

Philip D. Murphy, Governor
Sheila Y. Oliver, Lieutenant Governor
Diane Gutierrez-Scaccetti, Commissioner
Kevin S. Corbett, President & CEO

NJ TRANSIT
One Penn Plaza East
Newark, NJ 07105-2246
973-491-7000

July 30, 2020

Dear Governor Murphy:

Pursuant to Chapter 150, Laws of 1979, I herein transmit the minutes of actions taken at the open session of the special meetings of the New Jersey Transit Corporation, NJ TRANSIT Rail Operations, Inc., NJ TRANSIT Bus Operations, Inc., NJ TRANSIT Mercer, Inc., and NJ TRANSIT Morris, Inc., Board of Directors held on Monday, July 27, 2020.

Sincerely,

Joyce J. Zuczek

Joyce J. Zuczek
Board Secretary

Enclosures

Honorable Philip D. Murphy
Governor, State of New Jersey
State House
Trenton, NJ 08625

Open Session Minutes of the actions taken at the Special Board of Directors' meetings of the New Jersey Transit Corporation, NJ TRANSIT Rail Operations, Inc., NJ TRANSIT Bus Operations, Inc., NJ TRANSIT Mercer, Inc., and NJ TRANSIT Morris, Inc. conducted virtually by telephone on Monday, July 27, 2020.

Board Members

Diane Gutierrez-Scaccetti, Chair
James D. Adams, Board Member
Dini Ajmani, Treasurer's Representative
Edmund Caulfield, Governor's Representative
Sangeeta P. Doshi, Board Member
Cedrick T. Fulton, Board Member
Bob M. Gordon, Board Member
Raymond W. Greaves, Board Member (Non-Voting) (Absent)
Richard A. Maroko, Board Member
Shanti Narra, Board Member
David A. Rasmussen, Board Member (Non-Voting)

Staff

Kevin S. Corbett, President & Chief Executive Officer (CEO)
Joyce J. Zuczek, Board Secretary
Eric R. Daleo, Senior Vice President, Capital Programs
Joseph E. Snow, Assistant Attorney General, Office of the Attorney General
Caroline Vachier, Deputy Attorney General, Office of the Attorney General

Chair Gutierrez-Scaccetti convened the Open Session at 6:00 p.m. in accordance with the Open Public Meetings Act. Board Secretary Zuczek conducted a roll call and noted Board Member Greaves was absent.

Board Secretary Zuczek announced that adequate notice of the special meetings of the Board of Directors of the New Jersey Transit Corporation, NJ TRANSIT Rail Operations Inc., NJ TRANSIT Bus Operations, Inc., NJ TRANSIT Mercer, Inc., and NJ TRANSIT Morris, Inc., was provided in accordance with the Open Public Meetings Act and Public Law 2018, Chapter 162, and the meetings were occurring concurrently. Notices were filed on July 20, 2020, with the Secretary of State. These notices were sent to newspapers of general distribution, posted in the main entrance of NJ TRANSIT Headquarters, published on the corporation's website, and sent to each individual, agency, and organization that requested such notice. The meetings were viewable on the corporation's website in real time and would be recorded, archived, and made available to the public. Minutes will also be archived and published on the website.

Public Comments

Chair Gutierrez-Scaccetti asked the event call operator to open the floor for public comments on the agenda item and to provide instructions for entering the queue, to make a public comment for those who pre-registered by the deadline.

The event call operator announced the floor was open and limited to those who pre-registered to provide public comments on the agenda item only. If individuals wanted to make a public comment, they were instructed to press *1 on their telephone keypad to enter the queue. They would hear a brief tone to indicate they have successfully entered the queue. Each person would have three (3) minutes for their public comment. A warning would be provided with one (1) minute remaining and again with 15 seconds remaining.

Matt Kamper gave his full support to Agenda Item 2007-52, which he believes has been a long time coming. Mr. Kamper is glad the Portal North Bridge project is going to get done. He said it has taken many years to get to this point and it could not come at a better time since there were issues with the Portal North drawbridge last Thursday. Mr. Kamper said the problems with the drawbridge last week, shows a true example of why the bridge needs to be replaced. He congratulated NJ TRANSIT, Amtrak, the Federal Transit Administration, and all others who helped get this project off the ground.

Andy Pollack said today is a very historic turning point for NJ TRANSIT and this 41-year old agency; and today, is taking one of the most important board action item votes in its history. Mr. Pollack said the Portal North drawbridge is 110-years old and it was first inaugurated in 1910. Mr. Pollack said they saw last Wednesday what can happen when this drawbridge is not usable, and for two hours there was no service between New York Penn Station and New Jersey. This board action item needs to be approved; this is going to benefit a lot of customers, not only for NJ TRANSIT, but for Amtrak along the Northeast Corridor.

Jason Anthony said he and his colleagues from Passengers United are in full support of Agenda Item 2007-52. He said the Portal North project is way overdue, and he does not want to see another meltdown like last week, due to the Portal North drawbridge issues which affected service from New York to Philadelphia. Mr. Anthony said this bridge is vital to the entire Northeast Region, not only for New Jersey, and urges the Board to please vote yes on this agenda item.

Joseph Clift said he had three questions for President & CEO Corbett: How many peak passengers have been delayed by Portal North Bridge in the last 16-months since the Coast Guard changed the rules that the drawbridge would not open five hours in the morning and five hours in the evening? Mr. Clift said the answer is zero. Mr. Clift asked, how can NJ TRANSIT claim that in its upcoming core capacity, \$70-\$80 million dollar grant application to the Federal Transit Administration; that Portal North bridge will increase peak-hour seats into New York by more than 10 percent, when you know that all those seats will be in service once new multi-level railroad cars are delivered in 2023? Mr. Clift said this project will not increase capacity and, therefore, does not qualify for a

core capacity grant and will be taking money from other projects. Mr. Clift's last question was why NJ TRANSIT has never demanded that Amtrak rehabilitate Portal North bridge? He said it is the only bridge NJ TRANSIT uses that has not been rehabbed in the last 25-years. Mr. Clift said NJ TRANSIT can rehabilitate their bridges but has never demanded that Amtrak rehabilitate Portal North. Mr. Clift said the reason the bridge got stuck last week, had nothing to do with the age of the bridge, it was due to the lack of failure on Amtrak's part to keep the bridge in a state-of-good repair, and NJ TRANSIT's complicity never demanding it be done. Mr. Clift said NJ TRANSIT paid \$85 million a year to Amtrak for Northeast Corridor payments, and all NJ TRANSIT had to say at some point to Amtrak was, to use some of that money to fix the bridge.

David Peter Alan, Chair of the Lackawanna Coalition, said he was making this statement in his personal capacity. Mr. Alan said they had not been informed about exactly what is proposed and what is in controversy, but knows circumstances are changing and the Portal North Bridge Project has become unnecessary and even more wasteful than it appeared only a few short months ago.

He said the Coronavirus changed everything. Ridership between New Jersey and New York City, among other places collapsed to less than ten percent (10%) of its former level and is now recovering, but very slowly. Mr. Alan said how far will it rebound in the foreseeable future is unclear. He said what is clear, is that not everyone who commuted during peak-hours, five days a week will continue to do so during the post-Coronavirus times. Mr. Alan said that means, the proposed Portal North Bridge and other Gateway Program infrastructure will not be needed for the remaining commuters.

Mr. Alan said misleading numbers were used to advance the case for a Federal Transit Administration Core Capacity grant, which requires that the segment of the line at issue must be at ninety-five (95%) percent of capacity, and that the project improve capacity by ten (10%) percent or more. He said that will not occur with fewer peak-hour commuters going into Penn Station.

Mr. Alan said it is difficult to imagine how the economy of the future could afford the \$30 billion or more that the entire Gateway Program would cost, with unemployment in New Jersey exceeding fifteen (15%) percent, a level unknown since the 1930s. Mr. Alan said the riding and tax-paying constituents deserve NJ TRANSIT's effort to ask Gateway management about these issues he has raised, but they have refused to address. He said those answers are critical.

Mr. Alan said the applicable statute, 49 U.S.C. §5309(c)(1)(B)(3)(A) requires that "the applicant achieve ridership outcomes for the project that are consistent with or better than projections"; a standard that NJ TRANSIT will not be able to meet. He said that means NJ TRANSIT will no longer qualify for any grant and will have to give the money back. He said NJ TRANSIT has no right to gamble with New Jersey's money.

Mr. Alan said he is aware that the Board's job is to act as a "rubber stamp" and approve everything. He said only twice, in 1995 and 1996, did this Board vote against a

management proposal. He said this is a situation where the Board should know that the project in question is unnecessary and could cause genuine financial harm during the hard times that Governor Murphy acknowledges are coming. Mr. Alan said for the good of NJ TRANSIT, its riders, and the taxpayers, it is time for the Board to rise to its fiduciary obligation and vote No, for the third time in NJ TRANSIT's history. Mr. Alan said to forget about Portal North because NJ TRANSIT will need every dollar it can get just to preserve mobility.

Sally Gellert, Communications Chairperson for the Lackawanna Coalition, reiterated their concerns on the Portal North Bridge Project, particularly at a time of economic trouble. She said funds are very limited, and so much of the economy remains shut down. Ms. Gellert noted an article in yesterday's *New York Times*, "The Virus Turns Midtown into a Ghost Town, Causing an Economic Crisis", noting that the Times-Life building usually has 8,000 employees, but now only has 500. Ms. Gellert said most transit agencies are hunkering down and asked why NJ TRANSIT is considering big projects. She said NJ TRANSIT rushed to restore full service before opening stations, leaving passengers unable to use a restroom or even sit on a bench, even at times when outdoor benches were blocked. She said yet, NJ TRANSIT is moving full speed ahead with massive construction projects that should have been handled by Amtrak as standard "state-of-good repair" maintenance. Ms. Gellert said NJ TRANSIT is a transportation agency, not a construction agency.

Ms. Gellert is concerned that the Portal North Bridge Project was funded based on a capacity grant that was questionable at the time and now, at twenty (20%) percent capacity for NJ TRANSIT RAIL, obviously does not meet those qualifications. She said not only had the capacity increase already been attained by using multi-level railcars, but also, she does not know when or if they will reach that base capacity again. She expects increased interest in suburban office space, and consequent needs for different rail service patterns, so they will not have the same peak-hour capacity.

Ms. Gellert said regarding Portal North in particular, she knows that the Coast Guard restrictions on opening ensure that any failures will not affect rush hour, though no riders should be delayed. Ms. Gellert said the bridge has not been regularly opened for marine traffic since October 2016, questioned the expenditure of resources for this project at this time, with current limited financial capacity. Ms. Gellert said she would like this project to cut back to the needed overdue rehab project, rather than this overbuilt, expensive, transportation industrial complex.

Robert Hale supports the Portal North Bridge Project, but the Memorandum of Understanding does not change the fact that no federal funding has been committed to this project. Mr. Hale said the federal government probably should not commit funding because this project's cost is ridiculous. He said the Second Avenue subway tunnels and systems cost \$500 million-dollars a mile to dig and equip and that is incorporating a substantial premium due to New York factors. He said this is the most expensive subway line built anywhere in the world to date. Amtrak is asking for \$640 million dollars a mile for a bridge over the Hackensack River in the middle of nowhere. Mr. Hale said a similar

bridge in Italy, carrying the Milan-Bologna, a highspeed railway line over the Po River and adjoining wetlands, costs \$70 million dollars a mile. He said Amtrak is proposing to get one-tenth as much bridge per dollar as Italy got for a similar project and this is not acceptable. Mr. Hale said it is not tenable to ask for these sums for such a project. The fact that no one has committed to any money shows there is not a commitment to this amount. Mr. Hale said it is great that the Memorandum of Understanding is being executed, but it is time to deal with the Amtrak premium, which there is something about that organization and NJ TRANSIT, since its proposed bridge cost and its ten-year plan, are very similar to what has been asked by Amtrak for Portal North; that pushes the construction costs beyond what the MTA incurs. Mr. Hale said the Federal Transit Administration is not coming to the rescue, and it should not. He said it is time for NJ TRANSIT and Amtrak to do a forensic inspection and bring in experts from around the world, who know how to build railroad construction projects, for a reasonable sum of money.

Adam Reich supports the Portal North Bridge Project. He said Portal North Bridge has been stuck open fewer than four times since January 2018, and when it is, delays can last hours. In addition, during one of those four openings, there was one instance when the bridge was struck by a tugboat. Mr. Reich said he heard a lot of discussion about how peak-hour riders aren't being impacted by the current bridge opening schedules. He said when the bridge is stuck open, off-peak riders are also impacted. Mr. Reich said these riders also pay the same fare as peak-hour riders for less service, so it is a fallacy to say it is okay to delay the off-peak riders just because of the time period.

Mr. Reich said the bridge offers important benefits both for New Jersey commuters on NJ TRANSIT and riders using the national system. He said higher clearances eliminate the need for the bridge being open and struck by tugboats and similar vessels. In addition, higher speed limits will allow for greater travel times and resiliency from the system, especially once Gateway is built. The Access to the Region Core (ARC) Tunnel also shows the importance of pursuing a project when there is political willpower and funding. He said if NJ TRANSIT has funding and political support, they need to move forward on this project. Mr. Reich said the struggles with Gateway show the importance of moving on a project when you can instead of delaying it to the future. He said peak-hour ridership is down now, but nothing is certain, especially by the time this bridge would be completed. He said NJ TRANSIT must think about the future.

Ryan Felmet was happy that a Board meeting was scheduled for the Portal North Bridge Project which everyone in general is in support of, but he asked at what cost, at what time, and at what cost to New Jersey taxpayers. Mr. Felmet asked how the public can make public comments when there has been very little engagement between NJ TRANSIT, ridership and advocate groups. Mr. Felmet heard one of the previous speakers talk about equivalent costs in New York City and in other countries and asked how NJ TRANSIT is paying the wrong price at the wrong time. Mr. Felmet wants to see the analysis that went into this project and have a more engaging conversation between NJ TRANSIT, the Board, community, and advocate groups so they all would be better educated on what is driving these discussions. He asked if NJ TRANSIT is trying to meet

a federal deadline and rubber stamp this project. Mr. Felmet asked if there is an option to delay this project and focus on something more important. He asked NJ TRANSIT to educate the public on the costs and the type of analysis that was done. Mr. Felmet said this project has been with the federal government and now it is with NJ TRANSIT, so NJ TRANSIT is moving it because it looks like the federal government is giving out money. He asked if it is worth the cost? Mr. Felmet said that this project needs to be reassessed and said there is no need to rush it through, when NJ TRANSIT is at ten percent ridership. He said NJ TRANSIT should focus on more important things like shelters and overcrowded buses.

Written Statement Submitted in Lieu of Speaking

George Haikalis, President of the Institute for Rational Urban Mobility, Inc. (IRUM) stated his New York City based non-profit organization was concerned with reducing motor vehicular congestion and improving the livability of dense urban places. IRUM has long been interested in regional transportation issues for the New York, New Jersey, and Connecticut metropolitan area.

IRUM strongly urges the Board to make a special effort to reach riders and other interested parties in the New York portion of the metropolitan area. Improved public transit service is critical to the economic and environmental well-being of the 23 million persons living in the metro area. With the substantial, negative economic impact due to the pandemic confronting New Jersey, it is especially important that NJ TRANSIT leadership work closely with residents and businesses of New York and other states to devise cost-effective capital investments and operating strategies that can reverse this decline. These transportation issues require the close cooperation of the two states.

Of critical importance, is an agreement to advance capital and maintenance projects to preserve and greatly improve the utility of the Amtrak mainline that connects Newark, New Jersey and Penn Station New York. A long-standing issue is the reliable performance of the Portal Bridge movable span across the Hackensack River. A very large proportion of rail passengers using this critical link are making interstate trips.

Agenda Item 2007-52 relates to a “Portal North Bridge”. With very little notification to the riding public or to the taxpaying public, NJ TRANSIT is proposing to begin a major investment for this bridge without considering credible alternatives.

Mr. Haikalis’s comments, both personal and on behalf of IRUM:

As a civil engineer and a life member of the American Society of Civil Engineers (ASCE) Mr. Haikalis would argue that the Portal Bridge is not “life expired”. The utility of a bridge requires a detailed inspection by professionals who can determine its structural integrity. Clearly, the bridge’s owner, Amtrak, would not operate over this bridge if there was an urgent safety concern. Scare mongering about the safety of rail riders is unethical. Particularly in this time of severe financial strain, spending substantial scarce public

dollars to serve a political whim, or to generate jobs to construct a project of dubious merit should be carefully reviewed.

The bridge was constructed in the early 1900's and is quite similar to a swing bridge of that same era across the Potomac River – the “Long Bridge” owned by CSX, a privately-owned freight railroad. The Long Bridge was “fixed” in the closed position many years ago. Changing the rules on navigable waterways has been accomplished many times in the past and this can be done for the Portal Bridge.

This is a “political” decision. In a democracy, rules and regulations can be changed by legislative bodies and elected executives. IRUM urges the NJ TRANSIT Board to consider requesting a change in the navigation clearance of this channel. There are very few industries or shippers that would be opposed, and it would be wise for NJ TRANSIT to do the exploration needed to determine if this is the case.

NJ TRANSIT's existing three-track Morristown movable bridge, a short distance to the south, together with a “fixed” existing two-track Portal Bridge could easily accommodate future rail traffic expected across the Hackensack River. The long-proposed new Hudson Tunnels can be routed via Hoboken and connected to existing tracks there. An online station just south of the Hoboken Terminal would serve the Jersey City-Hoboken business district – the state's largest – and would permit a transfer to the Hudson-Bergen light rail line. Adding a new pair tracks across the Hackensack River and a new a second station at Secaucus is not a productive.

A metropolitan scale regional rail plan is described in IRUM's recent letter to the two Governors and was presented to senior Port Authority of New York and New Jersey planners In January 2019:

https://www.irum.org/20190115_Why_PA_Should_Support_Regional_Rail.pdf
https://www.irum.org/20200526_Letter_to_NYGovernorNJGovernor.pdf

IRUM urged the NJ TRANSIT Board to review these documents and cancel plans for a new Portal Bridge.

Felicia Park-Rogers, Director of Regional Infrastructure Projects for Tri-State Transportation Campaign stated Tri-State Transportation Campaign is a 26-year old transportation policy and advocacy group serving the Connecticut, New York, and New Jersey region. Ms. Park-Rogers submitted this statement for the record. Tri-State Transportation Campaign supports the North Portal Bridge Project. This project is a key component of the Gateway project, serving the busiest stretch of track in the nation and serving as a critical connector for Amtrak's Northeast Corridor. Without a reliable, safe, new bridge the region will continue to suffer from costly delays and unnecessary slowdowns. As the nation and region look to the long economic recovery period that lays before us, the North Portal Bridge is a project that will not only serve as a vital source of jobs, it is a project that will help modernize and improve the transit network well into the next Century. Supporting improved transportation networks means supporting a stronger economy. Ms. Park-Rogers urged the Board to vote yes and approve the Memorandum of Understanding under consideration.

Executive Session Authorization

Chair Gutierrez-Scaccetti noted they would adjourn to Executive Session and would return to present Action Item 2007-52.

At approximately 6:25 p.m., Chair Gutierrez-Scaccetti requested a motion to enter Executive Session to discuss personnel matters, contract negotiations, the status of pending and anticipated litigation, and matters falling within the attorney-client privilege, including, but not limited to the Approval to Enter into Agreements with the National Railroad Passenger Corporation (Amtrak) to Progress the Portal North Bridge Project. Board Member Edmund Caulfield made a motion, Board Member Bob M. Gordon seconded the motion, and it was adopted.

Roll Call Vote:

Adams	Ajmani	Caulfield	Doshi	Fulton	Gordon	Maroko	Narra	Gutierrez-Scaccetti
Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Return to Open Session

Board Secretary Zuczek conducted a Roll Call as Board Members returned to Open Session. All Board Members returned to Open Session at approximately 6:57 p.m.

Action Item

2007-52: VOTE ON ACTION ITEM 2007-52: APPROVAL TO ENTER INTO AGREEMENTS WITH THE NATIONAL RAILROAD PASSENGER CORPORATION (AMTRAK) TO PROGRESS THE PORTAL NORTH BRIDGE PROJECT

President & CEO Corbett introduced Eric Daleo, Senior Vice President, Capital Programs, to present Action Item #2007-52. President & CEO Corbett complimented Mr. Daleo, Ms. Hirschhorn, and their team along with Finance for making this project a reality. President & CEO Corbett acknowledged this project is of national significance and confirms the progress that has been made between NJ TRANSIT and Amtrak.

Eric Daleo recommended approval of Action Item #2007-52: Approval to Enter into Agreements with the National Railroad Passenger Corporation (Amtrak) to progress the Portal North Bridge Project.

Approval was requested to take any and all actions consistent with this resolution and to make, execute and deliver in the name of, and on behalf of, NJ TRANSIT, all instruments, agreements, certifications and all other documents as may be required or contemplated by the foregoing (including the Project Development Agreement with Amtrak), containing

such terms as the Chair or President and CEO deems necessary and advisable in order to effectuate the foregoing transaction.

NJ TRANSIT staff will report back to this Board once the parties have executed the Project Development Agreement.

Board Member Bob M. Gordon made a motion and Board Member Edmund Caulfield seconded the motion. Chair Gutierrez-Scaccetti asked for a roll call vote and the item was adopted.

Roll Call Vote:

Adams	Ajmani	Caulfield	Doshi	Fulton	Gordon	Maroko	Narra	Gutierrez-Scaccetti
Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Chair Gutierrez-Scaccetti congratulated the staff at NJ TRANSIT for their dedication and hard work on this project.

Adjournment

Since there was no further business, a motion to adjourn was made by Board Member Cedrick T. Fulton, seconded by Board Member James D. Adams, and adopted. The meetings were adjourned at approximately 7:02 p.m.

**NEW JERSEY TRANSIT CORPORATION
NJ TRANSIT BUS OPERATIONS, INC.
NJ TRANSIT RAIL OPERATIONS, INC.
NJ TRANSIT MERCER, INC.
NJ TRANSIT MORRIS, INC.
SPECIAL BOARD OF DIRECTORS' MEETINGS**

JULY 27, 2020

MINUTES

	PAGE
➤ CALL TO ORDER	-
➤ PUBLIC COMMENTS ON AGENDA ITEM	-
➤ EXECUTIVE SESSION AUTHORIZATION	57549

ACTION ITEM

2007-52	APPROVAL TO ENTER INTO AGREEMENTS WITH THE NATIONAL RAILROAD PASSEGER CORPORATION (AMTRAK) TO PROGRESS THE PORTAL NORTH BRIDGE PROJECT – Authorization to approve the terms of the Memorandum of Understanding between NJ TRANSIT and the National Railroad Passenger Corporation (Amtrak), effective December 27, 2018, as those terms may be modified by the Federal Railroad Administration and the Federal Transit Administration.	57551
----------------	---	--------------

Authorization to negotiate and enter into a Project Development Agreement with Amtrak.

➤ **ADJOURNMENT**

EXECUTIVE SESSION AUTHORIZATION

BE IT HEREBY RESOLVED pursuant to N.J.S.A. 10:4-12 and N.J.S.A. 10:4-13 that the Board of Directors of the New Jersey Transit Corporation hold an executive session to discuss personnel matters, contract negotiations, the status of pending and anticipated litigation, and matters falling within the attorney-client privilege, including, but not limited to the Approval to Enter into Agreements with the National Railroad Passenger Corporation (AMTRAK) to Progress the Portal North Bridge Project; and

BE IT FURTHER RESOLVED that it is expected that discussions undertaken at this executive session could be made public at the conclusion of these matters as appropriate.

ACTION ITEM

ITEM 2007-52: APPROVAL TO ENTER INTO AGREEMENTS WITH THE NATIONAL RAILROAD PASSENGER CORPORATION (AMTRAK) TO PROGRESS THE PORTAL NORTH BRIDGE PROJECT

WHEREAS, Amtrak owns, operates over, and maintains an approximately 110-year-old, two-track, moveable swing-span bridge located at about railroad milepost 6.1 on the Northeast Corridor (NEC) in Hudson County, New Jersey, which bridge carries Amtrak and NJ TRANSIT trains over the Hackensack River (the "Portal Bridge"); and

WHEREAS, NJ TRANSIT operates commuter rail service over portions of the NEC, including the Portal Bridge, between 30th Street Station, Philadelphia and Sunnyside Yard, New York pursuant to the terms of the Northeast Corridor Services Agreement effective October 1, 2015, as amended by the Amended and Restated Northeast Corridor Services Agreement between NJ TRANSIT and Amtrak ("NECSA"); and

WHEREAS, that portion of the NEC between Newark, New Jersey, and New York City, New York on which the Portal Bridge is located is, and is expected to remain, the most densely traveled passenger railroad right-of-way in North America; and

WHEREAS, the NJ TRANSIT and Amtrak ("Parties") wish to undertake a project to construct, operate, and maintain a new Portal North Bridge and 2.44 miles of related railroad infrastructure to replace Amtrak's existing Portal Bridge with a new two-track fixed span structure over the Hackensack River in Hudson County, NJ (such project, the "Project"); and

WHEREAS, the Project will be used jointly by Amtrak and NJ TRANSIT; and

WHEREAS, NJ TRANSIT, as project Sponsor, has applied to the Federal Transit Administration ("FTA") for a Core Capacity Grant to fund construction and completion of the Project; and

WHEREAS, final planning and completion of the Project will require coordination between the Parties as well as the provision of funding and various services of the Parties; and

WHEREAS, effective December 27, 2018, the Parties entered into a Memorandum of Understanding ("MOU") and agreed in principle to terms for the various responsibilities of the Parties toward the Project concerning ownership, operations, dispatching, and maintenance of Portal North Bridge; and

WHEREAS, the MOU is subject to modification by the Federal Railroad Administration and FTA and subject to approval by both NJ TRANSIT and Amtrak's respective Board of Directors; and

WHEREAS, the Parties also desire to enter into a Project Development Agreement with Amtrak, setting forth, in detail, Amtrak and NJ TRANSIT's respective rights and responsibilities during the Project, including the construction, management, ownership, dispatching operation, and maintenance of Portal North Bridge and related railroad infrastructure;

NOW, THEREFORE, BE IT RESOLVED that the Chair or President & CEO is authorized to take any and all actions consistent with this resolution and to make, execute and deliver in the name of and on behalf of NJ TRANSIT all instruments, agreements, certifications and all other documents as may be required or contemplated by the foregoing (including the Project Development Agreement with Amtrak), containing such terms as the Chair or President and CEO deems necessary and advisable in order to effectuate the foregoing transaction; and

BE IT FURTHER RESOLVED that NJ TRANSIT staff will report back to this Board once the Parties have executed the Project Development Agreement.