.

Section 3. Treasurer.

The Controller General or the Controller General's designee shall serve as Treasurer of the Board in accordance with the provisions of §4733(g) of the Act. The Treasurer shall have the responsibility for maintaining the financial records of the Corporation. He or she shall make such disbursements of the funds of the Corporation as are authorized and shall render from time to time an account of all such transactions and of the financial condition of the Corporation. The Treasurer shall also perform such other duties as the Board of Directors may from time to time prescribe.

Section 4. Secretary.

The Secretary shall issue all authorized notices for, and shall keep minutes of, all meetings of the Board of Directors. He or she shall have charge of the corporate books and shall perform such other duties as the Board of Directors may from time to time prescribe. For so long as DNREC, the sole member of the Corporation, provides staff assistance to the Corporation, the

Secretary of DNREC or his or her designee shall serve as the Secretary of the Board.

Section 5. Delegation.

The Board of Directors may from time to time delegate the powers or duties of any officer other than the Chair to any other officer or agents, notwithstanding any provision hereof.

ARTICLE V - NOTICES

Section 1, Notices.

(a) Whenever, notice is required to be given to Directors under the provisions of the Certificate, these Bylaws, the Act, or any other applicable provision of law, such notice shall be in writing and may be given:

(i) By email, which shall be the preferred form of notice, sent to the email address at which the Director has consented to receive such notice;

- (ii) By personal delivery;
- (iii) By courier service (including, without limitation, Federal Express);
- (iv) By U.S. mail (including, without limitation Certified U.S. Mail), such addressed to each Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid; or

(b) Notice shall be deemed to have been given as follows:

(i) If by email or fax, when sent to the email address or fax number at which the Director has consented to receive notice;

(ii) If by personal delivery, courier service, or Certified U.S. Mail, upon delivery;

(iii) If by U.S. mail, three (3) business days following the date upon which same was deposited in the United States mail.

(d) An affidavit of the Secretary or other officer or agent of the Corporation that notice has been given in the form set forth in this Section 1(a), in the absence of fraud, shall be *prima facie* evidence of the facts stated therein.

Section 2. Waivers.

A written waiver of any notice signed by a Director, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be given to such Director. Neither the business nor the purpose of any meeting need be specific in such a waiver.

ARTICLE VI - LIABILITY OF DIRECTORS AND OFFICERS

Section 1. Indemnification.

(a) No Director, Officer or member of a Committee shall be personally liable to the Corporation or any of its members for monetary damages for breach of fiduciary duty as a Director, except for liability:

(i) For any breach of the Director's, Officer's or member of a Committee' duty of loyalty to the Corporation or its members;

(ii) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or

(iii) For any transaction from which the Director, Officer or member of a Committee derived an improper personal benefit.

(b) Any repeal or modification of this Article by the members of the Corporation shall not adversely affect any right or protection of a Director, Officer or member of a Committee of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

Section 2. Right to Advancement of Expenses.

The right to indemnification conferred in Section 1 of this Article VI shall include the right to be paid by the Corporation the expenses (including attorney's fees) incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the Delaware General Corporation Law requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a Director or officer (and not in any other capacity in which service was or is rendered by such indemnitee) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this Section or otherwise.

The rights to indemnification and to the advancement of expenses conferred in Sections 2 and 3 of this Article VI shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators.

Sections. No Liability for Debts of Corporation.

No Director, Officer or member of a Committee shall be personally liable for the payments of debts of the Corporation, except such Directors, Officers or members of a Committee may be liable by reason of their own conduct or acts.

Section 4. Non-Exclusivity of Rights.

The rights to indemnification and to the advancement of expenses conferred in this Article VI shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Certificate of Incorporation, these Bylaws, agreement, vote of disinterested directors or otherwise.

Section 5. Insurance.

The Corporation may maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law. The procurement of insurance by the Corporation under this section does not supersede or negate any immunity from liability provided by law.

ARTICLE VII - MISCELLANEOUS

Section 1. Applicability of Freedom of Information Act.

The Corporation shall be governed by and shall adhere to all applicable provisions of Delaware's Freedom of Information Act, 29 Del. C. §§ 10001 *et seq.* ("FOIA").

Section 2. Photocopy Signatures.

Photocopy signatures of any officer or officers of the Corporation may be used whenever and as authorized by the Board of Directors or a Committee thereof.

Sections. Corporate Seal.

The Board of Directors may provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary. If and when so directed by the Board of Directors or a Committee thereof, duplicates of the seal may be kept and used by the Treasurer or any other officer designated by the board.

Section 4. Reliance Upon Books, Reports and Records.

Each Director, each member of any Committee designated by the Board of Directors, and each officer of the Corporation shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books of account or other records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of its officers or employees, or Committees of the Board of Directors so designated, or by any other person as to matters which such Director or Committee member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

Section 5. Fiscal Year.

The fiscal year of the Corporation shall be fixed by the Board of Directors.

Section 6. Time Periods.

In applying any provision of these Bylaws which requires that an act be done or not be done a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, the day of the doing of the act shall be excluded, and the day of the event shall be included.

Section 7. Conflicts of Interest Policies.

The Board of Directors shall adopt and maintain conflict of interest policies, which shall apply to all Board members, Sub-Committee Members, employees and agents of the Corporation.

Section 8. Continuing Duties of the Corporation.

The Corporation shall prepare and submit an annual report of its activities during the previous year to the Governor and the Chair and Co-Chair of the Capital Improvement Committee of the General Assembly by January 1 of each year. Such annual report shall include the following:

- (a) A complete list and explanation of all land is has acquired within the previous twelve (12) months;
- (b) A complete list and explanation of all development projects that may impact wetlands;
- (c) An enumeration of all projects and services provided by Homeowners Association

fees, and explanation of any duplication with services provided by Delaware City.

The Corporation shall prepare and submit an annual audit which shall be provided to the Governor and the Chair and Co-Chair of the Capital Improvement Committee of the General Assembly by January 1 of each year.

Section 9. Contracting/Purchases

Checks from the Corporation greater than \$10,000.00 require the signatures of the Treasurer and either the Chair or Vice-Chair of the Board.

The Corporation shall adopt a policy for hiring and contracting for services that is designed to be impartial and merit-based.

All contracts for the purchase, sale or lease of land must be signed by the Executive Director and the Chair of the Board.

ARTICLE VIII - MEMBERS

The Corporation is a membership corporation and in accordance with the Act, DNREC shall be the sole member of the Corporation. The Member shall have no power to elect or remove Directors, as the composition of the Corporation's Board of Directors is mandated by the Act.

ARTICLE IX- AUDITS OR REVIEWS

The Fort DuPont Redevelopment and Preservation Corporation's books and its various financial records shall be reviewed or audited within ninety (90) calendar days after the close of each fiscal year by a certified public accountant or firm thereof, said CPA or firm to be selected by the Finance Committee, subject to the approval of the Board. The Finance Committee will determine annually whether a review or audit will be prepared for each fiscal year. To the extent the members of the Finance Committee cannot reach unanimous agreement as to whether a review or audit should be prepared for a particular fiscal year, a summary of the opinions on such topic shall be provided to the Board for determination. A copy of said report or audit shall be presented to the Board for Board approval at its next regular or special meeting following completion of the review or audit.

ARTICLE X - AMENDMENTS

These Bylaws may be amended or repealed by the Board of Directors.

I hereby certify that these revised Bylaws were adopted by the Board of Directors on the _____ day of _____, 2022.

John McMahon

Chairperson

~~THIRD~~FOURTH AMENDED AND RESTATED BYLAWS OF THE FORT DUPONT
REDEVELOPMENT AND
PRESERVATION CORPORATION

ARTICLE I - DEFINITIONS

For purposes of these Bylaws:

“Act” means the Fort DuPont Redevelopment and Preservation Act, 7 Del. C. §§ 4730 *et seq.*, attached hereto as Exhibit A, as the same may be amended from time to time.

“Board” means the Board of Directors of the Corporation.

~~“Board Appointed Director” means any Director duly seated, appointed, or designated to the Board in accordance with §§ 4733(b)(10) of the Act.~~

“Bylaws” means these Bylaws of the Fort DuPont Redevelopment and Preservation Corporation, as the same may be amended from time to time.

“Certificate” means the Second Amended and Restated Certificate of Incorporation of the Fort DuPont Redevelopment and Preservation Corporation dated July 26, 2019, as the same may be amended from time to time in accordance with the Act.

“Chair” shall mean the Chair of the Board of Directors appointed by the Governor in accordance with § 4733(b)(1) of the Act.

“Committee” shall mean any committee (including, but not limited to, the Executive Committee, a Sub-Committee or Implementation Committee) established by the Board of Directors.

“Corporation” means the Fort DuPont Redevelopment and Preservation Corporation.

“Delaware City Representative” means ~~any~~the City Manager of the City of Delaware City in an ex officio capacity in accordance with § 4733(b)(9) of the Act, a Director duly appointed to the Board by the President Pro Tempore of the Delaware Senate in accordance with § 4733(b)(11) of the Act, and a Director duly appointed to the Board by the ~~City of Delaware City~~Governor in accordance with § 4733(b)(~~8~~13) or (b)(9) of the Act.

“DNREC” means the Delaware Department of Natural Resources and Environmental Control.

“Director” means a member of the Board of Directors of the Corporation duly appointed by the appropriate appointing authority in accordance with the Act.

~~“Ft.~~Fort DuPont Complex” shall have the meaning set forth in the Act.

“Fort DuPont Representative” means a Director who is a resident of Fort DuPont and is duly appointed to the Board by the Speaker of the House in accordance with § 4733(b)(10) of the Act, and a Director who is a resident of Fort DuPont and is duly appointed to the Board by the Governor in accordance with § 4733(b)(12) of the Act.

“Officer(s)” shall have the meaning set forth in Article IV, Section 1 of these Bylaws.

“Redevelopment Plan” means the draft master plan for the redevelopment of the Fort DuPont ~~complex~~Complex dated October 2013, as may be amended from time to time by the Board, which is intended to guide the redevelopment of the Fort DuPont Complex.

“State of Delaware Representative” means any Director duly seated, appointed, or designated to the Board in accordance with §§ 4733(b)(1) through and including (b)(~~7~~8) of the Act.

ARTICLE II - BOARD OF DIRECTORS

Section 1. Election and Appointment.

(a) The Board Appointed Directors shall be elected to the Board of Directors within ninety (90) days of the adoption of these By-Laws. The Board of Directors shall designate the duty of nominating persons to serve as Board Appointed Directors to an appropriate Subcommittee, which shall bring such nominations to the floor for vote at the next regularly scheduled meeting of the Board of Directors following such designation; provided, however, that nothing herein shall prevent any Board of Director from bringing a separate nomination to the floor for vote at such meeting outside of the Sub-Committee. Any Board Appointed Director shall be elected by majority vote of the Board of Directors, and shall serve at the pleasure of the Board of Directors. Any nomination submitted consistent with this Article II, Section 1(a) shall, to the extent possible, state the candidates expertise, if any, in one or more of the fields or areas set forth in § 4733(b) of the Act. Board Appointed Directors may not appoint a designee to serve in their stead.

(b) Any vacancy created by the resignation or early departure of a Board of Director shall be filled by the appointing authority within sixty (60) days ~~and~~.

Section 2. Regular Meetings.

(a) Regular meetings of the Board of Directors shall be held at such place or places, on such date or dates, and at such time or times as shall have been established by the Chair and publicized among all Directors. Preference shall be given to holding meetings of the Board at a location at the Ft. DuPont Complex or within the City of Delaware City, to the extent such location is practicable for each such meeting. Minutes of all meetings shall be maintained.

(b) Notice of the place, date, and time of each regular meeting shall be given to each Director (unless waived) on not less than seven (7) days before the meeting, in the manner set forth in Article V, Section 1 of these Bylaws.

Sections. Special Meetings.

(a) Special meetings of the Board of Directors may be called by the Chair or by one-third (1/3) of the Directors then in office. Special meetings shall be held at such place, on such date, and at such time as the Chair or as such Directors shall fix, as the case may be.

(b) Notwithstanding Article V, Section 1 of these Bylaws, of the place, date, and time of each special meeting shall be given each Director by whom it is not waived only by personal

delivery, by electronic mail, or by facsimile as soon as is practicable, but in no event less than twenty-four (24) hours before the meeting. Delivery of such notice shall be in accordance with Article V, Sections 1(a)(1), 1 (a)(ii), and l(a)(v) of these Bylaws.

(c) Unless otherwise indicated in the notice of such meeting, in any provision of these Bylaws, in the Act, or in any other applicable provision of law, any and all business of the Corporation may be transacted at a special meeting called hereunder.

Section 4. Quorum.

In accordance with the Act, a majority of the total number of Board of Directors shall constitute a quorum at any meeting of the Board of Directors.

Section 5. Participation in Meetings by Teleconferences.

(a) Members of the Board of Directors, or the members of any Committee thereof, may participate in a meeting of such Board or Committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other.

(b) For all purposes hereunder, participation at any meeting of the Board of Directors in accordance with this Section shall constitute presence in person at such meeting.

Section 6. Conduct of Business.

(a) At any meeting of the Board of Directors, business shall be transacted in accordance with applicable Delaware law in such order and in such manner as the Board may from time to time determine.

(b) All matters shall be determined by the affirmative vote of a majority of Directors present at any meeting, except as otherwise required by the Act or other applicable provision of law.

Section 7. Powers.

(a) Except as prohibited or restricted by the Certificate, the Act, or any other provision of applicable law, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, including, without limiting the generality of the foregoing, the power:

(i) To remove officers of the Corporation except the Chair, and from time to time to confer the powers and duties of such officers, except the Chair, upon any other person for the time being;

(ii) To confer upon any officer of the Corporation the power to appoint, remove, and suspend subordinate officers, employees, and agents;

(iii) To adopt from time to time regulations and implement policies, not inconsistent with these Bylaws, for the management of the Corporation's business and affairs;

(iv) To act generally in a planning and development capacity, and in connection

therewith, to hold, own, preserve, develop, improve, construct, rent, lease, sell, or otherwise acquire or dispose of any real property, including without limitation any real property comprising the Fort DuPont Complex or any portion thereof transferred to the Corporation; provided, however that the power of this subsection (iv) does not exempt development and construction on the Fort DuPont Complex from otherwise applicable environmental law and regulatory requirements. All activity on the Fort DuPont Complex must comply with otherwise applicable permitting processes of DNREC.

(v) To employ an executive director and such deputies and assistants as may be necessary or desirable, and to retain by contract such legal counsel, engineers, advisors, and other providers of professional services;

(vi) To borrow money or accept contributions, grants, or other financial assistance from the federal government, the State, any locality or political subdivision, any agency or instrumentality thereof, or any source, public or private, for or in aid of any project of the Corporation, and to these ends, to comply with such conditions and enter into such mortgages, trust indentures, leases, or other contracts and agreements as may be necessary or desirable;

(vii) To have and exercise any and all powers available to the Corporation organized pursuant to Chapter 1 of Title 8, the Delaware General Corporation Law that are not inconsistent with the provisions of Chapter 47 of Title 7 of the Delaware Code;

(viii) To recover costs for the use of, or the benefit derived from, the services or facilities provided, owned, operated, or financed by the Corporation benefiting property within the Fort DuPont Complex; and

(ix) To take such other lawful actions that are consistent with the purposes of the Act as may be necessary or desirable to oversee, manage, and implement the redevelopment and preservation of the Fort DuPont Complex in accordance with the Redevelopment Plan and the provisions of this Act.

(b) Notwithstanding the generality of the foregoing, in accordance with the Act and the Certificate of Incorporation, approval of the Delaware General Assembly shall be required:

(i) To amend the Certificate of Incorporation; or

(ii) To effect a merger or dissolution of the Corporation.

Section 8. Compensation of Directors.

Directors may be reimbursed for necessary expenses to be paid only from funds of the Corporation, and may not receive any other compensation for services to the Corporation as Directors.

ARTICLE III - COMMITTEES

Section 1. Committees of the Board of Directors.

(a) The Board of Directors may from time to time establish Committees and may appoint

the members of the Board to serve thereon (including, if the Board desires, Directors to serve as alternate members of any such Committee). Each Committee shall have such powers as are conferred by these Bylaws or by the Board of Directors.

(b) The Chair of the Board shall appoint the chair of any Committee from among the members of such Committee.

(c) Committees shall exist, and the members thereof shall serve, at the pleasure of the Board; provided, however, that the Chair of the Board shall serve on and as chair of any Executive Committee established by the Board of Directors.

Section 2. Executive Committee.

(a) The Board of Directors may establish an Executive Committee. The Chair of the Board shall serve on and as chair of any Executive Committee as established by the Board.

(b) For any credit card purchase by the Corporation in excess of \$500.00, such purchase must be approved by two (2) members of the Executive Committee.

(c) ~~(b)~~ Any Executive Committee established by the Board of Directors shall have and may exercise, between meetings of the Directors, all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; provided, however, that such Executive Committee shall not have the power to act, or recommend that the Board take action, with respect to:

(i) Any amendment to the Certificate of Incorporation, any merger or dissolution of the Corporation, or any other matter that hereafter may require the approval of the General Assembly pursuant to the Act;

(ii) The sale, lease or exchange of all or substantially all of the Corporation's property and assets;

(iii) The appointment of Directors to the Executive Committee;

(iv) The amendment or repeal of these Bylaws;

(v) Any action or matter expressly required by the Delaware General Corporation Law to be submitted to Directors of the Corporation for approval; or

(vi) Any transaction on behalf of the Corporation having a dollar value of \$50,000 or more.

Sections. Sub-Committees.

(a) The Board of Directors may, from time to time, establish Sub-Committees as needed to assist the Corporation in fulfilling its purposes and obligations ~~as follows:~~

~~(1) Developing plans to implement recommendations from the redevelopment plan and tracking ongoing implementation efforts;~~

- ~~(2) — Reviewing and providing recommendations on proposals for the purchase, sale, lease or disposition of lands or buildings;~~
- ~~(3) — Providing guidance on updates to the redevelopment plan upon request by the Board or the executive director;~~
- ~~(4) — Providing recommendations on infrastructure improvement plans, budgets, or any other matters referred by the Board or the executive director; and~~
- ~~(5) — Recommending rules, regulations and policies to the Board; and~~
- ~~(6) — Performing any other function and duty as assigned or directed by the Board of Directors~~

(b) Unless otherwise expressly stated by the Board of Directors in the resolution constituting the Sub-Committee or in these By-Laws, any Sub-Committee formed pursuant to these By-Laws shall have advisory powers only and may not make any decisions that are binding on the Board of Directors and/or the Corporation. The Board of Directors may, in its discretion, constitute a Sub-Committee that has both an advisory and implementation purpose and, in such case, the Board of Directors shall designate which powers of the Sub-Committee are advisory in nature and which are not.

(c) The Board shall determine the number of members appointed to each Subcommittee at the time each Sub-Committee is constituted, and nothing herein shall require each Sub-Committee to have the same number of members.

(d) The Board shall also determine, on a case by case basis, the type of individualized, specialized or other relevant expertise or experience required of members for the applicable Sub-Committee and shall make appointments accordingly.

(e) Membership on a Sub-Committee shall not be limited to members of the Board of Directors and the Board of Directors may appoint members of the Board, employees of the Corporation and/or members of the general public as the Board deems fit to serve on a Subcommittee; provided, however, that at least one (1) member of the Board must be appointed to each Sub-Committee and shall serve as the chair of such Committee.

(f) The Board may, in its sole discretion, appoint one person to serve on more than one Sub-Committee at any period of time.

(g) Each Sub-Committee established in accordance with this Section shall have such powers as are conferred by these Bylaws and/or any rules governing such Sub-Committee as established by the Board of Directors.

(h) The Board in its discretion may change, alter or repeal any powers of any ~~SubCommittee~~[Subcommittee](#) at any time in its discretion.

Section 4. Conduct of Business.

(a) Each Committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as otherwise provided herein or as otherwise required by the Act or other provisions of applicable law. Adequate provision shall be made for notice to members of all meetings.

(b) For each Committee meeting, a majority of such members shall constitute a quorum, and all matters shall be determined by a majority vote of the members of the Committee present at the meeting.

(c) Action may be taken by any Committee without a majority if all members thereof consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of such Committee.

ARTICLE IV - OFFICERS

Section 1. Generally.

(a) The Officers of the Corporation shall include the Chair, Vice Chair, Treasurer, Secretary, and any other Officer duly elected, appointed, or designated in accordance with this Article IV.

(b) No later than sixty (60) days following the date of the Board's approval of these Bylaws, the Board by majority vote shall elect a Vice Chair, Treasurer, and Secretary, who shall serve for terms of one (1) year each. Officers hereunder may be reelected.

(c) In addition to the foregoing, the Board by majority vote may elect such other Officers as may be necessary or desirable in fulfilling the purposes of the Corporation. Unless otherwise specified by the Board, such Officers shall serve for terms of one (1) year each and may be reelected.

Section 2. Vice-Chair,

The Vice-Chair shall be selected by the Board from among its membership and shall perform the duties of the Chair in the event that the Chair is unable to perform such duties, and shall also perform such other duties as the Board may from time to time prescribe.

Section 3. Treasurer.

The Controller General or the Controller General's designee shall serve as Treasurer of the Board in accordance with the provisions of §4733(g) of the Act. The Treasurer shall have the responsibility for maintaining the financial records of the Corporation. He or she shall make such disbursements of the funds of the Corporation as are authorized and shall render from time to time an account of all such transactions and of the financial condition of the Corporation. The Treasurer shall also perform such other duties as the Board of Directors may from time to time prescribe.

Section 4. Secretary,

The Secretary shall issue all authorized notices for, and shall keep minutes of, all meetings of the Board of Directors. He or she shall have charge of the corporate books and shall perform such other duties as the Board of Directors may from time to time prescribe. For so long as DNREC, the

sole member of the Corporation, provides staff assistance to the Corporation, the Secretary of DNREC or his or her designee shall serve as the Secretary of the Board.

Section 5. Delegation.

The Board of Directors may from time to time delegate the powers or duties of any officer other than the Chair to any other officer or agents, notwithstanding any provision hereof.

ARTICLE V - NOTICES

Section 1, Notices.

(a) Whenever, notice is required to be given to Directors under the provisions of the Certificate, these Bylaws, the Act, or any other applicable provision of law, such notice shall be in writing and may be given:

(i) By email, which shall be the preferred form of notice, sent to the email address at which the Director has consented to receive such notice;

(ii) By personal delivery;

(iii) By courier service (including, without limitation, Federal Express);

(iv) By U.S. mail (including, without limitation Certified U.S. Mail), such addressed to each Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid; or

(b) Notice shall be deemed to have been given as follows:

(i) If by email or fax, when sent to the email address or fax number at which the Director has consented to receive notice;

(ii) If by personal delivery, courier service, or Certified U.S. Mail, upon delivery;

(iii) If by U.S. mail, three (3) business days following the date upon which same was deposited in the United States mail.

(d) ~~(e)~~ An affidavit of the Secretary or other officer or agent of the Corporation that notice has been given in the form set forth in this Section 1(a), in the absence of fraud, shall be *prima facie* evidence of the facts stated therein.

Section 2. Waivers.

A written waiver of any notice signed by a Director, whether before or after the time of the event for which notice is to be given, shall be deemed equivalent to the notice required to be given to such Director. Neither the business nor the purpose of any meeting need be specific in such a waiver.

ARTICLE VI - LIABILITY OF DIRECTORS AND OFFICERS

Section 1. Indemnification.

(a) No Director, Officer or member of a Committee shall be personally liable to the Corporation or any of its members for monetary damages for breach of fiduciary duty as a Director, except for liability:

(i) For any breach of the Director's, Officer's or member of a Committee' duty of loyalty to the Corporation or its members;

(ii) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or

(iii) For any transaction from which the Director, Officer or member of a Committee derived an improper personal benefit.

(b) Any repeal or modification of this Article by the members of the Corporation shall not adversely affect any right or protection of a Director, Officer or member of a Committee of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

Section 2. Right to Advancement of Expenses.

The right to indemnification conferred in Section 1 of this Article VI shall include the right to be paid by the Corporation the expenses (including attorney's fees) incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the Delaware General Corporation Law requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a Director or officer (and not in any other capacity in which service was or is rendered by such indemnitee) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such indemnitee is not entitled to be indemnified for such expenses under this Section or otherwise.

The rights to indemnification and to the advancement of expenses conferred in Sections 2 and 3 of this Article VI shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators.

Section 3. No Liability for Debts of Corporation.

No Director, Officer or member of a Committee shall be personally liable for the payments of debts of the Corporation, except such Directors, Officers or members of a Committee may be liable by reason of their own conduct or acts.

Section 4. Non-Exclusivity of Rights.

The rights to indemnification and to the advancement of expenses conferred in this Article

VI shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Certificate of Incorporation, these Bylaws, agreement, vote of disinterested directors or otherwise.

Section 5. Insurance.

The Corporation may maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law. The procurement of insurance by the Corporation under this section does not supersede or negate any immunity from liability provided by law.

ARTICLE VII - MISCELLANEOUS

Section 1. Applicability of Freedom of Information Act.

The Corporation shall be governed by and shall adhere to all applicable provisions of Delaware's Freedom of Information Act, 29 *Del. C.* §§ 10001 *et seq.* ("~~FOIA~~[FOIA](#)").

Section 2. Photocopy Signatures.

Photocopy signatures of any officer or officers of the Corporation may be used whenever and as authorized by the Board of Directors or a Committee thereof.

Sections. Corporate Seal.

The Board of Directors may provide a suitable seal, containing the name of the Corporation, which seal shall be in the charge of the Secretary. If and when so directed by the Board of Directors or a Committee thereof, duplicates of the seal may be kept and used by the Treasurer or any other officer designated by the board.

Section 4. Reliance Upon Books, Reports and Records.

Each Director, each member of any Committee designated by the Board of Directors, and each officer of the Corporation shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books of account or other records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of its officers or employees, or Committees of the Board of Directors so designated, or by any other person as to matters which such Director or Committee member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

Section 5. Fiscal Year.

The fiscal year of the Corporation shall be fixed by the Board of Directors.

Section 6. Time Periods.

In applying any provision of these Bylaws which requires that an act be done or not be done

a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, the day of the doing of the act shall be excluded, and the day of the event shall be included.

Section 7. Conflicts of Interest Policies.

The Board of Directors shall adopt and maintain conflict of interest policies, which shall apply to all Board members, Sub-Committee Members, employees and agents of the Corporation.

Section 8. Continuing Duties of the Corporation.

The Corporation shall prepare and submit an annual report of its activities during the previous year to the Governor and the Chair and Co-Chair of the Capital Improvement Committee of the General Assembly by January 1 of each year. Such annual report shall include the following:

(a) A complete list and explanation of all land is has acquired within the previous twelve (12) months;

(b) A complete list and explanation of all development projects that may impact wetlands;

(c) An enumeration of all projects and services provided by Homeowners Association fees, and explanation of any duplication with services provided by Delaware City.

The Corporation shall prepare and submit an annual audit which shall be provided to the Governor and the Chair and Co-Chair of the Capital Improvement Committee of the General Assembly by January 1 of each year.

Section 9. Contracting/Purchases

Checks from the Corporation greater than \$10,000.00 require the signatures of the Treasurer and either the Chair or Vice-Chair of the Board.

The Corporation shall adopt a policy for hiring and contracting for services that is designed to be impartial and merit-based.

All contracts for the purchase, sale or lease of land must be signed by the Executive Director and the Chair of the Board.

ARTICLE VIII - MEMBERS

The Corporation is a membership corporation and in accordance with the Act, DNREC shall be the sole member of the Corporation. The Member shall have no power to elect or remove Directors, as the composition of the Corporation's Board of Directors is mandated by the Act.

ARTICLE IX- AUDITS OR REVIEWS

The Fort DuPont Redevelopment and Preservation Corporation's books and its various financial records shall be reviewed or audited within ninety (90) calendar days after the close of each fiscal year by a certified public accountant or firm thereof, said CPA or firm to be selected by

the Finance Committee, subject to the approval of the Board. The Finance Committee will determine annually whether a review or audit will be prepared for each fiscal year. To the extent the members of the Finance Committee cannot reach unanimous agreement as to whether a review or audit should be prepared for a particular fiscal year, a summary of the opinions on such topic shall be provided to the Board for determination. A copy of said report or audit shall be presented to the Board for Board approval at its next regular or special meeting following completion of the review or audit.

ARTICLE X - AMENDMENTS

These Bylaws may be amended or repealed by the Board of Directors.

I hereby certify that these revised Bylaws were adopted by the Board of Directors on the
~~12th~~ _____ day of _____
_____,
~~2021~~ 2022.


- Chairperson

John McMahon
Chairperson

Document comparison by Workshare Compare on Monday, August 15, 2022
3:31:32 PM

Input:	
Document 1 ID	iManage://62790-dms.imanage.work/FirmDMS/40390040/1
Description	#40390040v1<FirmDMS> - Fort DuPont Redevelopment and Preservation Corporation - Third-Amended-Bylaws
Document 2 ID	iManage://62790-DMS.IMANAGE.WORK/FirmDMS/40398553/1
Description	#40398553v1<FirmDMS> - Fort DuPont Redevelopment and Preservation Corporation - Fourth -Amended-and Restated Bylaws
Rendering set	Standard

Legend:	
<u>Insertion</u>	
Deletion	
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Style change	
Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
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Deletions	31
Moved from	0
Moved to	0
Style changes	0
Format changes	0

Total changes	70
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ACTION FORM

September 14, 2022	Action Item: 2022-09-14-02
Subject:	Property Management Contract
Related project:	None
Prepared by:	Tim Slavin
Expenditure Req'd:	None
Amount Budgeted:	N/A
Funding Source/Code	N/A
Recommended Action:	Approval of award to NAI Emory Hill
Background and Analysis:	The Board of Directors had previously approved issuing a Request for Proposals (RFP) for property management services for all rental properties on the Fort DuPont campus. The RFP was advertised in the News Journal, from June 19 through June 26, as well as distributed via email. Five (5) real estate firms responded with interest in receiving the full proposal: NAI Emory Hill, DSM, Owens Realty Services, Asset Management Alliance, and Capreit Inc. Upon receiving the full proposal, two firms (NAI and DSM) requested to visit the site; each were provided a tour. No submissions were received by Owens Realty Services, or Capreit Inc. DSM stated that they were bound by conflict-of-interest requirements not to submit (due to their role in managing leases for state agencies). Asset Management Alliance submitted a response for maintenance

	management only and, as such, the proposal was not responsive to the full RFP. NAI submitted a proposal on August 15, 2022. The proposal calls for full property management services as outlined in their attached proposal. FDRPC staff has reviewed the proposal and recommends approval of the award to NAI Emory Hill.
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June 7, 2022

Dear Service Provider,

On behalf of the Fort Dupont Redevelopment and Preservation Corporation ("FDRPC"), its Board of Directors and Executive Director, I am pleased to present you with the attached Request for Proposal ("RFP") for property management and leasing services.

Questions should be submitted in writing to our interim Executive Director, Shane Martin at smartin@fortdupont.org. So you are aware, our incoming Executive Director, Tim Slavin, starts on July 1, 2022.

We thank you for your consideration and look forward to your response.

Regards,

Shane Martin

Interim Executive Director



Request for Proposal | Leasing & Property Management

Background and Process

Fort DuPont Redevelopment and Preservation Corporation Background

The Fort DuPont Complex is situated in historic Delaware City, along the banks of the Delaware River, C&D canal, and the historic C&D branch canal. This strategic site has been home to the US military spanning through the Civil war and throughout WWII. In 2014, the Delaware General Assembly and Governor, signed into law the Fort DuPont Redevelopment and Preservation Act, for the purposes of preserving, protecting, and redeveloping the site as a public destination, and to create a mixed-use, lifestyle based community, connected into and part of Delaware City, expanding economic opportunities and growth. The Fort DuPont Redevelopment and Preservation Corporation (FDRPC) was created by this Act and guides the development and redevelopment of this property guided by a Master Plan.

The FDRPC is seeking a real estate firm to manage our portfolio of residential and commercial leases. The residential lease portfolio represents approximately 20 single family residential units and is expected to stay stable or grow slightly in the future. The residential units are detached and attached housing, and the structures themselves are historic and renovated. The commercial portfolio is currently small and specialized but expected to grow significantly in the coming years to include office, retail, hospitality and marina uses.

Your firm has been selected to receive this Request for Proposal (RFP) to provide leasing and property management services. If your firm is interested in such an opportunity, we would like to meet with you and your team to understand your position on the items outlined below. It is acceptable to submit a proposal for either the residential or commercial portfolio, or a combination of the two. If, after reviewing our project, your firm has other services that you feel will be of value to FDRPC we are interested in learning about them in your proposal.

Proposal Validity

Your proposal must remain valid for a period of 90 days after the proposal submittal deadline set forth below. All proposals, information and responses to this RFP and their attachments will be considered as an offer to develop contracts.

Response to RFP

Written proposals are to be submitted by e-mail by the end of day on June 13, 2022. The FDRPC team projects inviting your firm to meet in person at our offices during the week of July 18-22 for the verbal presentation of your marketing plan. We would plan to meet at Fort Dupont Office.

RFP Conditions and Disclaimers

Fort DuPont Redevelopment and Preservation Corporation has issued this RFP to solicit bids from potential service providers for a comprehensive leasing and marketing plan as well as property management solutions as outlined in this document.

The terms and conditions of this RFP as set forth herein and in the attachments hereto are intended solely to set forth the basic business terms of a contract. The FDRPC reserves the right to offer the RFP to others and to revoke this RFP at any time. This RFP is not an offer susceptible of acceptance and is subject to the execution of a mutually satisfactory contract, approval of FDRPC's Board of Directors and approval of all terms and conditions of any proposed contract by the FDRPC, its advisors and other stakeholders.

This RFP creates no rights of any kind in the general public or those responding (or not responding) to this RFP; and, the FDRPC reserves the right to accept or reject any or all submittals for any reason in its sole discretion. FDRPC further reserves the right to negotiate a contract for services with a firm or firms, without further notice to any of the firms receiving this solicitation; and to otherwise make all decisions regarding this RFP and to enter into any contract, or to enter into multiple contracts, whether consistent or not with any terms or conditions set forth in this RFP, all of which as FDRPC deems to be in the best interest of FDRPC. The FDRPC is under no obligation to negotiate with any person responding to this RFP, and reserves the right to negotiate with persons not responding to this RFP as the FDRPC sees fit.

To the extent a person wishes to tour the Fort DuPont complex, all such tours shall be coordinated through the FDRPC. All information disclosed by FDRPC to a third party shall be held confidential by such party and subject to a confidentiality agreement to be provided at the time any confidential information is disclosed.

All RFP response materials should be received no later than end of day on July 11, 2022. All responses must be submitted in Microsoft Windows Word (*.doc), Excel (*.xls), or Adobe Acrobat (*.pdf) formats. Responses to this RFP are subject to release upon request under the Delaware Freedom of Information Act (Title 29. C. Ch. 100). Respondents should indicate any

information that they would like to be considered confidential or proprietary and not subject to disclosure.

PLEASE NOTE THAT INCOMPLETE PROPOSALS OR PROPOSALS THAT ARE NOT PREPARED IN ACCORDANCE WITH THIS RFP MAY BE ELIMINATED FROM THE EVALUATION PROCESS.

Submission of your proposal must be made to the following email address:

tslavin@fortdupont.org

Property Information

Properties: Please contact Shane Martin at smartin@fortdupont.org to be added to our bidders list and he will send you the property information.

Size: At present, 20 residential leases with varying lease terms. Three commercial leases. In the future there may be additional residential and commercial leases that will be available to manage during the term of the contract engagement. Any pricing requests contained herein should provide for scalability.

Firm Information

1. Firm Overview
 - a. Provide general company size, structure and location information.
2. Firm Characteristics
 - a. What sets your firm apart from the competition in this market?

Brokerage

3. Overall Impression
 - a. Please provide an assessment of your overall impression of the properties (strengths/weaknesses/opportunities/threats), and their position in the marketplace relative to the competition.
4. Leasing Strategy – The FDRPC reserves the right to lease properties directly and/or list a property with a different 3rd party brokerage firm.
 - a. Please provide your firm’s perspective on the types of tenants, residential and commercial respectively, that should be targeted for the currently vacant space and spaces that have leases expiring in the near future.
 - b. Please provide the rates that you think the current vacant space should be listed at and what a typical deal terms would look like in the current market.
 - c. Please provide low cost improvement ideas to increase the lease-ability of the vacancies. Is the asset a good candidate for the creation of “move in ready” spec suites? Provide any spec suite recommendations.
 - d. Please detail your marketing plan to achieve leasing goals. Include details on the proactive calling program that will be initiated to drive prospect velocity.

- e. Please provide a detailed recommended marketing budget for the next 24 months (From the initiation of the contract).
 - f. Please provide your projected timetable to re-stabilize the occupancy of asset above 92% after Bracket vacates.
 - g. Please provide a specific property leasing transition plan to denote action items and anticipated completion dates for the initial 90 days.
5. Leasing Staffing
- a. Please specifically identify which individuals within your firm would be assigned to the Property, a biography of the proposed team members, and a detailed description of each individual's role for this assignment.
6. Leasing Market Familiarity
- a. Please provide a summary of leasing assignments your firm is currently marketing in the competitive submarket and indicate which of those properties are marketed by the individuals who would be responsible for the Assignment. Please address any concerns that FDRPC may have with regard to existing, as well as future, potential conflicts of interest.
 - b. Prepare competitive set matrix, including quoted rental rates, strike rates, amenities, parking/parking rates, recent deals (comp list) and current market improvements and concessions. Provide two separate lists of competitive buildings as compared to the subject asset. The first set should reflect the competitive buildings from a tenant's perspective that is in a lower class of building that would be considering the subject property as an upgrade. The second set should present competitive properties from a tenant's perspective moving from a better class building while looking to save on rental cost. Include opinions on location, amenities, building age/quality. Consider amenities such as a building café, fitness center, conference center, security, ingress/egress, lobby condition, parking, common area condition, amenity centers, vending services, and other amenities that may be needed or missing from the asset in comparison.
 - c. Provide a list of tenants currently in the market and potential targets that have yet to enter the market. Please list their broker representation.
7. Leasing Fee Structure
- a. Please provide your firm's proposed fee proposal for both co-brokered and direct leases including new leases, expansions and extensions.
 - b. FDRPC leadership will be actively involved in larger transactions as a leasing partner to our selected leasing team. The Broker will work with the team on drafting approved proposal language, negotiating business terms and the lease negotiations with the tenant, as well as prospecting within our national portfolio for this asset. Please confirm acceptance of fee discounting equal to 15% on all transactions that are 20,000 RSF and above with FDRDC. Commercial Real Estate and on all renewals as a prerequisite for full consideration for this leasing assignment. In addition, please state any proposed fee discounting for renewal transactions above the 15% noted above.

8. Property Management

FDRDC is considering third party property management as a solution for the lease portfolio as presented in the attachment. Please review the below and provide a property management services proposal.

The successful real estate company will be expected to follow specific guidelines and procedures to be issued to the firm selected. These guidelines and procedures are designed to establish consistency in the manner each property is managed to achieve a cost-effective operation, while maintaining a quality standard for the tenants.

The scope of property management services the company will be expected to provide include, but are not limited to, the following:

- a. Preparation and submittal of monthly financial and operating reports and statements for the property;
- b. Reforecast of annual operating income and expense projections as requested by owner
- c. Operation and maintenance of the commercial and residential properties as a high-quality property in a cost effective and efficient manner;
- d. Cooperation and consultation with other leasing brokers;

Your submittal should thoroughly, but concisely, describe your firm's qualifications. It is your opportunity to demonstrate that your firm can perform quality property management and accounting services in a skilled and professional manner. Identify any constraints or limitations of your firm in terms of accepting assignments, such as competing locations, availability of personnel, financial ability, etc.

Your submittal should include, the following:

- An organization plan reflecting staffing and organization charts indicating how the management functions will be performed including accounting. Resumes of all key personnel for this property should be included.
- A management experience section outlining a brief history of your firm, the firm's philosophy and objectives, its service structure and work flow procedures. Also include enough detail to show how financial, engineering, marketing and promotions, tenant/lease administration, construction, contract and human resources for a property are established and coordinated. Please indicate if there are any additional fees for any of these services.
- A property transition plan detailing the involvement of senior management, on site management and service providers. The transition plan should address tenant relations, owner communications, financial, operations, maintenance, administration and

personnel. Training Programs for on site staff and contracted services should be included.

- An organization summary of your office.
- Your proposed management fee with and without the potential leasing assignment.
- A description of other fees that would be charged to the property.
- Proposed staffing profile with costs of personnel (all costs).
- Project management fee schedule.

Thank you in advance for your time and consideration. The FDPRC team looks forward to your response. The exact schedule for presentations will be finalized in the upcoming days. Please contact me directly with any questions.

Best regards,

Tim Slavin

Executive Director

Fort DuPont Redevelopment and Preservation Corporation

260 Old Elm Avenue

Delaware City, Delaware 19706

August 15th, 2022

Via e-mail: tslavin@fortdupont.org, smartin@fortdupont.org

Tim Slavin
Executive Director
Fort DuPont Redevelopment and Preservation Corporation
260 Old Elm Avenue
Delaware City, Delaware 19706

RE: RFP Response for Management & Leasing Services at Fort DuPont

Dear Tim and FDRPC Board of Directors:

Please accept this as a formal proposal for NAI Emory Hill Real Estate Services Inc. ("Manager," "NAI Emory Hill") to provide real estate services to Fort DuPont Redevelopment and Preservation Corporation ("FDRPC") at historic Fort DuPont in Delaware City. The NAI Emory Hill team really enjoyed learning more about this exciting project on our recent tour with Shane Martin. We feel as though the range of services our firm provides aligns extremely well with FDRPC's stated goals. Thus, we are tremendously eager to assist in carrying out the Fort DuPont mission guided by its Master Plan to help ensure it is a resounding success!

Given the unique and evolving nature of this project our proposal is segmented into two phases. Phase 1 focuses on single family residential property management and leasing services for your approximate 14 rental houses ("Portfolio"). At a future date, Phase 2 will focus on commercial leasing, maintenance services, as well as Commercial Property Management. It is our understanding, based on our in-person meeting, that the requirements for commercial leasing, maintenance and property management services are still evolving. While we are poised to offer these services at very market competitive rates we feel at this time it is appropriate to focus on Phase 1 and meanwhile include material to demonstrate our general capabilities in these additional areas with the intent of providing greater detail and pricing once the latter phase requirements are further refined. We welcome the opportunity to meet in person at any time to offer further insight into brokerage-related services, including on the overall market and Fort DuPont's position therein, proposed market rates, as well as leasing and marketing strategies and all other matters related to the build out and lease up of Fort DuPont's future commercial space.

Phase 1 – Residential Property Management:

NAI Emory Hill's Property Management division manages over 4 million square feet of commercial and residential real estate spanning four states and hundreds of tenants. While we operate in several states the majority of our business is located here in New Castle County with our headquarters just 8 miles from Fort DuPont. NAI Emory Hill is very much a Delaware-centric organization and we strongly feel this projects commands a local firm. Our Property Management division is run by experienced and knowledgeable professionals in management and accounting and is powered by sophisticated software to provide a consistently high level of service as well as to maximize the value of all property under our stewardship.

Emory Hill has chosen Grace Mudrick as your dedicated Residential Property Manager to manage, operate, maintain and lease the Portfolio in all respects and at all times in a manner equal to the highest standards of professional property management. Grace's resume is included with this proposal. Please see the attached Scope of Services for more detail on the services included.

Fee Structure:

Residential Property Management Fee (monthly):	10% of gross rental revenue
Account Set Up fee:	\$2,000
New Lease Fee:	Equiv. of first year's average monthly rent.
Phase 2 Commercial Property Management Fee:	Pricing is contingent on further information, but may range from 3-5% of Gross Income

As mentioned, NAI Emory Hill also offers full-scale brokerage, maintenance services and construction services. Our brokerage and maintenance services are summarized below. In the near future we look forward to exploring in depth how we can assist FDRPC with these services.

As expressed in your RFP, we understand that FDRPC reserves the right to lease properties directly and/or list a property with a different 3rd party brokerage firm. Additionally, we understand and very much welcome FDRPC leadership's involvement in larger transactions. We accept a fee discount equal to 15% on all transactions equal to or exceeding 20,000 RSF with FDRPC provided the leadership board is actively involved. We also accept this discount on our standard renewal fees (as summarized below) for transactions of similar size.

Brokerage Services & Fee Structure:

NAI Emory Hill Brokerage has executed well over a billion dollars in real estate transactions since its company was founded in 1981, providing full-service commercial real estate support for businesses throughout the Mid-Atlantic region. NAI Emory Hill is one of the area's largest, most reputable real estate Brokers and as a partner of NAI Global will provide expertise, resources and exposure to the Subject Property that is second to none.

NAI Emory Hill will assign a dedicated and experienced listing agent to the Subject Property and will welcome co-brokerage opportunities to ensure maximum exposure and access to prospects.

Brokerage Fee: The following commission schedules are payable 50% upon lease signature and 50% upon rent commencement and are based on gross rental income. In the event of transactions involving a third-party broker a 2% override will be added for each year of the lease term up to 10 years.

New Leases:
6% - first year
5% - second year
4% - third year
3% - fourth year through tenth year
Lease Renewals
3% - first year
2.5% - second year
1.5% - fourth year through tenth year

Maintenance Services & Fee Structure:

With respect to on-call and emergency service, NAI Emory Hill has a trained and licensed staff of over 15 maintenance professionals available 24 hours a day, 365 days a year. All calls are directed through a central dispatch and responses are made in a timely manner, while emergencies are handled immediately.



Commercial Real Estate Services, Worldwide.

10 Corporate Circle Suite 100
New Castle DE 19720
tel 302 322 9500
toll free 1 888 322 9502
fax 302 322 9518
www.emoryhill.com

All maintenance functions are supported by sophisticated reporting procedures and powered by sophisticated software, and meet all governmental guidelines and regulations.

- | | |
|-----------------------------|--|
| • General Maintenance | \$65 per hour |
| • HVAC Maintenance | \$95 per hour |
| • Grounds Clean Up | \$50 per hour |
| • 24-hour emergency service | 1.5x on-call rates for after-hours service |

NAI Emory Hill Advantages:

NAI Emory Hill offers over forty years of property management, brokerage, maintenance, construction, development and ownership experience. Our local knowledge, extensive relationships, expertise, ownership-vantage point and very low employee turnover benefit our third-party clientele in many ways. Among the numerous NAI Emory Hill advantages, below we've detailed several specific reasons why we feel that the FDRPC should entrust NAI Emory Hill with its ongoing residential and commercial requirements at Fort DuPont.

- **Expansive Resources:** With a commercial and residential management portfolio exceeding 4 million square feet and spanning nearly 100 buildings NAI Emory Hill simply has more resources than the local competition. Advantages include:
 - **Well-established Vendor Relationships and Purchasing Power:** Ability to leverage our relationships with the full range of building service providers to achieve first class service and favorable pricing coupled with the experience to choose the best provider for every situation. This has benefited our clients in areas such as janitorial, landscaping, snow removal, fire & life safety, bulk purchase energy supply, roof and parking lots and so on.
 - **Cost Benchmarking:** With sophisticated accounting software and a large sample size we have the ability to benchmark all vendor costs against our existing management portfolio, which we will share during the budgeting process and vendor contract negotiations.
 - **Capital Repairs Oversight:** For projects large and small we have significant renovation and capital improvement expertise and charge a reasonable Project Management Fee.
- **Best-in-class Property Management Technology:** Emory Hill employs state-of-the-art Buildium Property Management Software. This cloud-based platform allows us to manage single family and portfolios like FDRPC's. Its capabilities include, and extend beyond, the following:
 - **Leasing:** The entire residential leasing process occurs within the software from application, screening and credit check to rental agreement, security deposit and ongoing payment.
 - **Marketing:** In an effort to maintain 100% occupancy we will market the Portfolio in numerous ways. Buildium's platform will push to marketing sources including Zillow, Apartments.com, Zumper and others. We will also post to the MLS, Constant Contact, social media and other applicable means of distribution. In addition to online marketing we will also perform open houses as necessary.
 - **Tenant Portal:** Tenants will have real-time access to their rental agreements and addendums, Landlord notices, tenant ledger, work order processing, electronic payments, all communication and notifications.



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- Owner Portal: FDRPC will have real-time access to their portfolio and individual-level financials and accounting, all documentation and work order tracking.
 - Work Orders: Buildium assists the Manager in managing the work order process by initiating and tracking work orders through completion. This enhances visibility, timeliness and accountability.
 - Property Inspections: Buildium serves as the platform for Manager to perform its monthly exterior, semi-annual interior and move-in/move-out inspections with pictures uploaded into the portal.
 - Rent Management: In addition to creating the platform for electronic rent payment the software automates rent receipts, late fees, as well as 5-day notices to tenants.
- **Accounting Support and Financial Reporting**: We have as robust and talented PM Accounting team consisting of eight dedicated professionals. Our 3rd party references will attest to how accessible and valuable of a resource this is. Our Yardi and Buildium-based financial reporting is customizable and second to none.
- **Additional In-House Resources**: NAI Emory Hill is truly a one-stop shop given our ability to offer the four main real estate services of management, maintenance, leasing and construction under one roof. It is our belief that a team made up of key members of our Property Management, Brokerage and Maintenance teams will create an ideal scenario for this project.

Included with this proposal is the following: the resume for Grace Mudrick (your dedicated Residential Property Manager); a corporate marketing brochure; and, a list of 3rd party client references. If you elect to proceed with NAI Emory Hill for Phase 1 we will share a draft management contract for your further consideration.

Overall, we hope to convey that as an organization we employ a very progressive and creative approach to managing real estate. This is a very dynamic industry with no two assignments alike (certainly the Fort DuPont project is truly unique)! We will always strive for best practices and to adapt to our clients' diverse and changing needs. We believe this mentality sets us apart and makes us a very strong partner for FDRPC both in its initial phase and as the project grows in coming years.

Tim, we enjoyed our meeting with Shane and are available to reconvene at Fort DuPont to meet you as well. Should you have further questions please feel free to contact me any time at (302) 221-7219.

Sincerely,

Clayton C. Hill, CCIM, CPM
Principal, Director of Property Management

Cc: Carmen Facciolo Jr., President, NAI Emory Hill Real Estate Services, Inc.
M. Neil Kilian, Principal Director of Brokerage
Grace Mudrick, Residential Property Manager
AJ Schwander, Director of Maintenance



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Residential Property Management Scope of Services

Ownership Services:

- Preparation and submittal of Monthly financial and operating reports
- Annual forecasting and reforecasting of the Portfolio
- Cooperation and consultation with other leasing brokers

Leasing Units:

- Advertise rentals
- Field phone inquiries about vacancies
- Show vacant units
- Accept rental applications
- Run credit checks
- Select tenants
- Negotiate rental leases
- Accept initial rents and deposits
- Sign leases and sign property condition checklist
- Give required disclosure forms
- Offer residents optional upgrades and payment plans
- Other: As needed.

Property Turnover:

- Inspect unit upon tenant rollover
- Conduct anniversary meetings and send tenant thank you letters
- Supervise general cleaning, repairs, painting etcetera of unit upon tenant move-out

Rent Collection:

- Collect rents when due
- Promote and establish electronic payments
- Sign and send rent receipts
- Maintain rent-collection records
 - Collect late rents and charges
 - Inform Owner of late rents
 - Prepare late rent notices
 - Address holdover tenancy by serving late rent, pay or quit, and unlawful detainer notices
 - Serve rent increase and tenancy termination notices
 - Deposit rent collections in bank
 - Other: As needed

Maintenance:

- Conduct monthly drive-by inspections
- Conduct semi-annual interior inspections
- Provide monthly report of maintenance, repairs, and utility expenses to Owner
- Give rental violation notices when applicable
- Enforce the cleaning of interior and exterior deferred maintenance
- Arranging for snow removal
- Other: As needed

Repairs:

- Accept tenant complaints and repair requests
- Inform Owner of maintenance and repair needs



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- Categorize and maintain written log of tenant complaints
- Plumbing stoppages
- Garbage disposal stoppages/repairs
- Faucet leaks/washer replacement
- Toilet repairs
- Stove burners/hinges/knobs repair or replacement
- Appliance repair
- Light switch and outlet repair/replacement
- Heater thermostat repair
- Window repair/replacement
- Painting (interior/exterior)
- Key replacement
- Handle all other routine maintenance and repairs
- Coordinate repairs with contractors if needed (with owner approval as necessary)

ACTION FORM

September 14, 2022	Action Item: 2022-09-14-03
Subject:	Disposition of Corporation Property at 1303 Officers Row
Related project:	None
Prepared by:	Tim Slavin
Expenditure Req'd:	None
Amount Budgeted:	N/A
Funding Source/Code	N/A
Recommended Action:	Approval of listing of 1303 Officers Row for sale by FDRPC.
Background and Analysis:	FDRPC is fee simple owner of 1303 Officers Row, a 3,900 square foot three-story residence. The property has been vacant since April 1, 2022. The property is in good condition and is ready for listing, if approved. The listing for the property would be handled by NAI Emory Hill per the terms of the property management contract (if approved by the Board).

September 14th, 2022

1303 Officers Row

House main features

- Property Class Exempt Residential

- Sq ft 3900
- Lot size .32
- 2 car detached garage
- 4 bedrooms
- 2.5 baths
- Finished attic w/ full living quarters and kitchen - *no bathroom
- Fully renovated in 2019

- **Extra features to note**

- Koi pond
- Elevator
- Granite counters
- Walk in showers
- Custom antique light throughout
- Natural gas heat and appliances
- Pocket doors
- Hardwood throughout all floors
- WIFI controlled sprinkler system

- Notes for repairs needed

- Hardwood floor to be refinished 1st floor and stairs
- Exterior wood window sill repairs -Exterior porch / including rear entrance refinishing
- Light drywall repairs and repainting
- Separation of sprinkler system from adjoining lots
- Pump and filter for Koi pond purchase and installation



ACTION FORM

September 14, 2022	Action Item: 2022-09-14-04
Subject:	Memorandum of Understanding with Delaware City
Related project:	None
Prepared by:	Tim Slavin
Expenditure Req'd:	None
Amount Budgeted:	N/A
Funding Source/Code	N/A
Recommended Action:	Approval of MOU by Executive Director
Background and Analysis:	A draft Memorandum of Understanding (MOU) between FDRPC and Delaware City is attached. The purpose of this MOU is grant authority to Delaware City to police streets in the Canal District of Fort DuPont. These streets are currently private streets which will be dedicated as municipal streets by FDRPC to Delaware City. Prior to that dedication, the MOU is needed to ensure public safety.

ACTION FORM

September 14, 2022	Action Item: 2022-09-14-05
Subject:	Proposed Change to 401(k) program
Related project:	None
Prepared by:	Bert Scogletti
Expenditure Req'd:	None
Amount Budgeted:	N/A
Funding Source/Code	N/A
Recommended Action:	Approve changes to the 401(k) program.
Background and Analysis:	Currently, the FDRPC offers a 401(k) program to employees who have completed one (1) year of employment. This proposed change to the plan would allow for employees have this benefit upon their initial hire date.