

Chris Christie, Governor
Kim Guadagno, Lieutenant Governor
Richard T. Hammer, Acting Commissioner
Dennis J. Martin, Interim Executive Director

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

April 7, 2016

Dear Governor Christie:

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 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., Board of Directors held on Wednesday, April 6, 2016.

Sincerely,

Original Signed By

Joyce J. Zuczek
Acting Board Secretary

Enclosures

Honorable Chris Christie
Governor, State of New Jersey
State House
Trenton, NJ 08625

Minutes of the actions taken at the Open Session of 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. held at NJ TRANSIT Headquarters, One Penn Plaza East, Newark, New Jersey on Wednesday, April 6, 2016.

Present

Richard T. Hammer, Acting Chairman
Bruce M. Meisel, Vice Chairman
John Spinello, Governor's Representative
Anthony Longo, Treasurer's Representative (By Telephone)
James C. Finkle, Jr., Board Member (By Telephone)
Flora M. Castillo, Board Member (By Telephone)
Raymond W. Greaves, Board Member (Non-Voting) (By Telephone)

Also Present

Dennis J. Martin, Interim Executive Director
Neil Yellin, Deputy Executive Director
Brian R. McCann, Deputy General Manager of Bus Vehicle Maintenance, Bus Operations
Edward J. Baksa, Jr., Deputy General Manager of Rail Equipment, Rail Operations
John F. Squitieri, Chief, Light Rail and Contract Services
Christopher Trucillo, Chief of Police
Frank Savino, Acting Auditor General
Alan B. Wohl, Acting Deputy Chief Financial Officer & Controller
Michael K. Slack, Chief Information Officer
Penelope L. Bassett, Assistant Executive Director, Communications & Customer Service
Steve H. Santoro, Assistant Executive Director, Capital Planning & Programs
Alma Scott-Buczak, Assistant Executive Director, Succession Planning & Workforce Dev.
Dale J. Sulpy, Director of Bus Safety, Office of System Safety
Michael Gonnella, Deputy Attorney General
Joyce J. Zuczek, Acting Board Secretary

Acting Chairman Hammer convened the Open Session at 2:10 p.m. in accordance with the Open Public Meetings Act. Acting Board Secretary Zuczek conducted a Roll Call.

Acting Board Secretary Zuczek announced that adequate notice of the regularly scheduled 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. was provided in accordance with the Open Public Meetings Act, Chapter 231, P.L. 1975, and the meetings were occurring concurrently. Notices were mailed to newspapers of general distribution, forwarded to the Secretary of State, Trenton, New Jersey, and sent to each individual, agency and organization that requested such notice. In addition, notices of the meetings were posted in the main lobby of NJ TRANSIT's Headquarters in Newark, New

Jersey. Acting Board Secretary Zuczek announced that the Board Meeting was being video recorded

Executive Session Authorization

At approximately 2:11 p.m., Acting Chairman Hammer requested a motion to enter Executive Session to discuss the appointment and terms and conditions of employment of a specific prospective public officer or employee, contract negotiations and matters falling within the attorney-client privilege.

Vice Chairman Bruce M. Meisel moved the resolution and Board Member John Spinello seconded it. The resolution was unanimously adopted.

Acting Board Secretary Zuczek conducted a Roll Call as Board Members returned to Open Session. All Board Members returned to open session at approximately 2:30 p.m.

Public Comments on Agenda Items and Other Matters

There were no public comments.

Action Items:

1604-22: APPOINTMENT OF EXECUTIVE DIRECTOR AND AUTHORIZATION TO NEGOTIATE AND EXECUTE AN EMPLOYMENT AGREEMENT

Acting Chairman Richard T. Hammer presented Action Item #1604-22 for approval. He noted approval of Item #1604-22, Appointment of Executive Director and Authorization to Negotiate and Execute and Employment Agreement, would appoint William Crosbie as Executive Director of NJ TRANSIT, effective on or about April 25, 2016, and provide Acting Chairman Richard T. Hammer with the authority to negotiate and execute an Employment Agreement with William Crosbie setting forth the terms, conditions, salary and benefits by which he will serve as Executive Director as per the Board’s discussions in executive session.

Acting Chairman Hammer moved the resolution and Board Member John Spinello seconded it.

Vice Chairman Meisel noted Governor Christie interviewed the candidate, which is commonplace for such a high level and prominent position. Vice Chairman Meisel also noted it was his understanding that Acting Chairman Hammer and the Governor interviewed the candidate extensively so he was prepared to vote in favor of this based on that process.

The resolution was unanimously adopted.

Roll Call Vote:

Hammer	Meisel	Spinello	Longo	Castillo	Finkle	Greaves
Yes	Yes	Yes	Yes	Yes	Yes	Non-Voting Member

Other Business

Acting Chairman Hammer recognized Dennis Martin's service as Interim Executive Director for the last three and a half months. He noted while there are always challenges, Interim Executive Director Martin did an admirable job leading NJ TRANSIT through a very challenging time dealing with the potential rail strike, as well a historic blizzard that resulted in the shutdown of trains and buses in advance of the storm and restoring them back to service by Sunday. On behalf of the Governor and the Administration, Acting Chairman Hammer thanked Interim Executive Director Martin for his service and excellent leadership.

Adjournment

Since there were no further comments or business, Acting Chairman Hammer called for adjournment and a motion to adjourn was made by Vice Chairman Bruce M. Meisel, seconded by Board Member John Spinello, and unanimously adopted. The meeting was adjourned at approximately 2:33 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 MEETINGS OF THE BOARD OF DIRECTORS OF NJ TRANSIT**

APRIL 6, 2016

MINUTES

	<u>PAGE</u>
➤ CALL TO ORDER	-
➤ EXECUTIVE SESSION AUTHORIZATION: Discuss the appointment and terms and conditions of employment of a specific prospective public officer or employee, contract negotiations, and matters falling within the attorney-client privilege	49017
➤ PUBLIC COMMENTS	-

ACTION ITEM

1604-22:	APPOINTMENT OF EXECUTIVE DIRECTOR AND AUTHORIZATION TO NEGOTIATE AND EXECUTE AN EMPLOYMENT AGREEMENT	49019
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Appointment of William Crosbie as Executive Director of NJ TRANSIT, effective on or about April 25, 2016, and authorization for the Chairman to negotiate and execute an Employment Agreement with William Crosbie setting forth the terms, conditions, salary and benefits by which he will serve as Executive Director as discussed in executive session.

➤ OTHER BUSINESS	-
➤ 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 the appointment and terms and conditions of employment of a specific prospective public officer or employee, contract negotiations and matters falling within the attorney-client privilege; 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 1604-22: APPOINTMENT OF EXECUTIVE DIRECTOR AND AUTHORIZATION TO NEGOTIATE AND EXECUTE AN EMPLOYMENT AGREEMENT

BENEFITS

William Crosbie possesses the qualifications to meet the requirements of the position of Executive Director and the needs of the agency. As a top transit executive with experience at major transportation agencies in the northeast, he brings a wealth of management experience and is an expert in the implementation of major transportation projects in conjunction with ongoing operations.

ACTION

Appointment of William Crosbie as Executive Director of NJ TRANSIT, effective on or about April 25, 2016, and authorization for the Chairman to negotiate and execute an Employment Agreement with William Crosbie setting forth the terms, conditions, salary and benefits by which he will serve as Executive Director as discussed in executive session.

PURPOSE

This action will provide for the appointment of the Executive Director of NJ TRANSIT, effective on or about April 25, 2016, on the terms, conditions, salary and benefits appropriate for a high level executive with exceptional qualifications.

FISCAL IMPACTS

Requested Authorization: Appointment of William Crosbie as Executive Director of NJ TRANSIT, effective on or about April 25, 2016, and authorization for the Chairman to negotiate and execute an Employment Agreement with William Crosbie setting forth the terms, conditions, salary and benefits of his employment as discussed in executive session.

RESOLUTION

WHEREAS, William Crosbie possesses the necessary qualifications to meet the requirements of Executive Director and the needs of NJ TRANSIT; and

WHEREAS, effective on or about April 25, 2016, William Crosbie will serve in the position of Executive Director on the terms, conditions, salary and benefits as negotiated by the Chairman as discussed in executive session;

NOW, THEREFORE, BE IT RESOLVED that William Crosbie is hereby appointed Executive Director of NJ TRANSIT, effective on or about April 25, 2016, and that the Chairman is authorized to negotiate and execute an Employment Agreement with William Crosbie setting the terms, conditions, salary and benefits by which he will serve as Executive Director as discussed in executive session.