

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, February 13, 2025

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, February 13, 2025, at 150 Greenwich Street, New York City, 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*

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
 M. Rizwan Baig, Chief Engineer
 Christopher J. Beacham, Chief of Staff, Office of the Chief Financial Officer*
 Christina Callahan, Chief, Human Capital
 Ana M. Carvajalino, Director, Financial Planning*
 Edward T. Cetnar, Director, Public Safety/Superintendent of Police
 Clarelle D. DeGraffe, Director, Rail Transit*
 Lisa M. Dewey-Mattia, Chief of Staff and Special Counsel to the Executive Director
 Gregory W. Ehrie, Chief Security Officer
 Diannae C. Ehler, Director, Tunnels, Bridges and Terminals
 Benjamin E. Feldman, Deputy Chief Communications Officer
 Kristen L. Figaro, 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
 Abigail Goldenberg, Attorney, Law
 Jessica S. Gummerman, Deputy Secretary
 James D. Heitmann, Chief Operating Officer
 Stephen Marinko, Assistant General Counsel
 Elizabeth M. McCarthy, Chief Financial Officer
 Zachary McCue, Chief, Intergovernmental Affairs
 Sarah McKeon, First Deputy Director, Aviation
 Matthew F. Murray, Senior Advisor to the Chairman
 Danielle M. Outlaw, First Deputy Chief Security Officer
 Kathryn W. Parneros, Executive Policy Analyst, Office of the Secretary
 Aman Patel, Leadership Fellow, Human Resources*
 Thomas Pietrykoski, Director, Corporate Communications
 Nathan D. Reilly, First Deputy General Counsel and Director of Legal Affairs
 Maurice Robinson, Assistant Director, Office of Diversity, Equity and Inclusion
 Bethann Rooney, Director, Port
 Jessica Russ, General Manager, Board Unit, Office of the Secretary*

NEW YORK

Hon. Jeffrey H. Lynford, Vice Chairman
 Hon. Leecia R. Eve
 Hon. Elizabeth R. Fine
 Hon. Winston C. Fisher*
 Hon. Gary LaBarbera

* Remote participants via videoconference.

Peter D. Simon, Chief of Staff to the Chairman
Derek H. Utter, Chief Development Officer
Lillian D. Valenti, Chief Procurement Officer
Michael S. Wojnar, Special Counselor to the Executive Director
Jolene M. Yeats, Director, World Trade Center*

Guests:

J. Gilmore Childers
Steven Knapp
Joseph M. Morris, Jr., Port Authority Retiree
Jessica S. O'Connor, Associate Counsel, Authorities Unit, Office of the Governor of New Jersey
John F. Ryan, Port Authority Retiree
Edward Smith

Public Commenters:

Jason Anthony
Matthew Buchys-Hyland (Video Statement)
Christopher Greif
Debra Greif
Ann Mannino
John Taranu

Topic:

Accessibility
Accessibility
Accessibility and Safety
Accessibility and Safety
Safety
PATH Feedback

* Remote participants via videoconference.

The public meeting was called to order by Chairman O’Toole at 1:18 p.m. and ended at 2:13 p.m. The Board also met in executive session prior to the public session. Commissioner LaBarbera was present for the executive session and most of the public session and submitted his affirmative votes to the Secretary on the resolutions before the Board for consideration in public session, prior to departing the public session.

Report on Prior Meeting’s Minutes

Copies of the Minutes of the meeting of December 12, 2024 were delivered in electronic form to the Governors of New York and New Jersey on December 13, 2024. The time for action by the Governors of New York and New Jersey expired at midnight on December 30, 2024.

Chairman’s Report

The Chairman advised that as part of the Port Authority’s public speakers’ program, one video statement was received and shown as part of the public Board meeting.

Moments of Silence and Remembrance

The Chairman requested a moment of silence in observance of the upcoming 32nd anniversary of the February 26, 1993 terrorist attack on The World Trade Center.

The Chairman also called for a moment of silence in observance of the recent passing of former Deputy Executive Director Ronald Shifan, and Louis J. Accardo, a three-year employee of the Tunnels, Bridges and Terminals Department.

Recognition

During the public Board Meeting, J. Gilmore Childers was honored as the lead federal prosecutor in the successful investigation and prosecution of the perpetrators of February 26, 1993 bombing of the World Trade Center. The Chairman announced that a United States flag would be flown at the World Trade Center site on February 26, 2025 in honor of Mr. Childers’ service.

JOHN F. KENNEDY INTERNATIONAL AIRPORT – BUILDING 14 ROOF REPLACEMENT – PROJECT AUTHORIZATION AND AUTHORIZATION TO AWARD CONTRACT JFK-114.366

It was recommended that the Board authorize: (1) a project for design and construction work necessary for the removal and replacement of the roof above the Port Authority Administration Building section of Building 14 at John F. Kennedy International Airport (JFK), at an estimated total project cost of \$26.8 million; and (2) the Executive Director to award a design and construction contract, Contract JFK-114.366, pursuant to a publicly advertised bid process, to perform the roof replacement work, at an estimated amount of \$17.6 million, which is included in the estimated total project cost.

JFK Building 14, which serves as the Port Authority’s Administrative Building and houses Port Authority maintenance and operations staff and equipment, was constructed in the 1950s. The building is composed of a series of interconnected structures including a main section, East and West wings and a maintenance hangar and shed. The roofs on the West and East wings of Building 14 were rehabilitated in 2015 and 2019, respectively, and are in a state-of-good repair. The roof on the main section of the building, which houses Port Authority administrative staff, is in poor condition, as evidenced by periodic leaks of increased frequency that have required interim maintenance repairs as new leaks appear.

The proposed project would provide for design and construction work to replace the roof above the Port Authority administration offices section of Building 14. The scope of work for Contract JFK-114.366 would provide for the design and construction of the roof replacement and associated work, including include the following: removal and replacement of the roof, including roof-mounted electrical and mechanical equipment and accessories, as well as the replacement and cleaning of roof drains.

At its March 2023 meeting, the Board authorized planning and preliminary design work for the proposed project, at an estimated planning cost of \$2.1 million (which is reflected within the proposed total project cost of \$26.8 million). That planning effort resulted in a recommendation to move forward on the proposed project and determined that the roof could support a solar installation in the future.

It is expected that authorization will be sought in the future for replacement of the remaining sections of Building 14’s roofs, the original maintenance hangar and the maintenance shed. Costs for this project are partially recoverable through JFK Airport Integrated Recovery Fees collected from airlines using JFK.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bollwage, Eve, Fine, Fisher, Helmy, Kelley, LaBarbera, Lynford, McCabe, O’Toole, and Richardson 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 a project for design and construction work necessary for the removal and replacement of the roof above the Port Authority Administration Building section of Building 14 at John F. Kennedy International Airport, at an estimated total project cost of \$26.8 million, be and it hereby is 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 award a design and construction contract, Contract JFK-114.366, pursuant to a publicly advertised bid process, to perform the roof replacement work for the foregoing project, at an estimated amount of \$17.6 million, which is included in the estimated total project cost; 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 construction contracts, contracts for professional, technical, and advisory services, and such other contracts and agreements as may be necessary to effectuate the foregoing project, pursuant to authority granted in the By-Laws or other resolution adopted by the Board; and it is further

RESOLVED, that the form of all contracts, agreements and other documents in connection with the foregoing project 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.

**JOHN F. KENNEDY INTERNATIONAL AIRPORT REDEVELOPMENT PROGRAM –
AUTHORIZATION TO SUBMIT PROJECTS TO THE FEDERAL AVIATION
ADMINISTRATION FOR COLLECTION AND USE OF PASSENGER FACILITY
CHARGES**

It was recommended that the Board authorize the Executive Director to include two previously Board-authorized redevelopment projects (“JFK Projects”) at John F. Kennedy International Airport (“JFK”) in a Port Authority application to the Federal Aviation Administration (“FAA”) for the collection and use of Passenger Facility Charges (“PFCs”) to partially fund the JFK Projects in the amount of \$650 million. The Port Authority would also include its consultant services costs to support the preparation of the PFC application.

By way of background, under the federal Aviation Safety and Capacity Expansion Act of 1990 and the Wendell H. Ford Aviation Investment and Reform Act for the 21st Century, commercial service airports may seek authority from the FAA to require airlines using their facilities to add a fee to each passenger’s ticket cost, *i.e.* a PFC, which funds are remitted upon collection to a trust fund administered by the FAA. An airport has access to the collected funds for eligible airport-related capital projects that preserve or enhance safety, capacity or security of the national air transportation system, reduce noise from an airport that is part of that system, or furnish opportunities for enhanced competition among air carriers, subject to FAA approval of use on the eligible projects. The application to be submitted to the FAA (the “Submittal”) would allow for the Port Authority to continue to collect and use PFCs at the fee level of \$4.50 per passenger ticket for travel to and from JFK and is consistent with existing Port Authority revenue assumptions to support airport redevelopment consistent with the Capital Plan.

The utilization of PFCs for the JFK Projects instead of Port Authority funds (*i.e.* consolidated bonds or “pay-go” capital) is recommended for financial efficiency and does not reflect any change in the capital allocation to any Port Authority project. Also, as further clarification, the total cost to deliver each of the two JFK Projects remains within the respective Board-authorized amounts at the time of project authorization. The Port Authority has vetted the JFK Projects with air carriers and other stakeholders as part of a process in accordance with applicable federal requirements. As the next step in this administrative process, Board approval is now required for the Executive Director to formally submit the application to the FAA for its approval.

Under the Submittal, the Port Authority will apply to the FAA to collect and use the collected PFCs for the following projects, which were previously approved by the Board:

- (a) Up to \$608 million for design and construction of Central Terminal Area Roadways and Utility Improvements (Board action on March 16, 2023); and
- (b) Up to \$41.8 million for design and construction of Central Substation 2 in the JFK Central Terminal Area (Board action on December 16, 2021).

The proposed application also would include \$250,000 for costs associated with the preparation of the PFC application.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bollwage, Eve, Fine, Fisher, Helmy, Kelley, LaBarbera, Lynford, McCabe, O'Toole, and Richardson 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, after concurrence of the Chairman, to submit an application to the Federal Aviation Administration (“Submittal”) which provides for permission to collect and use up to \$650 million in Passenger Facility Charges (“PFCs”) to recover an equal amount of eligible expenditures associated with the following projects (“JFK Projects”) for which authorization for the Submittal by the Board was not requested at the time the projects were otherwise authorized: (i) a project for design and construction of Central Terminal Area Roadways and Utilities Improvements at John F. Kennedy International Airport (“JFK”) in an amount up to \$608 million and (ii) a project for design and construction of a second electrical substation in the Central Terminal Area at JFK in an amount up to \$41.8 million; and (iii) include \$250,000 for costs associated with the preparation of the PFCs application; 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 to modify the Submittal after concurrence of the Chairman, so long as any such modification does not materially change the Submittal as described in the report above; 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 the General Counsel or her authorized representative and the terms of such contracts, agreements and other documents shall be subject to review by the General Counsel or her authorized representative.

Whereupon, the meeting was adjourned.

Secretary