

**THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY**

**MINUTES**

**Thursday, October 21, 2021**

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**MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, October 21, 2021 at 150 Greenwich Street, New York City, New York and via teleconference.**

**PRESENT:**

**NEW JERSEY**

Hon. Kevin J. O’Toole, Chairman  
 Hon. Dana M. Martinotti  
 Hon. Kevin P. McCabe  
 Hon. Robert J. Menendez  
 Hon. Michelle E. Richardson

**NEW YORK**

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

Richard Cotton, Executive Director  
 Michael E. Farbiarz, General Counsel  
 James E. McCoy, Secretary

James K. Allen Jr., Chief of Staff to the Vice Chairman  
 Carrol Bennett, Acting Chief, Office of Diversity and Inclusion\*  
 John Bilich, Chief Security Officer  
 Benjamin M. Branham, Chief Communications Officer  
 Alana Calmi, Senior Public Information Officer, Media Relations  
 Ana Carvajalino, Director, Financial Planning\*  
 Rebecca L. Cassidy, General Manager, Board Unit, Office of the Secretary  
 Edward T. Cetnar, Director of Public Safety/Superintendent of Police  
 Janet D. Cox, Chief of Staff and Special Counsel to the Executive Director\*  
 Gideon Davidson, Special Assistant to the Executive Director\*  
 Jennifer S. Davis, Chief Intergovernmental Affairs Officer\*  
 Clarelle D. DeGraffe, Director, Rail Transit\*  
 Diannae C. Ehler, Director, Tunnels, Bridges and Terminals\*  
 Benjamin Feldman, Senior Advisor to the Chairman  
 Amy H. Fisher, First Deputy General Counsel and Director of Legal Affairs  
 Robert E. Galvin, Chief Technology Officer  
 John Gay, Inspector General\*  
 Robert Gibbon, Special Counselor to the Executive Director\*  
 Amber Greene, Deputy Director, Media Relations  
 Milena Kosc-Garcia, Principal Board Management Support Specialist, Office of the Secretary  
 Cristina M. Lado, Director, Government and Community Affairs, New Jersey\*  
 Huntley A. Lawrence, Director, Aviation and Acting Chief Operating Officer

\* Remote participants via teleconference.

Elizabeth M. McCarthy, Chief Financial Officer  
 Jessica Ortiz, Deputy Inspector General and Director of Investigations\*  
 Hersh K. Parekh, Director, Government and Community Relations for Aviation  
 Redevelopment in New York\*  
 Alan L. Reiss, Director, World Trade Center Construction \*  
 Sam Ruda, Director, Port  
 Jessica Russ, Executive Policy Analyst, Office of the Secretary\*  
 Peter D. Simon, Chief of Staff to the Chairman  
 James A. Starace, Chief Engineer/Director of Engineering  
 Debra M. Torres, Chief Ethics and Compliance Officer  
 Derek H. Utter, Chief Development Officer  
 Lillian D. Valenti, Chief Procurement Officer  
 Cheryl A. Yetka, Treasurer\*

Guests:

Noreen M. Giblin, Deputy Chief Counsel, Authorities Unit, Office of the Governor of New Jersey \*  
 Lauren LaRusso, Senior Counsel, Authorities Unit, Office of the Governor of New Jersey\*

Public Commenter (Written Statement):

Charlene Talarico

Topic:

Port Authority Personnel Matters/  
 Lincoln Tunnel Incident

\* Remote participants via teleconference.

The public meeting was called to order by Chairman O’Toole at 12:12 p.m. and ended at 12:46 p.m. The Board also met in executive session prior to the public session. Commissioner Horwitz was present for the executive session, participating via teleconference. Food and beverages were not offered in executive session. Mask rules were uniformly observed, and social distancing was maintained throughout the meetings.

### **Report on Prior Meeting’s Minutes**

Copies of the Minutes of the meeting of September 30, 2021 were delivered in electronic form to the Governors of New York and New Jersey on October 1, 2021. The time for action by the Governors of New York and New Jersey expired at midnight on October 18, 2021.

### **Chairman’s Report**

The Chairman advised that in light of the ongoing COVID-19 public health crisis, in-person attendance at the meetings will be limited to Commissioners, Port Authority staff required to conduct the meetings, and credentialed members of the press, subject to space limitations due to safety protocols.

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

**FUNDING AGREEMENT WITH THE ALLIANCE FOR DOWNTOWN NEW YORK, INC.  
– RENEWAL**

It was recommended that the Board authorize the Executive Director to modify and extend the Port Authority's funding agreement with the Alliance for Downtown New York, Inc. (the Alliance).

The Alliance is the operating entity for the Downtown-Lower Manhattan Business Improvement District (BID), which represents the interests of the Downtown-Lower Manhattan (Downtown) business community and helps to preserve and enhance the value of Downtown property.

Similar to other business improvement districts in New York City, the Alliance collects assessments from property owners and provides services to the BID that benefit property owners and their tenants within the geographic area covered by the BID. The Alliance currently receives \$20.4 million annually in BID assessments paid by owners of private property located in the BID. Property located in Downtown that is owned and operated by government agencies and nonprofit organizations is exempt from making annual BID payments to the Alliance; however, most of these government agencies and nonprofit organizations make a reduced, negotiated payment to the Alliance.

The Port Authority has made annual contributions to the Alliance since it was founded in 1995. During this period, the Alliance has been a strong advocate for Downtown by marketing the area south of Chambers Street, promoting economic development of the area, enhancing security and sanitation, working to improve streetscape appearances and signage, and fostering cultural and community events.

The Alliance provides traditional business improvement services, in addition to conducting planning and research studies to transform Downtown. The Alliance provides a variety of enhancements to the quality of life and security of Downtown, including staffing security officers at the New York Police Department Downtown Center, deploying sanitation staff to clean streets and sidewalks, providing concessionaire services for two parks located Downtown, and maintaining the Downtown wayfinding signage system.

The Alliance currently provides services in three essential areas: (1) public services, including information kiosks, bicycle parking planning and maintenance and campus perimeter services; (2) economic development, including providing resident demographic information, real estate trends and tourism information; and (3) marketing and communications, including promoting World Trade Center (WTC) events and the WTC campus generally, via newsletter, social media, and the press.

A representative from the Port Authority serves on the Board of Directors of the Alliance to ensure that the interests and concerns of the Port Authority are represented.

At its meeting on June 30, 2011, the Board authorized the Port Authority's previous funding agreement with the Alliance that was effective through June 30, 2021. Among other things, that agreement set forth the method used by the Port Authority to calculate the amount of the annual BID payment made to the Alliance, which is based on an agreed-upon amount of square

footage located in One WTC and the retail portions of the WTC. The Port Authority currently contributes \$510,453 annually to the Alliance.

The current funding agreement expired while the parties were negotiating the terms of the proposed agreement extension. The recommended new funding agreement covers an additional ten-year period, effective from July 1, 2021 through June 30, 2031, pursuant to which the Port Authority would provide the Alliance with an initial annual payment of \$510,453. The annual payment would subsequently be subject to up to two increases over the ten-year period, with each increase limited to the lesser of the actual percentage increase assessed on private property owners or 10 percent. The maximum contribution by the Port Authority over the ten-year period would not exceed \$6,013,131.

The Alliance promotes economic development and provides numerous benefits for the traveling public in and around the WTC. Contributing to the Alliance enhances relations with businesses located Downtown and helps ensure that Port Authority interests are protected.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Cohen, Eve, LaBarbera, Lynford, Martinotti, McCabe, Menendez, 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 Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to modify and extend the Port Authority's funding agreement with the Alliance for Downtown New York, Inc. (the Alliance) for an additional ten-year period, effective from July 1, 2021 through June 30, 2031, pursuant to which the Port Authority will provide the Alliance with an initial annual payment of \$510,453, with future years' annual funding amounts subject to a limit of two adjustments over the ten-year period, consistent with the terms outlined to the Board; 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 his authorized representative, and the terms of such contracts, agreements and other documents shall be subject to review by General Counsel or his authorized representative.

**UPDATED PORT AUTHORITY POLICY ON REPORTING MISCONDUCT AND PROTECTION FROM RETALIATION**

As a core part of its overall ethics and integrity program, the Port Authority has long prohibited retaliation against those who report misconduct, and in 2015 the Board adopted a Whistleblower Protection Policy. During recent years, agency senior staff, led by the Chief Ethics and Compliance Officer, have closely studied emerging best practices in both the public and private sector with respect to whistleblower protections. In light of that review, and in consultation with both the Board’s Governance and Ethics Committee and the Office of Inspector General, agency staff now recommends that the Board adopt the attached policy. The policy, called “Reporting Misconduct and Protection from Retaliation,” would replace the referenced 2015 policy and would greatly strengthen it, including by: expanding the range of reports as to which whistleblower protections apply; expanding the definition of what constitutes retaliation in response to a protected report; and imposing an affirmative obligation on managers to prevent retaliation.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Cohen, Eve, LaBarbera, Lynford, Martinotti, McCabe, Menendez, 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 attached policy, called Reporting Misconduct and Protection from Retaliation, be and it hereby is adopted.



AI 20-1.18  
Revised: DATE, 2021

## REPORTING MISCONDUCT AND PROTECTION FROM RETALIATION

### Introduction

This policy strictly prohibits retaliation against employees of The Port Authority of New York and New Jersey and the Port Authority Trans-Hudson Corporation (“PATH”), including all subsidiaries (collectively, “Port Authority”) for reporting suspected workplace misconduct or engaging in other activity protected by this policy. Those who come forward to report suspected misconduct or illegal activity on Port Authority premises or pertaining to their work on Port Authority matters will be protected from retaliation, and this policy provides employees with multiple reporting channels to ensure any matter can be reported—anononymously, if preferred—and appropriately addressed. This policy also provides additional resources to ensure employees can feel safe to raise other issues unrelated to potential misconduct, and engage in frank, honest communication without any fear of retaliation.

This policy contains the guidelines for reporting and investigating known or suspected misconduct (Section III); the protections against retaliation for those who speak up or engage in other protected activity and the additional safeguards for reports of retaliation (Section IV); and additional resources available to employees to raise concerns unrelated to misconduct (Section V).

### Application

This policy applies to all Port Authority employees. To the extent this policy affects terms and conditions of employment, represented employees should refer to their respective collective bargaining agreements.

Individuals who work for Port Authority vendors and lessees, as defined by the Vendor Code of Ethics and the Lessee Code of Ethics, respectively, are protected as set out in those codes from retaliation for reporting potential misconduct on Port Authority premises or pertaining to their work on Port Authority matters.

### Misconduct

#### Duty to Report

“Misconduct” for purposes of this policy is any act or failure to act by a Port Authority employee, vendor, or lessee that violates

a federal, state or local law or regulation (i) on Port Authority property; or (ii) that directly relates to Port Authority property or activities; or

a Port Authority code, rule, regulation or policy that establishes standards with

respect to ethics and integrity, conflicts of interest, fraud, waste or abuse, discrimination or harassment, public safety or employee safety.<sup>1</sup>

Employees have an affirmative duty to speak up when they observe or experience behavior that they know, or have a reasonable basis to believe, involves Misconduct. Employees do not need to be certain that Misconduct has occurred to speak up and should not attempt to investigate or gather additional information themselves. Instead, employees should make a report as soon as they become aware of known or suspected Misconduct.

Reports of known or suspected Misconduct involving imminent violence or harm should be reported immediately to the Port Authority Police Department or to local police.

Other reports of known or suspected Misconduct should be made to a manager or supervisor or to one of these Port Authority units -

Office of Inspector General;

Office of Ethics and Compliance;

Office of Equal Employment Opportunity Compliance;

Employee Relations unit in the Human Resources Department;

Designated Ethics Attorney; or

VOICE Helpline.

Contact information for these units is provided in Appendix A. Reports will be treated as confidential to the maximum extent permitted by law and the responsibility to fully and carefully investigate the matter.

Employees are not required to report Misconduct to their direct managers or supervisors before making a report to any of the other units listed in paragraph III(A)(4)(a)-(f) above. Managers and supervisors are prohibited from discouraging employees from making a report of suspected Misconduct.

Reports of suspected Misconduct can be made anonymously through the VOICE Helpline, which is operated by an independent third-party and can provide investigation updates and the ability to provide additional information. All

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<sup>1</sup> Port Authority standards for ethics and integrity, conflicts of interest, fraud, waste or abuse, discrimination or harassment, public safety or employee safety are found in such resources as: (a) the Port Authority Employee Code of Ethics, the Code of Ethics for Port Authority Vendors, the Code of Ethics for Port Authority Lessees, or the Code of Ethics for Port Authority Commissioners; (b) Port Authority Administrative Instructions (“AIs”) and Port Authority Instructions (“PAIs”) addressing issues raised in one or more of these codes; (c) the General Rules and Regulations for All Port Authority Employees; (d) the PATH Book of Rules; and (e) Port Authority Police Department Police Academy Recruit Guidebook, Patrol Guide and Operations Orders. Links to some of these resources are found at <http://enet/employee-code-of-ethics/code.html>.

anonymous reports should provide as much detail as possible to enable thorough investigations.

Failure to report known or suspected Misconduct as required by this policy may, in appropriate circumstances, lead to discipline up to and including termination.

### Investigating Reports of Misconduct

Reporters will receive acknowledgment of receipt of reports made to a unit listed in Section III(A)(4)(a)-(f) as promptly as possible, and in any event within 2 business days, unless it would compromise the integrity of the investigation.

Once a concern regarding Misconduct has been raised, no matter how it was reported, the concern will be referred for investigation to the appropriate unit with subject matter expertise. As soon as possible and as appropriate based on the investigation, the person who made the report will be provided with the name and contact information of the person and unit that will conduct the investigation. Investigations will be conducted in an objective, prompt, discreet, and thorough manner.

Employees must cooperate fully and honestly in authorized investigations. Employees who knowingly provide false statements to authorized investigators may be subject to discipline, up to and including termination.

No one alleged to have been involved in the report under investigation shall supervise, conduct, or have any involvement in the investigation or subsequent proceedings other than as a fact witness.

When an investigation is closed, the person who made the report, if known, will be contacted, and informed whether the report has been substantiated. Any disciplinary action that might be taken and any confidential information concerning the investigation shall not ordinarily be disclosed to the employee or employees who made the report unless necessary to implement disciplinary action.

### Protected Activity and Protection from Retaliation

#### Protected Activity

Ensuring those who speak up are protected from retaliation is vital to maintaining safety, security and a positive workplace culture of respect, diversity and inclusion. "Protected Activity" for purposes of this policy includes:

Making a good faith report of Misconduct or other illegal activity to manager or supervisor or any of the Port Authority units listed in Section III(A)(4)(a)-(f).

A report is made in "good faith" when a person has a reasonable basis to believe, at the time the report is made, that an act or failure to act involves Misconduct or other illegal activity.

Making a good faith report is Protected Activity regardless of whether investigators subsequently determine that Misconduct or other illegal activity occurred, and regardless of the reporting person's motivations, prior performance or disciplinary record.

Cooperating, assisting, or participating fully and honestly with an investigation conducted by any of the Port Authority units listed in Section III(A)(4)(a)-(f);

Objecting to or refusing to participate in or tolerate conduct that a person has a reasonable basis to believe, at the time, to involve Misconduct or other illegal activity; and

Engaging in any other activity protected by applicable law.

### Protection from Retaliation

Retaliation and threats of Retaliation against an employee are strictly prohibited.

“Retaliation” for purposes of this policy is any actual or threatened “Adverse Action” taken against someone because they engaged in or are perceived to have engaged in “Protected Activity.”

“Adverse Action” for purposes of this policy is any unfavorable change to the existing terms, conditions and privileges of employment that is not warranted. Adverse Action can include dismissal, demotion, failure to promote, reduction in compensation or benefits, suspension, compulsory leave, or disciplinary action. Adverse Action can also include unwarranted negative performance evaluations or assertions of poor performance; involuntary transfer or reassignment; bullying, harassing, ostracizing or other denigrating acts; or any other act to discourage a person from engaging in Protected Activity.

Managers and supervisors have an affirmative obligation to report and take reasonable steps to prevent acts or threats of Retaliation, including acts and threats of Retaliation by others. Ignoring or tolerating acts or threats of Retaliation may, in some circumstances, subject managers and supervisors to discipline up to and including termination.

### Additional Safeguards for Investigating Retaliation

Reports alleging Retaliation and allegations of Retaliation uncovered during investigations are subject to additional procedural safeguards to ensure appropriate oversight, evaluation, and remediation.

The unit investigating the alleged Retaliation will determine whether the allegation has been substantiated and submit a written summary of the investigation to the Executive Director.

If an allegation of Retaliation is not substantiated, the Executive Director shall review the written summary before it shall become final. The person who made the report, if known, will be contacted, and be notified of the results

of the investigation.

If an allegation of Retaliation is substantiated, the Executive Director shall review the written summary and determine the appropriate Remedial Action, as defined below in Section IV(C)(2), to be taken in response. Once the Executive Director has completed review and determined the Remedial Action, the determination shall be final.

“Remedial Action” is defined as action taken to redress the harm caused to employees by the Retaliation and may include one or more of the following:

reinstatement or redeployment of any adversely affected individual to a position the same as or comparable to the position they held or would have held if not for the Retaliation; or, as appropriate, to an equivalent position;

reinstatement of any lost seniority rights;

payment of any lost compensation which includes both wages and benefits;

other measures necessary to effectuate a “make whole” remedy; and/or

additional corrective measures to prevent recurrence of Retaliation.

After the determination of Remedial Action becomes final, the person who made the report, if known, and/or the person who was adversely affected by the Retaliation will be given a written summary of the final determination and the Remedial Action to be taken. Actual or proposed disciplinary action against the person(s) found to have engaged in Retaliation and other confidential information concerning the investigation shall not be disclosed except as provided in Section III(B)(5) above.

Disciplinary action taken in response to Retaliation shall be determined in accordance with existing policies, procedures, and collective bargaining agreements, where applicable. The determination, implementation and notification of Remedial Action shall not be delayed while awaiting the completion of any disciplinary process involving the person(s) found to have engaged in Retaliation.

If the Executive Director is found to have engaged in Retaliation, the Governance and Ethics Committee shall be notified directly and may take such actions as it deems appropriate.

If a Commissioner is found to have engaged in Retaliation against an employee, the Governance and Ethics Committee shall be notified and may recommend to the Board of Commissioners such action as it deems appropriate.

The Office of Ethics and Compliance and Office of Inspector General shall jointly prepare and forward to the Executive Director, the General Counsel, and the Governance and Ethics Committee a quarterly report on the administration of this policy during the preceding quarter. This quarterly report shall include the

number of reports of Retaliation received and investigated by each Port Authority entity, including the Office of Inspector General, the Office of Ethics and Compliance, the Office of Equal Employment Opportunity Compliance and Human Capital. The quarterly reports shall include a high-level summary of each report of Retaliation, the status of pending investigations, investigative findings, the status of disciplinary proceedings and final dispositions, including disciplinary action, in a manner that maintains the confidentiality of the person(s) affected and integrity of the investigation.

#### Raising Other Concerns

Employees are encouraged to ask questions or express concerns about other issues relating to or affecting their workplace experience to their managers and supervisors, the Employee Experience Advisor, or to personnel in the Human Resources Department or Labor Relations Department (collectively, “Human Capital”).

Managers and supervisors should encourage such conversations with their teams, respond with sensitivity and respect, and must not take action that would discourage employees from expressing their concerns. Contact information for the Employee Experience Advisor is provided in Appendix A.

#### Related Policies

[Employee Code of Ethics](#)

[Vendor Code of Ethics](#)

[Lessee Code of Ethics](#)

[General Rules and Regulations for All Port Authority Employees](#)

[PATH Book of Rules](#)

(Revises AI 20-1.18, Whistleblower Protection, dated September 1, 2015)

DISCLAIMER: Although issued in revised format, the information contained in these Administrative Instructions (AIs) reflects the content of previously issued Administrative Policy Statements (APs) and, in certain limited instances, Port Authority Instructions (PAIs). The rules set forth in these AIs will remain in effect until changing conditions require their revision. This body of instructions is not intended to be exhaustive with respect to all the responsibilities of employees and it does not constitute a contract. These AIs will be updated from time to time to reflect changes or additions as appropriate, at the direction of the Executive Director.

## APPENDIX A

### A. Contact Information for Port Authority entities listed in Section III(C)

#### Office of Inspector General:

P.O. Box 2018  
Hoboken, NJ 07030  
973-565-4340  
[InspectorGeneral@panynj.gov](mailto:InspectorGeneral@panynj.gov)

#### Office of Ethics and Compliance:

4 World Trade Center  
150 Greenwich St., 25th Floor  
New York, NY 10007  
212-435-6607  
[EthicsCompliance@panynj.gov](mailto:EthicsCompliance@panynj.gov)

#### Office of Equal Employment Opportunity Compliance:

4 World Trade Center  
150 Greenwich St., 16th Floor  
New York, NY 10007  
212-435-6323  
[EEO@panynj.gov](mailto:EEO@panynj.gov)

EEO Liaisons:      Current list available on eNet  
<http://enet/odi/pdf/pa-eeo-liaisons.pdf>

#### Employee Relations:

2 Montgomery Street, 3rd Floor  
Jersey City, NJ 07302  
201-395-3985  
[rpsmall@panynj.gov](mailto:rpsmall@panynj.gov)

#### Designated Ethics Attorney:

[EthicsAttorney@panynj.gov](mailto:EthicsAttorney@panynj.gov)

#### VOICE Helpline:

866-279-6844  
[panynjvoice@tnwinc.com](mailto:panynjvoice@tnwinc.com)  
<https://panynjvoice.tnwreports.com>

Contact Information for the Employee Experience Advisor listed in Section III(G)

Employee Experience Advisor:

4 World Trade Center  
150 Greenwich St., 16th Floor  
New York, NY 10007  
212-435-2862  
[miwatson@panynj.gov](mailto:miwatson@panynj.gov)

Whereupon, the meeting was adjourned.

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Secretary