

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, February 8, 2024

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, February 8, 2024 at 150 Greenwich Street, New York, New York and via videoconference.

PRESENT:

NEW JERSEY

Hon. Kevin J. O’Toole, Chairman
 Hon. J. Christian Bollwage
 Hon. George Helmy
 Hon. Joseph Kelley
 Hon. Kevin P. McCabe
 Hon. Michelle E. Richardson*

NEW YORK

Hon. Jeffrey H. Lynford, Vice Chairman
 Hon. Steven M. Cohen
 Hon. Leecia R. Eve
 Hon. Winston C. Fisher*
 Hon. Gary LaBarbera
 Hon. Rossana Rosado*

Richard Cotton, Executive Director
 Amy H. Fisher, General Counsel
 James E. McCoy, Secretary

Richard J. Abbato, Principal Board Management Support Specialist, Office of the Secretary
 James K. Allen Jr., Chief Communications Officer
 M. Rizwan Baig, Chief Engineer
 Ana Carvajalino, Director, Financial Planning*
 Edward T. Cetnar, Director of Public Safety / Superintendent of Police
 David W. Compton, Manager, Marketing
 Reinaldo Cotto, Senior External Relations Representative, Aviation
 Clarelle DeGraffe, Director, Rail Transit*
 Mercedes Derroches, Principal Policy Analyst, Security Operations and Programs
 Michael Donovan, Contract Staff, World Trade Center Construction
 Diannae C. Ehler, Director, Tunnels, Bridges and Terminals
 Gregory W. Ehrie, Chief Security Officer
 Benjamin Feldman, Deputy Chief Communications Officer
 Kristen Figaro, Interim Director, Government and Community Affairs, New Jersey
 Robert E. Galvin, Chief Technology Officer*
 Shannon E. Gates, Principal Board Management Support Specialist, Office of the Secretary
 John Gay, Inspector General
 Jason Grove, Senior Policy Analyst, Intergovernmental Affairs
 James Heitmann, Chief Operating Officer
 Kirsten Hernandez, Special Assistant to the Executive Director*
 Natasha G. Jean Philipp-Cumberbatch, Manager, Corporate Transparency, Office of the Secretary
 Sherien N. Khella, Treasurer
 Duncan Kisia, Deputy Director, Planning and Regional Development*
 Brian Lapp, Chief, Health and Safety Office
 Annesa H. Lau, Director, Workforce Transformation & Digital Innovation, Office of the Chief Operating Officer

* Remote participants via teleconference.

Stephen Marinko, Assistant General Counsel
 Elizabeth M. McCarthy, Chief Financial Officer
 Jacqueline McCarthy, Director, Aviation Redevelopment
 Zachary McCue, Chief, Intergovernmental Affairs
 Matthew F. Murray, Senior Advisor to the Chairman
 Jack Niedermeyer, Director, Security Operations and Programs*
 Hersh K. Parekh, Deputy Chief, Intergovernmental Affairs
 Kathryn Parneros, Executive Policy Analyst, Office of the Secretary
 Steven P. Plate, Chief, Major Capital Projects
 Alan L. Reiss, Director, World Trade Center Construction
 Jessica Russ, General Manager, Board Unit, Office of the Secretary*
 Peter D. Simon, Chief of Staff to the Chairman
 Debra M. Torres, Chief Ethics and Compliance Officer
 Derek H. Utter, Chief Development Officer
 Lillian D. Valenti, Chief Procurement Officer
 Li Pei Wang, Director, Project Management
 Michael Wojnar, Special Counselor to the Executive Director
 Jolene Yeats, Director, World Trade Center Department*

Guests:

Aaron Cruz, Deputy Chief Counsel and Director of Authorities Unit, Office of the
 Governor of New Jersey
 Thomas Holl, Senior Counsel, Authorities Unit, Office of the Governor of New Jersey
 David Ullman, Assistant Secretary for Transportation, Office of the Governor of New
 York

Public Commenters:

Murray Bodin
 Matthew Buchys-Hyland (Video Statement)
 Jesse Figueroa
 Christopher Grief
 Debra Grief
 Matt Magida (Written Statement)
 George Pilieri

Topic:

Safety
 Toll Payment Methods
 Accessibility
 Accessibility
 Accessibility
 PATH Feedback
 PANYNJ Progress & Feedback

* Remote participants via teleconference.

The public meeting was called to order by Chairman O’Toole at 12:46 p.m. and ended at 1:40 p.m. The Board also met in executive session prior to the public session.

Report on Prior Meeting’s Minutes

Copies of the Minutes of the meeting of December 14, 2023 were delivered in electronic form to the Governors of New York and New Jersey on December 15, 2023. The time for action by the Governors of New York and New Jersey expired at midnight on January 2, 2024.

The actions set forth on pages 130 through 151 of the Minutes of the meeting of December 14, 2023 adopting a Port Authority Plan of Financing were approved for the purposes of the public approval provision of Section 147(f) of the Internal Revenue Code of 1986 and the regulations with respect thereto, upon expiration of the gubernatorial review period.

Moments of Silence

The Chairman requested a moment of silence in observance of the upcoming 31st anniversary of the February 26, 1993 terrorist attack on The World Trade Center.

The Chairman also noted the recent passing of Port Authority employees Gregory J. Urban and Jordan A. Miller and called for moments of silence in their memory.

Chairman’s Report

The Chairman advised that as part of the Port Authority’s public speakers’ program, one video statement and one written statement were received. The video statement was shown as part of the public Board Meeting. The written statement was provided to the Commissioners and other relevant staff prior to today’s Board Meeting. The written statement will also be filed with the transcripts of today’s meetings on the Port Authority’s website.

ELECTION OF OFFICERS

Pursuant to the By-Laws of The Port Authority of New York and New Jersey and each of its subsidiaries (collectively, “Port Authority”), this Board meeting, the first of 2024, will be the Port Authority’s annual meeting. Under the By-Laws, officers are elected at the annual meeting, based on nominations from the Nominating Committee, which includes every member of the Board, other than the Chairman and the Vice Chairman.

At its meeting held earlier today, the Nominating Committee unanimously acted to nominate the officers listed in the attached Nominating Committee report.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bollwage, Cohen, Eve, Fisher, Helmy, Kelley, LaBarbera, Lynford, McCabe, O’Toole, Richardson, and Rosado in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that the individuals listed in the attached Nominating Committee report be and hereby are elected to serve as officers of The Port Authority of New York and New Jersey and its subsidiary corporations.

NOMINATING COMMITTEE REPORT

The Port Authority of New York and New Jersey

Officer

Chairman

Vice-Chairman

Executive Director

General Counsel

Secretary

Chief Financial Officer

Comptroller

Treasurer

Appointee

Kevin J. O’Toole

Jeffrey H. Lynford

Richard Cotton

Amy H. Fisher

James E. McCoy

Elizabeth M. McCarthy

Daniel G. McCarron

Sherien N. Khella

MIDTOWN BUS TERMINAL REPLACEMENT PROGRAM – AUTHORIZATION OF ADDITIONAL FUNDING FOR PLANNING AND ENGINEERING SERVICES

It was recommended that the Board authorize \$210 million for further planning and advanced engineering services and related supervisory costs to advance the Midtown Bus Terminal Replacement Program (MBTR Program), for the following program elements: the Dyer Avenue Deck-overs, the Bus Staging and Storage Facility (SSF), the New Main Terminal Facility, new Ramps, and related logistics and construction support facilities required for the future implementation of the MBTR Program. It was also recommended that the Board authorize the Executive Director to take all necessary actions related to the additional planning and engineering work, including to authorize increases (which are within the requested foregoing estimated \$210 million amount) to two agreements in support of the MBTR Program: (i) Contract MCP-17-001 with WSP USA Inc. (WSP) for continued expert design and support services necessary to conduct advanced engineering work required to support any further development of the preferred alternative; and (ii) Contract MCP-22-001 with the Joint Venture of Foster + Partners Architects, and A. Epstein and Sons International, Inc. (Foster and Epstein), for continued expert architectural design services; consistent with terms outlined to the Board in executive session.

The existing Port Authority Bus Terminal (PABT), located at 8th Avenue and 42nd Street, first opened in 1950 and today is the busiest bus terminal in the world by volume of traffic. Today it is challenged with aging infrastructure and systems and increasing functional and physical obsolescence.

In February 2017, the Board authorized Phase 1 of a comprehensive pre-planning effort related to the MBTR Program at a total estimated cost of \$70 million.

In December 2017, the Executive Director authorized the retention of WSP to perform expert professional technical, environmental, and preliminary engineering services in support of the Phase 1 effort. WSP is also responsible for supporting subsequent phases of the MBTR Program at the Port Authority's option, including services to support the completion of the environmental review process in accordance with National Environmental Policy Act (NEPA) regulations, overseeing other relevant regulatory and approval processes; and performing conceptual planning, including developing and analyzing all project alternatives, and ultimately, design support for all regulatory and approval processes (e.g., NEPA) and the selection of a preferred alternative.

Upon completion of the Phase 1 planning work in early June 2021, on June 24, 2021, the Board authorized Phase 2 planning and preliminary design work, project management support, and environmental and preliminary engineering services at an additional estimated cost of \$80 million.

In May 2022, WSP was engaged by the Port Authority to provide for additional expert professional technical, environmental, and preliminary engineering services for advancing planning work for the MBTR Program.

In July 2022, Foster and Epstein was awarded an agreement for continued support of planning, preliminary design, and procurement work to advance the MBTR Program. To date, Foster and Epstein has advanced multiple suggested modifications to conceptual designs, including the addition of an atrium concept in the New Main Terminal and alternative façade designs.

In June 2023, the Board authorized continued planning/engineering services and related supervisory costs to progress development of a definitive preferred alternative for the MBTR Program, at an estimated total cost of \$65 million, inclusive of additional services to be performed by WSP. To date, WSP has conducted design work for certain elements of the MBTR Program, preliminary engineering work related to utility requirements and geotechnical investigations. WSP has also assisted in the development of the draft Environmental Impact Statement (DEIS) for the MBTR Program, which has been reviewed and published by the FTA.

As currently contemplated in the DEIS, the MBTR Program is expected to include the following components:

- two decks over below-grade portions of Dyer Avenue and the Lincoln Tunnel Expressway between West 37th Street and West 38th Street, and West 38th Street and West 39th Street (collectively, the “Dyer Avenue Deck-overs”) to facilitate construction-period bus operations;
- a new Main Terminal, generally occupying the footprint of the existing PABT between 8th Avenue and 9th Avenue between West 40th Street and West 42nd Street;
- a bus Staging and Storage Facility (SSF) occupying the western portion of the block between 9th Avenue and 10th Avenue between West 39th Street and West 40th Street (spanning Dyer Avenue), connected to the Main Terminal through an enclosed structure crossing over West 40th Street east of Dyer Avenue; and
- a new ramp structure to connect to the SSF and new main terminal with direct connection from the Lincoln Tunnel.

The currently proposed funding would provide for additional planning and advanced engineering services to advance the MBTR Program and support the further advanced designs of the following program elements: the Dyer Avenue Deck-overs, the Ramps, and the SSF to design completion, subject to any modifications made in the final EIS and Record of Decision; and advanced engineering services to develop architectural design elements of the New Main Terminal Facility. The funding would also provide for the design and construction of Construction Logistics Offices and Resident Engineer’s Offices, which must be in place in advance of any construction activities related to the MBTR Program.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bollwage, Cohen, Eve, Fisher, Helmy, Kelley, LaBarbera, Lynford, McCabe, O’Toole, Richardson, and Rosado in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that further advanced design and engineering services in support of the Midtown Bus Terminal Replacement Program (MBTR Program), in an estimated amount of \$210 million, be and they hereby are authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to authorize increases (which are within the requested estimated \$210 million amount) to the amounts of two agreements in support of the MBTR Program, in each case, consistent with terms discussed with the Board in executive session: (1) Contract MCP-17-001 with WSP USA Inc. for continued expert design and support services necessary to conduct advanced engineering work required to support any further development of the preferred alternative; and (2) Contract MCP-22-001 with the Joint Venture of Foster + Partners Architects, and A. Epstein and Sons International, Inc., for continued expert architectural design services to advance the MBTR Program; and it is further

RESOLVED, that the Executive Director be, and he hereby is authorized, for and on behalf of the Port Authority, to take action with respect to other contracts for professional, technical and advisory services and such other contracts and agreements as may be necessary to effectuate additional planning for the MBTR Program, and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into any other contracts and agreements as may be necessary or appropriate to effectuate the foregoing; and it is further

RESOLVED, that the form of all contracts, agreements and other documents in connection with the foregoing shall be subject to the approval of General Counsel or her authorized representative, and the terms of such contracts, agreements and other documents shall be subject to review by General Counsel or her authorized representative.

CONFIDENTIAL ITEM

The Board approved a matter in executive session, which shall not be made available for public inspection until such actions have been completed.

Whereupon, the meeting was adjourned.

Secretary