

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

**MINUTES**

**Thursday, February 13, 2020**

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**MINUTES of the Annual Meeting of The Port Authority of New York and New Jersey held Thursday, February 13, 2020 at 150 Greenwich Street, New York City, New York and State of New York**

**PRESENT:**

**NEW JERSEY**

Hon. Kevin J. O'Toole, Chairman  
 Hon. Richard H. Bagger  
 Hon. Kevin P. McCabe  
 Hon. Raymond M. Pocino

**NEW YORK**

Hon. Jeffrey H. Lynford, Vice Chairman  
 Hon. Daniel J. Horwitz  
 Hon. Gary LaBarbera  
 Hon. George T. McDonald  
 Hon. Rossana Rosado

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

James K. Allen Jr., Chief of Staff to the Vice Chairman  
 Justin E. Bernbach, Director, Government and Community Affairs, New York  
 John Bilich, Chief Security Officer  
 Martha Bogle, Chief of Design, Engineering  
 Benjamin M. Branham, Chief Communications Officer  
 Meredith L. Brooks, Assoc. Board Management & Support Specialist, Office of Secretary  
 Jack Buchsbaum, Deputy Chief Engineer/Deputy Director of Engineering  
 Alana Calmi, Senior Public Information Officer, Media Relations  
 Philip Campo, Jr., Police Officer  
 Rebecca L. Cassidy, General Manager, Board Unit, Office of the Secretary  
 Edward T. Cetnar, Director, Public Safety/Superintendent of Police  
 Steven J. Coleman, Deputy Director, Media Relations  
 Nicole Crifo, Deputy Chief Ethics and Compliance Officer  
 Jennifer S. Davis, Chief Intergovernmental Affairs Officer  
 Alfred P. Doblin, Director Strategic Communications, Chief Communications Office  
 Michael P. Dombrowski, Audio Visual Specialist, Marketing  
 Diannae C. Ehler, Director, Tunnels, Bridges, and Terminals  
 Benjamin Feldman, Senior Advisor to the Chairman  
 Amy H. Fisher, First Deputy General Counsel  
 Ryan Flanagan, Principal Property Representative, Port  
 Joseph Francavilla, Police Officer  
 Robert Gibbon, Special Counselor to the Executive Director  
 Anthony Guercio, Police Sergeant  
 Mercedes Guzman, Administrative Assistant to Executive Director  
 MaryLee Hannell, Chief, Human Capital  
 William Howley, Police Sergeant  
 Natasha G. Jean Philipp-Cumberbatch, Manager, Corporate Transparency, Office of the Secretary  
 James Kleeman, Deputy Director, World Trade Center Redevelopment  
 Lindsay M. Kryzak, Director, Media Relations  
 Scott Ladd, Assistant Director, Media Relations  
 Cristina M. Lado, Director, Government and Community Affairs, New Jersey  
 Huntley A. Lawrence, Director, Aviation  
 Steven Magnavita, Police Officer

John Malles, Deputy Director, Technology  
 Stephen Marinko, Assistant General Counsel  
 Angel Martinez, Program Director, Engineering  
 Michael G. Massiah, Chief Diversity and Inclusion Officer  
 Daniel G. McCarron, Comptroller  
 Elizabeth M. McCarthy, Chief Financial Officer  
 Tobi Mettle, Chief of Staff for Agency Initiatives, Office of the Executive Director  
 Toni Munford, Manager, Policies and Protocol, Office of the Secretary  
 Mary K. Murphy, Director, Planning and Regional Development  
 Alec Nadeau, Manager, Executive Initiatives and Policy  
 Hersh K. Parekh, Director, Government and Community Relations for Aviation  
 Redevelopment in New York  
 Steven P. Plate, Chief, Major Capital Projects  
 Alan L. Reiss, Director, World Trade Center Construction  
 Lenis Rodrigues, Staff Public Information Officer, Media Relations  
 Matthew Rosati, Police Officer  
 Sam Ruda, Director, Port  
 Lauren Sharkey, Human Resources Operations Partner, Human Resources  
 Aaron F. Sherburne, Director, Operations Services  
 Beth Siegel, Program Director, Rail Transit  
 Peter D. Simon, Chief of Staff to the Chairman  
 Samantha Smith, Leadership Fellow, Human Resources  
 Mark B. Spector, Director, Real Estate  
 James A. Starace, Chief Engineer/Director of Engineering  
 K. Ocean Stokes, Senior Business Manager, Engineering  
 Bogdan Tereshchenko, Attorney, Law  
 Michael Tilatitsky, Police Officer  
 Debra M. Torres, Chief Ethics and Compliance Officer  
 Derek H. Utter, Chief Development Officer  
 Lillian D. Valenti, Chief Procurement and Contracting Officer  
 Yolanda Velazquez, Senior Executive Secretary, Chief Security Office  
 Liz White, Leadership Fellow, Human Resources

Guests:

Denise M. Berger, Port Authority Retiree  
 Edmund Caulfield, Associate Counsel, Authorities Unit, Office of the Governor of New Jersey  
 Karen E. Eastman, Port Authority Retiree  
 Sheree R. Van Duyne, Port Authority Retiree

Speakers:

Rudolph Amerally, PATH  
 Murray Bodin  
 Stephen Brophy, PATH  
 Robert Elijah, PATH  
 Alexander Jones, PATH  
 Sean Mayo, PATH  
 Charlene Talarico  
  
 Neile Weissman, Complete George

Topic:

PATH Contract Negotiations  
 Equality  
 PATH Contract Negotiations  
 PATH Contract Negotiations  
 PATH Contract Negotiations  
 PATH Contract Negotiations  
 PATH Contract Negotiations  
 Human Resources Policies and  
 Procedures  
 Sustainable Infrastructure

The public meeting was called to order by Chairman O’Toole at 12:25 p.m. and ended at 1:30 p.m. The Board also met in executive session prior to the public session. Commissioner Eve was present for the executive session.

### **Report on Prior Meetings’ Minutes**

Copies of the Minutes of the meeting of December 12, 2019 were delivered to the Governors of New York (in electronic form) and New Jersey (in paper form) on December 13, 2019. The time for action by the Governors of New York and New Jersey expired at midnight on December 30, 2019.

The resolution entitled "Port Jersey-Port Authority Marine Terminal - Rehabilitation of Berths E-1 and E-2 - Project Authorization and Award of Contract PJ-664.513" on pages 154-155 of the Minutes dated October 24, 2019 contained a clerical error concerning the number of the construction contract to deliver the project. The Minutes have been corrected to reflect the actual contract number, Contract PJ-664.531.

### **Moment of Silence**

The Chairman requested a moment of silence in observance of two events: first, the upcoming 27<sup>th</sup> anniversary of the February 26, 1993 terrorist attack on The World Trade Center, and second, the recent passing of Hiloreen Woods-Hyatt, a 35-year veteran of the Port Authority who held the position of Special Event Representative in the Marketing Department.

## **ELECTION OF OFFICERS**

Pursuant to the By-Laws of The Port Authority of New York and New Jersey, this Board meeting, the first of 2020, 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 Bagger, Horwitz, LaBarbera, Lynford, McCabe, McDonald, O'Toole, Pocino 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 they hereby are elected to serve as officers of The Port Authority of New York and New Jersey.

**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

Michael E. Farbiarz

James E. McCoy

Elizabeth M. McCarthy

Daniel G. McCarron

Cheryl A. Yetka

## **TRIBUTE TO DENISE M. BERGER**

In recognition of 32 years of dedicated service to The Port Authority of New York and New Jersey, we congratulate Denise M. Berger, on her recent retirement. Denise, who joined the Port Authority in 1987, has served in the Engineering Department for her entire career, including as the Chief of Operations for the Engineering Department for the last eight years.

Denise has led a distinguished career in public service at the Port Authority, having held numerous roles of increasing responsibility, including as Executive Advisor to the Chief Engineer and Deputy Director, Engineering Operations. As the Engineering Department's Chief of Operations, Denise led a team of dedicated architects and engineers in the delivery of critical Port Authority transportation infrastructure projects for the betterment of the bi-state region, and championed the use of alternative project delivery methods, as well as innovative technology and project controls solutions to ensure the Engineering Department remained an industry leader.

Denise also supported the development of staff throughout the agency and was strongly committed to diversity and inclusion in the workplace. In 2016, Denise founded the Port Authority Women's Council, an employee resource group created to support women in advancing their careers and in advancing to leadership roles at the Port Authority. Denise also served with distinction on the executive boards of numerous professional organizations, including the Architecture, Construction and Engineering Mentor Program of Greater New York, WTS International and Professional Women in Construction.

It is with sincere gratitude that we recognize Denise M. Berger for her dedicated public service to The Port Authority of New York and New Jersey and the entire region it serves.

**PORT AUTHORITY BUS TERMINAL – NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION – NEW LEASE LBT-766**

The introduction of a fresh market offering fresh produce and prepared foods from local vendors at the Port Authority Bus Terminal (PABT) is a key retail component of the Port Authority's ongoing effort to reposition and revitalize the PABT and enhance the customer experience. The fresh market, which would be developed in partnership with the New York City Economic Development Corporation (NYCEDC), is inspired by the Grand Central Market, and the newly opened Essex Market managed by NYCEDC, and would provide PABT commuters and visitors with a vibrant space and a dynamic, curated shopping environment, and set the tone for the future redevelopment of the PABT. It is intended to be comparable to the Grand Central Market at Grand Central Terminal and the Essex Market on the Lower East Side.

Therefore, it was recommended that the Board authorize the Executive Director to enter into a new lease agreement with NYCEDC for the leasing of approximately 5,900 square feet of retail space in the south wing of the PABT as a fresh market, for a term to commence on or about March 15, 2020 and expire on or about March 14, 2025, with NYCEDC to have one five-year extension option.

NYCEDC, which manages a portfolio of public retail markets throughout New York City, was the selected respondent pursuant to a Request for Expressions of Interest issued by the Port Authority for the operation of a fresh market offering fresh produce and prepared foods from local vendors at the PABT. Under the proposed lease, NYCEDC would enter into agreements with local vendors to utilize space within the leasehold for the sale of fresh ingredients and prepared foods.

The proposed lease would ensure that this highly visible space is activated as an appealing retail offering for PABT users, while providing the following benefits: (1) offer additional services to commuters who use the PABT, a further element of the Port Authority's "Quality of Commute" initiative; (2) enhance the PABT's retail environment; (3) by virtue of the enhancements, increase rent; (4) attract additional tenants; and (5) drive local and community economic development, by providing a venue for local businesses and entrepreneurs.

NYCEDC would pay fixed rent, subject to annual escalation, as well as an annual percentage rent on rentals paid to NYCEDC by vendors in excess of a certain threshold, with such percentage to be proportional to the amount of Port Authority capital contributions to improve the space. The total aggregate fixed rental over the five-year term of the lease would be approximately \$280,000. The Port Authority would contribute an amount not to exceed \$3.5 million toward the cost of NYCEDC's capital improvements to the premises. NYCEDC would contribute an additional amount of approximately \$3.5 million toward the cost of such capital improvements. Should NYCEDC invest less than \$3.5 million, it would be required to pay the Port Authority additional rent over the term of the lease. The Port Authority would have the right to terminate the lease, without cause, upon 30 days' prior written notice, including in the event of redevelopment of the PABT. In the event the Port Authority terminated the lease without cause, it would be required to reimburse NYCEDC for the unamortized amount of its capital investment, in an amount not to exceed \$3.5 million.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Horwitz, LaBarbera, Lynford, McCabe, McDonald, O'Toole, Pocino 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 enter into a lease agreement with New York City Economic Development Corporation (NYCEDC) for the leasing of approximately 5,900 square feet of retail space in the south wing of the Port Authority Bus Terminal, on the terms described above, for a five-year term, with NYCEDC to have one five-year extension option; 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 necessary or appropriate in connection with 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 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.

**PORT JERSEY-PORT AUTHORITY MARINE TERMINAL – CITY OF BAYONNE -  
NEW LEASE LPJ-014**

It was recommended that the Board authorize the Executive Director to enter into a new lease with the City of Bayonne, New Jersey (City) for the letting of approximately 65,000 square feet of upland open area and approximately 400 linear feet of berth space for the operation of a passenger commuter ferry service, vessel excursion and cruise transport services, and related vessel storage, passenger parking facility and concessions (collectively, the Services) at the Port Jersey-Port Authority Marine Terminal (Port Jersey), for a lease term of 10 years, with one mutual 10-year extension option, with the term commencing on or about March 1, 2020, and rental payments commencing on or about July 1, 2020.

The City is engaged in ongoing residential developmental efforts at The Peninsula at Bayonne Harbor, located west of Port Jersey, and would enter into the lease to establish a direct commuter ferry connection to New York City in support of such development.

Pursuant to the lease, the City would accept the property “as is” and be responsible for all costs associated with the development of the site for ferry operations. The City would pay an aggregate fixed rental at fair market value over the initial lease term of approximately \$2.6 million, with a rental adjustment based on fair market value in the extension period, if mutually exercised by both parties. In addition, commencing in the third year of the lease, the City would pay the Port Authority an addition rental, based on a percentage of annual gross revenues from cruise passenger transport and non-commuting excursions. The lease would allow the City to enter into operating agreements with third-party operators for management of daily operations of the Services, subject to Port Authority consent. The lease also would allow the City to request the Port Authority to provide additional property for passenger parking, subject to the terms and conditions of the lease and Port Authority consent.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Horwitz, LaBarbera, Lynford, McCabe, McDonald, O'Toole, Pocino 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 enter into a lease with the City of Bayonne, New Jersey for the letting of approximately 65,000 square feet of upland open area and approximately 400 linear feet of berth space located at the Port Jersey-Port Authority Marine Terminal for the operation of a passenger ferry service and related services, and, subject to Port Authority consent, the letting of additional property to be used for passenger parking, all substantially in accordance with the terms outlined to the Board; 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 the foregoing lease, and all other 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 lease, contracts, agreements and other documents shall be subject to review by General Counsel or his authorized representative.

**PORT NEWARK – PUBLIC SERVICE ELECTRIC AND GAS COMPANY – LEASE  
LPN-333**

It was recommended that the Board authorize the Executive Director to enter into a lease agreement (Lease) with Public Service Electric and Gas Company (PSE&G) for the use and occupancy of approximately 12,000 square feet of open area at Port Newark for the operation and maintenance of PSE&G's natural gas meter and regulation station, for a 20-year term commencing retroactively on April 1, 2018, at an aggregate rental over the lease term of approximately \$737,000.

PSE&G has been a tenant at Port Newark since June 15, 1959, pursuant to Lease LNS-331. It currently occupies the premises on a holdover basis. PSE&G's infrastructure provides natural gas service to the Port Authority and its Port Newark and Newark Liberty International Airport tenants. PSE&G will remain responsible for operating and maintaining the gas submetering station under the Lease, at its own expense.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Horwitz, LaBarbera, Lynford, McCabe, McDonald, O'Toole, Pocino 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 enter into a lease agreement with Public Service Electric and Gas Company covering the use and occupancy of approximately 12,000 square feet of open area at Port Newark for the operation and maintenance of a natural gas meter and regulation station, for a 20-year term commencing retroactively on April 1, 2018, substantially in accordance with the terms outlined to the Board; 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, agreements and other documents as may be necessary in connection with 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 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.

**JOHN F. KENNEDY INTERNATIONAL AIRPORT – AUTHORIZATION TO SUPPLEMENT TERMINAL LEASE ARRANGEMENTS WITH DELTA AIR LINES, INC./JFK INTERNATIONAL AIR TERMINAL LLC**

At its meeting on February 16, 2017, the Board of Commissioners allocated funds in the 2017-2026 Capital Plan for the redevelopment of John F. Kennedy International Airport (“JFK”), citing outdated airfield and landside infrastructure and severe congestion. At certain peak periods, the airport facilities struggle to adequately support today’s annual passenger volume of 60 million, which is expected to grow to 100 million annual passengers by 2050. Prior to the Board’s action of February 2017, on January 4, 2017, the Airport Advisory Panel (Advisory Panel) created by New York Governor Andrew Cuomo to make recommendations to the State of New York and the Port Authority regarding the transformation of LaGuardia Airport and JFK, issued a report entitled “A Vision Plan for John F. Kennedy International Airport,” which included recommendations for the redevelopment of JFK to meet the standards of a world-class 21st Century Airport. The JFK master plan, which conforms with the Advisory Panel’s recommendations, envisions expanded passenger terminals leased to private parties and Port Authority construction of shared facility improvements, such as roadways, taxiways, and parking facilities.

At its meetings in December 2018, October 2019, and November 2019, the Board allocated a total of \$1.1 billion for planning, early stage development efforts and initial construction for the JFK redevelopment efforts. In October 2018, the Board authorized the Executive Director to enter into exclusive negotiations with Terminal One Group Association L.P., or an affiliated entity (collectively, TOGA), for a new terminal to be located on the south end of JFK; and JetBlue Airways Corporation, or an affiliated entity for a new terminal to be located on the north end of JFK. In February 2019, the Board approved an expansion of Terminal 8 by its current operator, American Airlines to accommodate British Airways in that terminal and in November 2019, the Board approved a lease for redevelopment of the existing south side terminals (the “Terminal One Development”) by TOGA and its financing partners.

It is now recommended that the Board approve one or more supplements to the existing lease of Terminal 4 (the “Terminal 4 Lease”) with JFK International Air Terminal LLC (“IAT”), the current terminal operator to effectuate the expansion of Terminal 4. The Board originally approved a multi-phase redevelopment of Terminals 3 and 4 at its August 5, 2010 meeting. In Phase I, Terminal 3 was demolished and the Delta Air Lines, Inc. (“Delta”) operations in that terminal were moved to Terminal 4. Phase II, an 11-gate extension to Terminal 4 constructed by Delta, was approved by the Board on February 6, 2013. Delta, IAT and the Port Authority are now proposing a \$3.8 billion project to (i) consolidate Delta operations in Terminal 4 from Terminal 2, by extending Concourse A with 16 new gates (“Phase III Expansion”), allowing existing Terminal 2 to become part of the Terminal One Development; (ii) rehabilitate and upgrade Terminal 4 common areas, including renovation of the terminal entrance and arrivals and departures halls, installation of new and upgraded security protection; addition of a new food court and refurbishment of existing concession and common areas (including holdroom and concourse finishes, additional signage and wayfinding, replacement of bathroom facilities, and installation of a public art feature), to bring Terminal 4 up to world class standards (referred to by IAT as the “Transformation”); and (iii) the redevelopment of frontages and associated roadways to ameliorate congestion and improve Terminal 4 ingress and egress and improve the passenger

experience (“Leasehold Development,” and with Phase III Expansion and Transformation, collectively, the “Terminal 4 Redevelopment Work”).

The Terminal 4 Redevelopment Work is anticipated to be funded through the issuance of special project bonds by IAT in one or more tranches, with New York Transportation Development Corporation as conduit issuer, to be repaid through Terminal 4 revenues (including Delta’s and other airlines’ rental payments and Terminal 4 concession revenues). It is anticipated that in Spring 2020, IAT will refinance currently maturing or callable bonds with new bonds. In Fall 2020, IAT will issue new bonds to finance the Terminal 4 Redevelopment Work (as well as refunding the remaining existing bonds not previously called); and, if necessary, in Summer 2023, to the extent not previously financed, IAT may issue additional new bonds to complete the later-stage Terminal 4 Redevelopment Work (including the Leasehold Development). It is anticipated that Delta will commence the Terminal 4 Redevelopment Work before the initial issuance of new bonds and will utilize corporate funds for such early work, to be reimbursed when the new bonds are issued.

In connection with the project, certain agreements related to Terminal 4 (including the Terminal 4 Lease) and Delta’s other existing operations at JFK would be amended to effectuate the Terminal 4 Redevelopment Work, including extension of the Delta Terminal 2 lease, otherwise expiring in December 2020, until December 31, 2022 when the Phase III Expansion is scheduled to be completed. Delta will agree that all of its current operations at JFK will be consolidated in Terminal 4 by that expiration date, unless otherwise extended for exigencies not caused by Delta’s actions or other foreseeable events. The Port Authority will commit to replace the off-Terminal aircraft parking currently used by Delta and the other airlines in Terminal 4 to maintain current Delta operations.

Further, in recognition of the substantial investment being made in Terminal 4, the Terminal 4 Lease term will be extended under revised lease terms from its current expiration in May 2043 (the “Original Termination Date”), to December 30, 2050, the date of termination for the proposed Terminals One and 6/7 leases and a day prior to the termination of the Port Authority lease of the airports with New York City.

It is anticipated that the terms and conditions agreed to in connection with the project would be embodied in one or more Terminal 4 Lease Supplements, an agreement between Delta and the Port Authority related to vacating existing Delta sites, an amendment to the Delta-IAT Anchor Tenant Agreement which provides for rentals paid by Delta at Terminal 4, certain temporary and permanent easements and other agreements to permit anticipated operations by Terminal 4 and its neighboring terminals and consents thereto and certain other documents necessary or desirable to effectuate the Terminal 4 redevelopment consistent with this report (collectively, the “T4 Redevelopment Work Agreements”). It is therefore now recommended that the Board approve execution of the T4 Redevelopment Work Agreements and such other non-material terms and conditions as the Executive Director, in his discretion, approves. Substantive changes or additions to the above-reported terms and conditions would be subject to additional Board approval before execution.

Pursuant to the foregoing, the following resolutions were adopted, with Commissioners Bagger, Horwitz, LaBarbera, Lynford, McCabe, McDonald, O'Toole, Pocino 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 enter into the Terminal 4 Redevelopment Work Agreements and such other consents, agreements, documents and certificates approved by the Executive Director as necessary or desirable to effectuate the Terminal 4 redevelopment at John F. Kennedy International Airport, substantially in accordance with the foregoing report, and all with such non-material changes as the Executive Director, in his discretion, may determine; and it is further

**RESOLVED**, that the form of all consents, contracts, agreements and other documents in connection with the foregoing shall be subject to the approval of the General Counsel or his authorized representatives, and the terms of such contracts, agreements and other documents shall be subject to the approval of the General Counsel or his authorized representatives.

**JOHN F. KENNEDY INTERNATIONAL, NEWARK LIBERTY INTERNATIONAL AND LAGUARDIA AIRPORTS – PERMANENT RESTROOMS AND ASSOCIATED DRIVER SUPPORT SERVICES AT TAXI HOLD LOTS AND FOR-HIRE VEHICLE STAGING AREAS – PLANNING AUTHORIZATION**

It was recommended that the Board authorize planning work to support the construction of permanent restrooms, meditation areas, and washing stations, as well as all required utility connections, at all taxi hold lots and for-hire-vehicle (FHV) staging areas at John F. Kennedy International (JFK), Newark Liberty International (EWR), and LaGuardia (LGA) Airports, at an estimated total cost of \$2 million.

As part of the initiatives outlined to the Board in September 2019 to improve working conditions for taxi and FHV drivers, the Port Authority has committed to providing permanent restrooms, meditation areas, washing stations, improved cellular service, and associated utility connections at all taxi hold lots and FHV staging areas at JFK, EWR, and LGA. The locations of all new restrooms and other support services, which would replace temporary facilities that are currently in place, would be adjacent to planned taxi holds and FHV areas. All buildings would include plumbing, electrical, heating, ventilation, and air conditioning, civil, and structural elements. Improvements to cellular service at hold lots are being made under a separate initiative at each of the three airports.

The proposed planning effort would provide for preliminary design, planning, specification of design criteria, determination of optimal locations, and investigation of utility connections required for new permanent buildings containing restrooms and other support services at all taxi hold lots and FHV staging areas at these airports.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Horwitz, LaBarbera, Lynford, McCabe, McDonald, O'Toole, Pocino 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 planning work to support the construction of permanent restrooms and associated driver support services at taxi hold lots and for-hire vehicle staging areas at John F. Kennedy International, Newark Liberty International, and LaGuardia Airports, at an estimated total cost of \$2 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 take action with respect to contracts for professional and advisory services and such other contracts and agreements as may be necessary to effectuate the foregoing planning work, 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 planning work 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.

## **JOHN F. KENNEDY INTERNATIONAL AIRPORT – REPLACEMENT OF FARMERS SUBSTATION - PROJECT AUTHORIZATION**

At its March 21, 2019 meeting, the Board authorized the expenditure of approximately \$5 million for planning and engineering services necessary to develop the project scope and a cost estimate for the replacement of the Farmers Substation, as part of a broader authorization for the replacement of the existing Bergen and Van Wyck Substations, and the replacement of switchgears at the Central Substation, at John F. Kennedy International Airport (JFK).

As a result of this planning work, it was recommended that the Board authorize a project to replace the existing Farmers Substation at JFK with a new substation, at a total estimated project cost of \$124.7 million.

The existing Farmers Substation is a critical component of the electrical power distribution system at JFK, supplying power to most electrical assets on the airfield, as well as the North Cargo Area. The existing substation is 40 years old and is nearing the end of its useful life. The replacement of the Farmers Substation is required to maintain a state of good repair. In addition, the proposed replacement Farmers Substation would expand capacity from 12-megavolt amps (MVA) to 28-MVA, to support current and future electrical demand at JFK, including sufficient capacity to accommodate the increased use of electric ground support equipment by cargo operators.

The project would include the design and construction of a new substation that would replace the existing substation. The scope of work for the project would include building new switchgears, feeders, associated electrical equipment and a new concrete building to house equipment and associated building systems (*e.g.*, heating, ventilation and air conditioning, fire alarm, and Supervisory Control and Data Acquisition systems). Following completion of construction of the replacement Farmers Substation, the existing substation would be decommissioned and demolished. The project is anticipated to be performed pursuant to a design-build contract.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Horwitz, LaBarbera, Lynford, McCabe, McDonald, O'Toole, Pocino 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 a project to replace the Farmers Substation at John F. Kennedy International Airport with a new substation, at a total estimated project cost of \$124.7 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 take action with respect to construction contracts, contracts for professional 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 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.

Whereupon, the meeting was adjourned.

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Secretary