

# THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

## MINUTES

Wednesday, September 17, 2014

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**MINUTES of the Meeting of The Port Authority of New York and New Jersey held Wednesday, September 17, 2014 at 2 Montgomery Street, City of Jersey City, County of Hudson, State of New Jersey**

**PRESENT:**

**NEW JERSEY**

Hon. John J. Degnan, Chairman  
 Hon. Richard H. Bagger  
 Hon. George R. Laufenberg  
 Hon. William P. Schuber  
 Hon. David S. Steiner

**NEW YORK**

Hon. Scott H. Rechler, Vice-Chairman  
 Hon. Kenneth Lipper  
 Hon. Jeffrey H. Lynford  
 Hon. Jeffrey A. Moerdler

Patrick J. Foye, Executive Director  
 Deborah L. Gramiccioni, Deputy Executive Director  
 Darrell B. Buchbinder, General Counsel  
 Karen E. Eastman, Secretary

Thomas E. Belfiore, First Deputy Chief Security Officer  
 Thomas L. Bosco, Director, Aviation  
 Steven J. Coleman, Acting Director, Media Relations  
 Nicole Crifo, Chief of Staff to the Deputy Executive Director  
 Stephanie E. Dawson, Acting Chief Operating Officer  
 John C. Denise, Audio Visual Supervisor, Marketing  
 Joseph P. Dunne, Chief Security Officer  
 Diannae C. Ehler, Deputy Director, Tunnels, Bridges and Terminals  
 Michael A. Fedorko, Director, Public Safety/Superintendent of Police  
 Sean M. Fitzpatrick, Chief of Staff to the Chairman  
 Michael B. Francois, Chief, Real Estate and Development  
 Cedrick T. Fulton, Director, Tunnels, Bridges and Terminals  
 Robert E. Galvin, Chief Technology Officer  
 David P. Garten, Chief of Staff to the Vice Chairman  
 Lash L. Green, Director, Office of Business Diversity and Civil Rights  
 Juan Guzman, Police Officer  
 Linda C. Handel, Deputy Secretary  
 Michael Hennessy, Police Lieutenant  
 Mark D. Hoffer, Director, New Port Initiatives, Port Commerce  
 Stephen Kingsberry, Director, Rail Transit  
 Cristina M. Lado, Director, Government and Community Affairs, New Jersey  
 Richard M. Larrabee, Director, Port Commerce  
 Christopher M. Lee, Senior External Relations Client Manager, Government and Community Affairs  
 John J. Liantonio, Senior External Relations Client Manager, Government and Community Affairs  
 John H. Ma, Chief of Staff to the Executive Director  
 Stephen Marinko, Esq., Law  
 Ronald Marsico, Assistant Director, Media Relations  
 Michael G. Massiah, Chief, Capital Planning, Execution and Asset Management  
 Daniel G. McCarron, Comptroller  
 Gerard McCarty, Director, Office of Emergency Management

Elizabeth M. McCarthy, Chief Financial Officer  
 James E. McCoy, Manager, Board Management Support, Office of the Secretary  
 David J. McGrath, Acting Director, Marketing  
 Carlene V. McIntyre, Assistant General Counsel  
 Paul A. Pietropaolo, Corporate Information Security Officer, Chief Security Office  
 Jared Pilosio, Staff External Relations Representative, Government and Community Affairs  
 Steve L. Pisciotta, Police Officer  
 Joseph Ponzo, Jr., Police Officer  
 Monika A. Radkowska, Principal Board Management and Support Specialist, Office of the Secretary  
 Brian W. Simon, Director, Government and Community Affairs, New York  
 Timothy G. Stickelman, Assistant General Counsel  
 Robert A. Sudman, Director, Audit  
 Virginia J. Trubek, Director, Operations Services  
 I. Midori Valdivia, Senior Advisor to the Executive Director  
 Christopher M. Valens, Senior Public Information Officer, Media Relations  
 Lillian D. Valenti, Chief Procurement and Contracting Officer  
 Michael L. Valletta, Assistant Director, Tunnels, Bridges and Terminals  
 Sheree R. Van Duynes, Manager, Policies and Protocol, Office of the Secretary  
 Laverne Watson, Police Officer  
 Kathryn Winfree, Assistant Policy Analyst, Government and Community Affairs  
 Cheryl A. Yetka, Treasurer  
 Peter J. Zipf, Chief Engineer

Guests:

Amy Herbold, Assistant Counsel, Authorities Unit, Office of the Governor of New Jersey  
 Kerstin Sundstrom, Assistant Counsel, Authorities Unit, Office of the Governor of New Jersey

Speakers:

Murray Bodin, Member of the Public  
 Tania Canfuxferrer, Unite Here  
 Scherly Charles, Unite Here  
 Margaret Donovan, Twin Towers Alliance  
 Richard Hughes, Twin Towers Alliance  
 Yvonne Garrett-Moore, Member of the Public  
 Henry Pacheco, Unite Here  
 Cyndi Steiner, New Jersey Bike & Walk Coalition  
 Hon. Loretta Weinberg, Majority Leader, New Jersey Senate  
 Neile Weissman, New York Cycle Club

The public meeting was called to order by Chairman Degnan at 1:47 p.m. and ended at 3:28 p.m. The Board met in executive session prior to the public session.

### **Action on Minutes**

The Secretary submitted for approval Minutes of the meeting of July 23, 2014. She reported that copies of these Minutes were delivered to the Governors of New York (in electronic form) and New Jersey (in paper form) on July 24, 2014. The Secretary reported further that the time for action by the Governors of New York and New Jersey expired at midnight on August 7, 2014.

Whereupon, the Board unanimously approved the Minutes of the meeting of July 23, 2014.

### **Report of Committee on Finance**

The Committee on Finance reported, for information, on matters discussed in public and executive sessions at its meeting on September 17, 2014, which included discussion of the financial portfolio performance results for the second quarter of 2014, and discussion of matters related to the purchase, sale, or lease of real property, or securities where disclosure would affect the value thereof or the public interest, matters in which the release of information could impair a right to receive funds from the United States or other grantor, and matters involving ongoing negotiations or reviews of contracts or proposals, and the report was received.

### **Report of Committee on Operations**

The Committee on Operations reported, for information, on matters discussed in public session at its meeting on September 17, 2014, which included discussion of retail brokerage agreements to support marketing and leasing efforts for retail space at the Port Authority Bus Terminal and an adjacent Port Authority-owned building located at 551 Ninth Avenue, discussion of a new lease at 2 Montgomery Street in Jersey City, New Jersey, and discussion of efforts concerning management control of staff overtime, and the report was received.

### **Report of World Trade Center Redevelopment Subcommittee**

The World Trade Center Redevelopment Subcommittee reported, for information, on matters discussed in public and executive sessions at its meeting on September 17, 2014, which included discussion of certain contracts and agreements in connection with the continued development and operation of the World Trade Center site, and discussion of matters related to proposed, pending, or current litigation or judicial or administrative proceedings, and matters involving ongoing negotiations or reviews of contracts or proposals, and the report was received.

### **Report of Committee on Capital Planning, Execution and Asset Management**

The Committee on Capital Planning, Execution and Asset Management reported, for information, on matters discussed in public session at its meeting on September 17, 2014, which included discussion of a program to redevelop the Greenville Yard-Port Authority Marine Terminal, discussion of short-term improvements to the Port Authority Bus Terminal, and discussion of matters involving ongoing negotiations or reviews of contracts or proposals and matters related to the purchase, sale, or lease of real property, or securities where disclosure would affect the value thereof or the public interest, and the report was received.

### **Report of Special Meeting of Committee on Operations**

In view of the fact that, as a result of prospective recusals, there would not be a sufficient number of Commissioners present for the Board to consider an item on the agenda at its meeting on September 17, 2014, consistent with the Port Authority's By-Laws, a special meeting of the Committee on Operations was held. At the meeting, the Committee acted for and on behalf of the Board on the item. A copy of the minutes of the special meeting of the Committee on Operations held on September 17, 2014 is included with these minutes.

### **Moment of Silence**

In observance of the 13th anniversary of the September 11, 2001 terrorist attack on The World Trade Center, the Chairman requested a moment of silence in memory of the 84 Port Authority employees lost on that day, as well as for those who perished as a result of the bombing of The World Trade Center on February 26, 1993.

**NEWARK LIBERTY INTERNATIONAL AIRPORT – UNITED AIRLINES, INC. – LEASE ANA-370 – LEASE SUPPLEMENT**

It was recommended that the Board authorize the Executive Director to enter into an agreement with United Airlines, Inc. (United) to supplement and amend Lease ANA-370 covering Buildings 330 and 331 and associated land at Newark Liberty International Airport (EWR), for use as a flight kitchen facility, effective March 1, 2015, to provide for a term of two years and ten months beyond the term of the existing lease, with up to four six-month extension options subject to the Port Authority's approval.

Buildings 330 and 331 consist of a 131,400-square-foot flight kitchen facility and a 7,898-square-foot garage and maintenance facility, respectively, on 12.2 acres of land, which is currently leased by United through February 28, 2015. The proposed lease supplement would provide for the short-term extension of United's existing lease while staff identifies a potential new location within EWR for United's flight kitchen facility that is consistent with long-term airport redevelopment plans. The Port Authority would receive a total aggregate fixed rental of approximately \$10.1 million over the term of the lease supplement, in addition to annual variable fees, consisting of airport services and other charges.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Bagger, Degnan, Laufenberg, Lipper, Lynford, Moerdler, Rechler, Schuber and Steiner voting 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 supplemental agreement to Lease ANA-370 with United Airlines, Inc. for the continued letting of Buildings 330 and 331 and associated land at Newark Liberty International Airport, for use as an in-flight catering facility, effective March 1, 2015, for a term of two years and ten months beyond the term of the existing lease, with up to four six-month extension options subject to the Port Authority's approval, 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 agreements necessary or appropriate in connection with the foregoing; and it is further

**RESOLVED**, that the form of all agreements in connection with the foregoing shall be subject to the approval of General Counsel or his authorized representative.

## **PORT AUTHORITY BUS TERMINAL – AGREEMENT FOR PROFESSIONAL RETAIL BROKERAGE SERVICES**

It was recommended that the Board authorize the Executive Director to enter into a retail brokerage agreement with Cushman & Wakefield, Inc. (C&W) to market and lease approximately 150,000 square feet of retail space in the North and South Wings of the Port Authority Bus Terminal (PABT) and approximately 13,000 square feet of space in a vacant building located in the vicinity of the PABT at 551 Ninth Avenue, for a period of three years, with an option for the Port Authority to extend the agreement for up to three additional one-year periods.

In recognition of the need for continued retail brokerage services, in June 2014 a Request for Proposals was publicly advertised for professional retail brokerage services to market and lease retail space in the North and South Wings of the PABT and an adjacent vacant building at 551 Ninth Avenue. Three proposals were received and evaluated by a selection committee, based on the qualifications and experience of staff, the qualifications and experience of the firm, and the technical and management approach for the required services. The cost of the proposers' services was evaluated on a "best-buy" basis. It was determined that C&W was the highest rated proposer. Similar services for the North and South Wings of the PABT were provided previously by 20X Square Associates, LLC, which was retained on a negotiated basis, as authorized by the Board at its meeting of May 18, 2010.

The proposed agreement would allow the Port Authority to continue to benefit from having an outside broker with a wide range of experience and contacts, which has proven to significantly enhance the level of revenues generated from the PABT's retail space, as well as the caliber of retailers, and would assist with the identification of prospective tenants at the currently vacant Port Authority building at 551 Ninth Avenue.

It is estimated that over the initial three-year term of the Retail Brokerage Agreement, C&W would earn leasing commissions of approximately \$1.1 million.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Bagger, Degnan, Laufenberg, Lipper, Lynford, Moerdler, Schuber and Steiner voting in favor; Commissioner Rechler recused and did not participate in the consideration of, or vote on, this item. 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 retail brokerage agreement with Cushman & Wakefield, Inc. to market and lease approximately 150,000 square feet of retail space in the North and South Wings of the Port Authority Bus Terminal (PABT) and approximately 13,000 square feet of space in a vacant building located in the vicinity of the PABT at 551 Ninth Avenue, for a period of three years, with an option for the Port Authority to extend the agreement for up to three additional one-year periods; and it is further

**RESOLVED**, that the form of the foregoing agreement shall be subject to the approval of General Counsel or his authorized representative.

**2 MONTGOMERY STREET – ADVENTURES IN LEARNING DAY CARE, LLC – NEW LEASE AGREEMENT MTG-002**

It was recommended that the Board authorize the Executive Director to enter into a lease agreement with Adventures in Learning Day Care, LLC (AIL), a for-profit limited liability company, for the use and occupancy of approximately 7,445 square feet of ground floor space at the Port Authority's New Jersey headquarters at 2 Montgomery Street in Jersey City, New Jersey. The lease term would commence on or about January 1, 2015 for a term of 15 years, with two, five-year extension options.

Under the terms of the lease, AIL would use the premises for the operation of a children's day care center. AIL has been operating day care centers in New Jersey for approximately ten years. It currently owns and operates three day care centers in the Hoboken/Jersey City area.

The proposed leased space has been vacant since the Port Authority purchased the building in 2009. Over the initial term of the agreement, the Port Authority would receive a total aggregate rental of approximately \$6,922,166.

The Port Authority would perform base building work, which includes constructing a new entrance to the day care center, because this space is currently accessible only from the main building lobby, and installing certain necessary infrastructure to provide utility services to the space, at an estimated cost of \$310,000. AIL would invest approximately \$425,000 to renovate the space for its use. The Port Authority would pay the tenant's broker, NJR Group, a commission of \$152,565.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Bagger, Degnan, Laufenberg, Lipper, Lynford, Moerdler, Rechler, Schuber and Steiner voting 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 Adventures in Learning Day Care, LLC, a for-profit limited liability company, for the use and occupancy of approximately 7,445 square feet of ground floor space at the Port Authority's New Jersey headquarters at 2 Montgomery Street in Jersey City, New Jersey, to be operated as a day care center for a term of 15 years, commencing on or about January 1, 2015, with two, five-year extension options, 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 necessary or appropriate in connection with the foregoing; and it is further

**RESOLVED**, that the form of all contracts and agreements in connection with the foregoing shall be subject to the approval of General Counsel or his authorized representative.

**LINCOLN TUNNEL – WEST MIDTOWN PROPERTIES – BLOCK 734, DYER AVENUE –  
SALE OF TRANSFERABLE DEVELOPMENT RIGHTS AND CONVEYANCE OF  
EASEMENTS**

It was recommended that the Board authorize the Executive Director to: (1) arrange for the sale by the Port Authority of certain transferable development rights located above Dyer Avenue between 36<sup>th</sup> and 37<sup>th</sup> Streets in Manhattan and known as Block 734, Lots 18 and 30 on the tax maps of the City of New York, State of New York (Transferable Development Rights); (2) enter into a contract of sale with Extell Acquisitions LLC (Extell), or an affiliate of Extell, for the sale of the Transferable Development Rights, for a minimum purchase price of \$30.5 million; (3) enter into all other agreements, including the granting of perpetual easements to Extell, or an affiliate of Extell, that may be required to support a planned commercial real estate development at the site receiving the Transferable Development Rights; and (4) incur all costs and expenses and execute all documents, including, without limitation, agreements with public and private entities involving, among other matters, zoning lot mergers, maintenance, environmental studies, appraisals, surveys and title searches necessary or incidental in connection with the foregoing transaction.

The Port Authority owns Block 734, Lots 18 and 30 in the heart of the Hudson Yards Development District. These lots are currently improved with the Dyer Avenue roadway, which is a Lincoln Tunnel access roadway. In 2002, a small portion of the development rights appurtenant to Block 30 were sold to the property owner located to the east. The two lots have certain residential development rights remaining. The potential for development on the Port Authority-owned property is significantly impaired by the existing roadway use, and would require construction of a platform for any overbuild, at a substantial cost.

Extell, or an affiliate of Extell, owns the adjacent lots to the west, Block 734, Lots 16, 52 and 55, which Extell plans to develop with residential buildings. The Transferable Development Rights have been identified as no longer being required for the purpose for which they were acquired by the Port Authority. Extell desires to purchase all or a portion of the Transferable Development Rights to accommodate additional development on the adjacent property. City of New York (City) zoning regulations permit the transfer of development rights to adjacent properties by merging multiple lots into one combined zoning lot. In order to transfer the Transferable Development Rights, the Port Authority and Extell would combine Lot 18, all or a portion of Lot 30 and Lots 16, 52 and 55 into one zoning lot.

For a site to be eligible to receive transferable development rights, the City's Department of City Planning must approve zoning modifications with regard to height restrictions and setback requirements. To receive a zoning text change from the City increasing the height restriction, Extell would construct an open, public space platform of approximately 4,500 square feet above Dyer Avenue. The Port Authority would grant Extell a permanent easement to construct, operate and maintain the platform and open space. The Port Authority would contribute up to \$2 million toward the structural construction of the platform. Extell would be responsible for any costs above the \$2 million for the structure, for 100 percent of the open space improvements to be constructed on the platform, and for all of the costs to operate and maintain the platform and open space.

To reduce the setback and yard requirements, Extell would need the Port Authority to grant a light and air easement above the far west side of Dyer Avenue and adjacent to Extell's property on Lot 18. With this easement, Extell would request that the City permit construction density on its site equivalent to a corner lot.

The actual number of Transferable Development Rights to be sold to Extell would be contingent upon approval by the City. Under the purchase and sale agreement, Extell would have no more than 24 months to receive City approval and close on the transaction, unless extended by mutual agreement of the parties.

If Extell did not purchase all of the Port Authority's Transferable Development Rights, Extell would agree to cooperate with and permit the Port Authority to transfer additional development rights through the merged zoning lot to an adjacent owner at a later date, at no cost to the Port Authority, subject to certain conditions. The contract of sale would provide that Extell has the right to assign the contract of sale to another entity owned and controlled by Extell or Extell's principals.

Upon execution of a purchase and sale agreement, Extell would pay the Port Authority a deposit, a portion of which the Port Authority would refund if the City does not grant the zoning text change. If Extell resells the property for a profit within two years of the closing and prior to commencing construction, the Port Authority would receive a percentage of the proceeds of that profit.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Bagger, Degnan, Laufenberg, Lipper, Lynford, Moerdler, Rechler, Schuber and Steiner voting 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: (1) arrange for the sale of certain transferable development rights located above Dyer Avenue between 36<sup>th</sup> and 37<sup>th</sup> Streets in Manhattan and known as Block 734, Lots 18 and 30 on the tax maps of the City of New York, State of New York (Transferable Development Rights); (2) enter into a contract of sale with Extell Acquisitions LLC (Extell), or an affiliate of Extell, for the sale of the Transferable Development Rights, for a minimum purchase price of \$30.5 million, consistent with the terms outlined to the Board; (3) enter into all other agreements, including the granting of perpetual easements to Extell, or an affiliate of Extell, that may be required to support a planned commercial real estate development at the site receiving the Transferable Development Rights; and (4) incur all costs and expenses and execute all documents, including, without limitation, agreements with public and private entities involving, among other matters, zoning lot mergers, maintenance, environmental studies, appraisals, surveys and title searches, necessary or incidental in connection with the foregoing transaction; and it is further

**RESOLVED**, that the form of all documents and agreements necessary to effectuate the foregoing shall be subject to the approval of General Counsel or his authorized representative.

**GREENVILLE YARD–PORT AUTHORITY MARINE TERMINAL – REDEVELOPMENT  
– PROGRAM AUTHORIZATION AND AWARD OF CONTRACTS**

It was recommended that the Board: (1) authorize a program to provide for the redevelopment of the Greenville Yard-Port Authority Marine Terminal (Greenville Yard) into a modern, multi-modal freight rail terminal (Program), at a total estimated cost of \$356 million, of which the Port Authority would contribute approximately \$320 million, and approximately \$36 million would be contributed by the Consolidated Rail Corporation (Conrail) and Global Terminal and Container Services, LLC (Global), with specific elements of the Program to include: (a) the final design and construction of an Intermodal Container Transfer Facility (ICTF), at a total project cost to the Port Authority of approximately \$149 million, which cost is included within the proposed Program authorization, and with such costs to be fully recoverable through the Cargo Facility Charge (CFC), pursuant to the Marine Terminal Tariff – Federal Maritime Commission Schedule No. PA-10 (Marine Terminal Tariff), with Global to contribute an additional amount of approximately \$15 million for the procurement and installation of rail-mounted gantry cranes at the ICTF; (b) reauthorization of a project to stabilize and improve the New York-New Jersey Rail, LLC (NYNJRR) cross-harbor carfloat system (NYNJRR Float System Project), including an estimated increase of \$14.9 million in project cost, from \$118.1 million to a total estimated cost of \$133 million, which cost is included within the proposed Program authorization, and of which a minimum of approximately \$80 million would be reimbursed to the Port Authority through federally earmarked funds and other grants; and (c) the design, construction and installation of certain offsite rail improvements in northern New Jersey by Conrail, in order to ensure that the redeveloped Greenville Yard functions smoothly and efficiently, at a total estimated cost of \$59 million, which cost is included within the proposed Program authorization, and of which the Port Authority would provide a payment of up to \$38 million to Conrail for such improvements and Conrail would cover the balance of the cost of such improvements; (2) make the necessary findings and determinations to enable the Port Authority to acquire, by agreement, condemnation or eminent domain, certain property interests or rights located in the vicinity of Greenville Yard, Jersey City, New Jersey that may be required to support the Program; (3) authorize the Executive Director and General Counsel, either one acting individually, to acquire, for and on behalf of the Port Authority, by agreement, condemnation or eminent domain, pursuant to applicable law, the required property interests or rights for the Program, to enter into all agreements necessary to effectuate such acquisition, and to incur all costs and expenses and execute all documents and agreements, involving, among other matters, due diligence activities, subdivision of properties, environmental studies, subsurface remediation, repairs, removal of structures, appraisals, surveys, title searches, and title insurance necessary or incidental to acquire any property interests or to effectuate the Program; and (4) authorize the Executive Director to: (a) enter into an agreement with Global for the operation and maintenance of the ICTF; (b) award Contract PJ-664.503 for the Redevelopment of Greenville Yard-Port Authority Marine Terminal Phase I, at an estimated construction cost of \$129 million, inclusive of an eight-percent extra work allowance; (c) enter into agreements with Conrail to provide for, among other things, the extension of the term of the current lease between Conrail and NYNJRR for an additional 40-year period from the date of execution of the lease extension, the reconfiguration of the current leasehold thereunder, and the letting of additional property under a new lease; (d) enter into agreements with Conrail with respect to the construction, operation and maintenance of railroad infrastructure improvements within Greenville Yard and the payment to Conrail of an amount of up to \$38 million for the construction of off-site improvements; (e) award Contract NYNJRR-644.531 for Transfer Bridge #10 Reconstruction at Greenville Yard Terminal in Jersey City, New Jersey and Fender Modifications at 65<sup>th</sup> Street Yard Terminal in Brooklyn, New York, at an estimated

construction cost of \$32 million, inclusive of an eight-percent extra work allowance; (f) increase the amount of a contract with Henningson, Durham & Richardson Architecture and Engineering, P.C. from \$13,513,744 to \$14,443,744, which is reimbursable through federally earmarked funds, subject to a 20-percent local match by the Port Authority, to provide for the completion of expert professional engineering services in connection with the Program; (g) enter into an agreement with Public Service Electric and Gas Company, at a cost to the Port Authority of approximately \$1.5 million, providing for the relocation of a gas line at Greenville Yard, which cost is included within the proposed Program authorization; and (h) award and/or enter into all such other agreements as may be necessary to effectuate the Program.

The Program consists of three elements. The first element consists of construction of an ICTF at Greenville Yard. At its meeting of April 30, 2009, the Board authorized the acquisition of approximately 100 acres of property owned by Global, located on the Port Jersey Channel in Bayonne/Jersey City, and a new 37-year lease with Global for the 100-acre parcel and the adjacent approximately 70 acres of property at the Port Jersey-Port Authority Marine Terminal (Port Jersey) for the development of a new container terminal facility.

Pursuant to its lease agreement with Global, the Port Authority is obligated to design and construct an operational ICTF at Greenville Yard with a minimum capacity of 125,000 container lifts annually, to be known as ExpressRail Port Jersey, by July 1, 2014. Because this deadline has not been met, the rent payable by Global under the lease is subject to reduction. Completion of Phase I of the ICTF, which would provide such minimum capacity, is now anticipated to occur on or about July 2016.

At its meeting of October 21, 2010, the Board authorized planning and preliminary design work for the ICTF, at an estimated total amount of \$3 million. Early-action pre-construction work was authorized by the Board subsequently on October 20, 2011, at an estimated total amount of \$13.8 million. Under the currently proposed authorization, the full build-out of the ICTF would be achieved in two phases, at a cost currently estimated at \$149 million, inclusive of the aforementioned previously authorized funds. Work would include the construction of approximately 10,000 linear feet of working track, 32,000 linear feet of support track and switches, paved container transfer space, and infrastructure to support rail-mounted gantry cranes and rail operations. All costs associated with the construction of the ICTF are fully recoverable through the CFC, pursuant to the Marine Terminal Tariff. The implementation of the ICTF project is contingent on the continued existence of the CFC, which is expected to cover the cost of the project. Global would contribute approximately \$15 million for the procurement and installation of rail-mounted gantry cranes at the ICTF. The Port Authority would enter into an agreement with Global for the operation and maintenance of the ICTF, which is anticipated to be coterminous with Global's lease for its container terminal facility at Port Jersey.

The Program's second element relates to a series of improvements to the cross-harbor carfloat system operated by NYNJR. At its meeting of October 18, 2007, the Board authorized a multi-modal Regional Goods Movement Improvement Program, including the development of a comprehensive long-term goods movement plan and assumption of the local sponsorship for, and completion of, an Environmental Impact Statement (EIS) for the Cross Harbor Freight Movement Project (CHFMP), and the acceptance of up to \$100 million in federal funds earmarked for the Port Authority for CHFMP-related freight studies or investments. The earmarked funds are available to reimburse the Port Authority for eligible rail float system project costs and are subject to a 20-

percent local match requirement. Expenditures under that authorization were limited to \$10 million for completion of the EIS. At its meeting of August 14, 2008, the Board authorized the purchase by the Port Authority of NYNJ and its operations. NYNJ, now wholly owned by the Port Authority, is the operator of the only cross-Hudson River rail service in the Port District, transporting rail cars via barge (carfloat) between Greenville Yard and the 65<sup>th</sup> Street Yard in Brooklyn.

The carfloat system requires extensive upgrades and improvements. At its meeting of May 18, 2010, the Board authorized the NYNJ Float System Project, at an estimated total cost of \$118.1 million, of which approximately \$89 million was reimbursable to the Port Authority through federally earmarked funds and other grants. The project provided for: the purchase of certain real property and riparian rights at Greenville Yard from Conrail; improving, rehabilitating and developing carfloat system facilities operated by NYNJ; and improving Greenville Yard.

Staff concluded that instead of purchasing the real property from Conrail, the NYNJ Float System Project would be better served by extending the term of the existing lease for the property, so that it has an additional 40 years to run from the date of execution of the lease extension. A lease would establish a degree of site control that satisfies federal requirements for reimbursement, and would ensure the long-term availability of Greenville Yard as a rail freight transportation asset. Damage from Hurricanes Irene and Sandy resulted in the need for additional funds to construct new infrastructure, as opposed to stabilizing and upgrading existing facilities. The scope of the NYNJ Float System Project has been revised to include: construction of up to two new transfer bridges (including fendering systems and support tracks) at Greenville Yard; work at the 65<sup>th</sup> Street lift bridges in Brooklyn; construction and purchase of two larger carfloats; and the purchase of up to four new, ultra-low-emissions locomotives. Under the reauthorized NYNJ Float System Project, the funding amount would be increased by \$14.9 million, for a revised total project cost of approximately \$133 million, of which amount a minimum of approximately \$80 million would be reimbursable to the Port Authority through federally earmarked funds and other grants. In order to construct the ICTF, the NYNJ Float System Project must be advanced at the same time, so that various carfloat facilities are moved and rebuilt, making room for construction of the ICTF and its support tracks.

The Program's third element provides for the design, construction and installation of certain offsite rail improvements in northern New Jersey by Conrail, in order to ensure that the redeveloped Greenville Yard functions smoothly and efficiently, at a total estimated cost of \$59 million. The Port Authority would reimburse Conrail up to \$38 million for the cost of such improvements, and Conrail would cover the balance of the costs associated with the work.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Bagger, Degnan, Laufenberg, Lipper, Lynford, Rechler and Schuber voting in favor; Commissioners Moerdler and Steiner recused and did not participate in the consideration of, or vote on, this item. 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 program to provide for the redevelopment of the Greenville Yard-Port Authority Marine Terminal (Greenville Yard) into a modern, multi-modal freight rail terminal (Program), at a total estimated cost of \$356 million, of which the Port Authority would contribute approximately \$320 million, and approximately \$36 million would be contributed by the Consolidated Rail Corporation (Conrail) and Global

Terminal and Container Services, LLC (Global), with specific elements of the Program to include: (1) the final design and construction of an Intermodal Container Transfer Facility (ICTF) to improve the flow of goods to and from the Port of New York and New Jersey, and in accordance with the lease agreement with Global, at a total project cost to the Port Authority of approximately \$149 million, which cost is included within the proposed Program authorization and which includes a total of \$16.8 million in previously authorized Port Authority funds, with the Port Authority's costs to be fully recoverable through the Cargo Facility Charge, pursuant to the Marine Terminal Tariff – Federal Maritime Commission Schedule No. PA-10, with Global to contribute an additional amount of approximately \$15 million for the procurement and installation of rail-mounted gantry cranes at the ICTF; (2) reauthorization of a project to stabilize and improve the New York-New Jersey Rail, LLC (NYNJR) cross-harbor carfloat system, including an estimated increase of \$14.9 million in project cost, from \$118.1 million to a total estimated cost of \$133 million, which cost is included within the proposed Program authorization and of which a minimum of approximately \$80 million will be reimbursed to the Port Authority through federally earmarked funds and other grants; and (3) design, construction and installation of certain offsite rail improvements in northern New Jersey by Conrail, in order to ensure that the redeveloped Greenville Yard functions smoothly and efficiently, at a total estimated cost of \$59 million, which cost is included within the proposed Program authorization, and of which the Port Authority will provide a payment of up to \$38 million to Conrail for such improvements, and Conrail will cover the balance of the cost of such improvements; be and it hereby is authorized; and it is further

**RESOLVED**, that it is hereby found and determined that it is necessary, convenient and desirable for a public use and for marine terminal purposes and purposes incidental thereto for the Port Authority to acquire fee simple absolute title to, or lesser property interests and rights in, all or a part of the real property shown as Block 3401, Lots 8, 9, and 1 (formerly, Block 1507, Lots 28, 33, and 35) on the tax maps of the City of Jersey City, County of Hudson, State of New Jersey (collectively, the Tax Lots), and in such other lands generally located in the vicinity of Greenville Yard, Jersey City, New Jersey as may be required to support the Program within or adjacent to the right of way shown on the map attached hereto, the boundaries of which will be subject to, at the time of acquisition, a more precise description prepared by a licensed land surveyor; and it is further

**RESOLVED**, that the Executive Director and General Counsel, either one acting individually, be and they hereby are authorized to acquire, for and on behalf of the Port Authority, the property interests and rights in the Tax Lots and the lands generally located in the vicinity of Greenville Yard, Jersey City, New Jersey as may be required to support the Program within or adjacent to the right of way shown on the map attached hereto, which were found and determined by the Board as being necessary, convenient or desirable to be acquired for a public use and marine terminal purposes and purposes incidental thereto, by agreement, condemnation or eminent domain, pursuant to applicable law, to enter into all agreements necessary to effectuate such acquisition, and to incur all costs and expenses and execute all documents and agreements, involving, among other matters, due diligence activities, subdivision of properties, environmental studies, subsurface remediation, repairs, removal of structures, appraisals, surveys, title searches, and title insurance necessary or incidental to acquire any property interests or

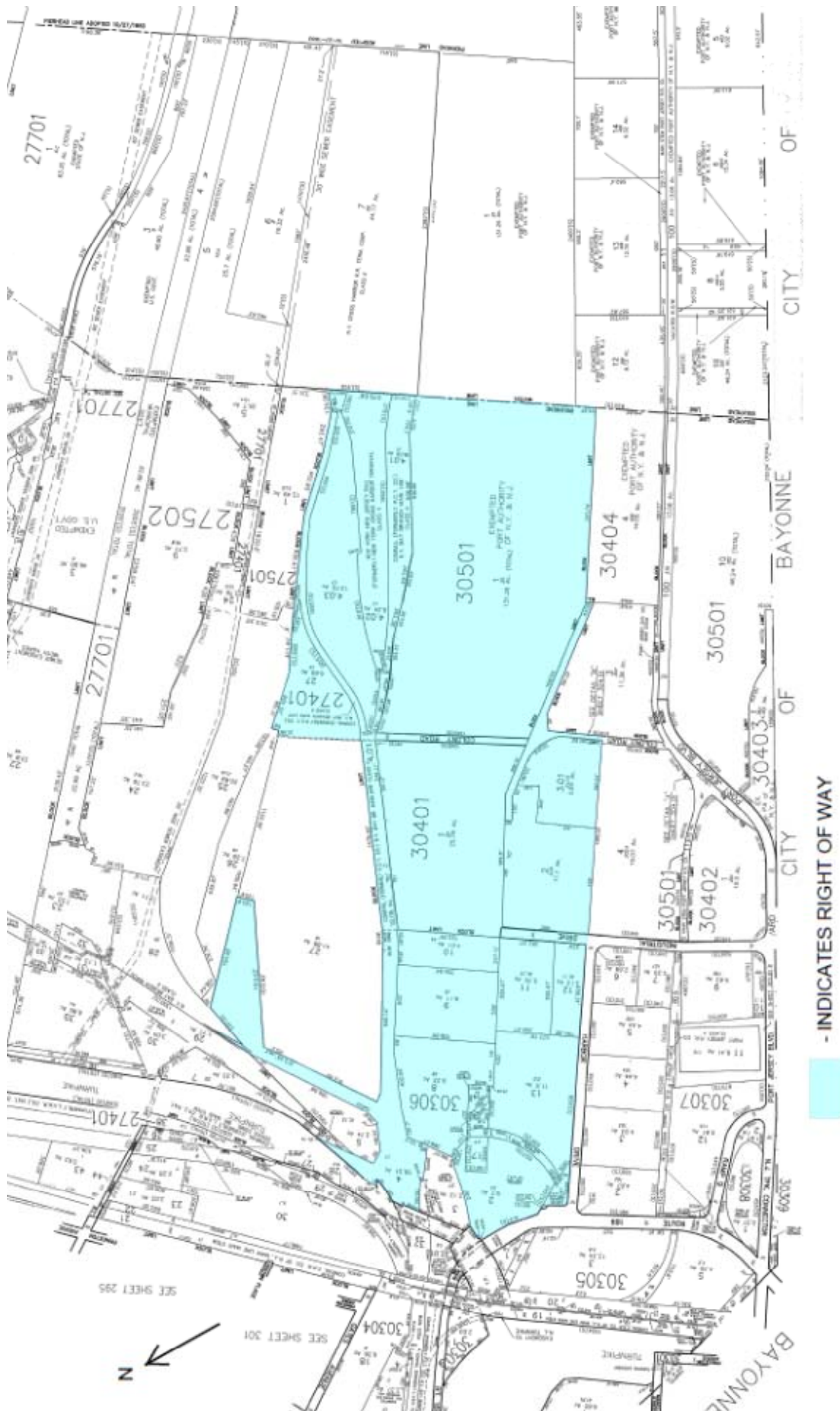
to effectuate the Program; and it is further

**RESOLVED**, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to: (1) enter into an agreement with Global for the operation and maintenance of the ICTF; (2) award Contract PJ-664.503 for the Redevelopment of Greenville Yard-Port Authority Marine Terminal Phase I, at an estimated construction cost of \$129 million, inclusive of an eight-percent extra work allowance; (3) enter into agreements with Conrail to provide for, among other things, the extension of the term of the current lease between Conrail and NYNJR for an additional 40-year period from the date of execution of the lease extension, the reconfiguration of current leasehold thereunder, and the letting of additional property under a new lease; (4) enter into agreements with Conrail with respect to the construction, operation and maintenance of the railroad infrastructure improvements within Greenville Yard, and the payment to Conrail of an amount of up to \$38 million for the construction of off-site improvements; (5) award Contract NYNJRR-644.531 for Transfer Bridge #10 Reconstruction at Greenville Yard Terminal and Fender Modifications at 65<sup>th</sup> Street Yard Terminal in Brooklyn, New York, at an estimated construction cost of \$32 million, inclusive of an eight-percent extra work allowance; (6) increase the amount of a contract with Henningson, Durham & Richardson Architecture and Engineering, P.C. from \$13,513,744 to \$14,443,744, which will be reimbursable through the earmarked federal funds, subject to a 20-percent local match by the Port Authority, to provide for the completion of expert professional engineering services in connection with the Program; (7) enter into an agreement with Public Service Electric and Gas Company providing for the relocation of a gas line at Greenville Yard, at a cost to the Port Authority of approximately \$1.5 million; and (8) award such other contracts and/or enter into such other agreements as may be necessary to effectuate the Program; 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 Program; and it is further

**RESOLVED**, that the foregoing authorized actions may be undertaken by the Port Authority in its own name and/or through any of its related entities; and it is further

**RESOLVED**, that the form of all documents and agreements in connection with the foregoing Program shall be subject to the approval of General Counsel or his authorized representative.



**WORLD TRADE CENTER SITE – AUTHORIZATION OF ADDITIONAL CONTRACT ACTIONS FOR ARCHITECTURAL AND ENGINEERING DESIGN AND OTHER CONSULTANT SERVICES AND EXPENDITURES TO SUPPORT ONGOING POST-HURRICANE SANDY RECOVERY WORK AND RELATED COSTS**

It was recommended that the Board authorize: (1) the expenditure of an additional estimated amount of approximately \$1.65 million for certain contract actions for architectural and engineering design and construction support services and other consultant services and expenses expected to be required through October 31, 2014 to effectuate ongoing repair and replacement of facilities and equipment at the World Trade Center (WTC) site that were damaged or destroyed as a result of Hurricane Sandy and its associated storm surge, as well as to provide compensation for costs incurred by such consultant contractors related to associated delays and acceleration of work to minimize schedule impact and maintain commitments to third-party stakeholders, resulting in a cumulative total authorization of approximately \$105.07 million for consultant-related activities associated with the response, recovery, restoration and mitigation efforts at the WTC site; and (2) the Executive Director to take all actions necessary to effectuate the foregoing, consistent with the terms outlined to the Board.

During the week of October 28, 2012, Hurricane Sandy and its associated storm surge caused significant flooding and devastating damage in Lower Manhattan and throughout the New York-New Jersey region. The storm resulted in severe flooding throughout the WTC site, particularly affecting the WTC Transportation Hub, Vehicular Security Center, WTC Memorial Museum, and One WTC, among other WTC projects in construction. Although the de-watering of the WTC site was substantially completed in early November, and pre-storm levels of construction activity resumed throughout the WTC site by the end of November 2012, Hurricane Sandy recovery activities are ongoing, to assess and evaluate damaged areas and equipment for future repair or replacement, including efforts to mitigate the impacts of future storms. Through separate actions at its meetings from February 6, 2013 through July 23, 2014, the Board, and the Committee on Operations, acting for and on behalf of the Board pursuant to the By-Laws, ratified and authorized certain actions for consultant services and construction work required for Hurricane Sandy response, recovery and restoration work at the WTC site and mitigation efforts through September 30, 2014, in a total estimated amount of \$595.2 million.

Comprehensive damage assessments and project impact evaluations related to Hurricane Sandy were conducted, and latent damage assessments are ongoing. Staff has ordered various contractors to repair or replace damaged and destroyed equipment and infrastructure, including the purchase or repurchase of major long-lead items, such as: electrical switchgear and substation equipment; vertical circulation equipment; and mechanical fans, air handling units and controls. Together with the previously authorized amount, the proposed increases in contract amounts are needed to compensate for construction management, program management, design support, damage evaluations and assessments, inspection services, and integrity monitoring services, as well as extended general overhead and impact costs, including compensation for additional costs incurred to manage and support the repair/replacement and re-installation work. Authorization of \$20.24 million in increases to compensate construction contractors for ongoing repairs to address storm-related damages at the WTC site, as well as for trade-specific extended general conditions for repair work, is being sought through a companion item being advanced at this meeting of the Board. The cumulative authorized total for construction and consultant services required for Hurricane Sandy response, recovery and restoration work at the WTC site and mitigation efforts, including past

authorizations and both companion items being advanced at this meeting of the Board, would be approximately \$617.09 million

Consistent with previous discussions with the Board, as additional information is made available through ongoing latent damage inspections, further project evaluations and implementation decisions regarding Hurricane Sandy's impact and the potential for including additional mitigation efforts to deliver a more resilient site are being made. It is anticipated that there will be further requests for increases to consultant contract amounts for actions that will be attributable to Hurricane Sandy recovery, including oversight of further equipment replacement and installation costs and potential mitigation costs, on an ongoing basis.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Bagger, Degnan, Laufenberg, Lipper, Lynford, Moerdler, Rechler, Schuber and Steiner voting 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 expenditure of an additional estimated amount of approximately \$1.65 million for certain additional contract actions for architectural and engineering design and construction support services and other consultant services and expenses expected to be required through October 31, 2014, to effectuate the repair and replacement of facilities and equipment at the World Trade Center site that were damaged or destroyed by Hurricane Sandy and its associated storm surge, as well as to provide compensation for costs incurred by consultant services contractors related to associated delays and the acceleration of work to minimize schedule impact and maintain commitments to third-party stakeholders, be and it hereby is authorized, consistent 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 take all actions necessary to facilitate the foregoing, consistent with the terms outlined to the Board; and it is further

**RESOLVED**, that the form of all contracts and agreements in connection with the foregoing shall be subject to the approval of General Counsel or his authorized representative.

**WORLD TRADE CENTER SITE – PROPERTY MANAGEMENT FACILITY AND PORT AUTHORITY POLICE DEPARTMENT COMMAND FACILITY – PHASE II – BUILDING FIT-OUT AND INFRASTRUCTURE CONNECTIONS – PROJECT AUTHORIZATION**

It was recommended that the Board authorize: (1) Phase II of a project for the design and construction of the fit-out and infrastructure connections for the Property Management Facility (PMF) and the Port Authority Police Department (PAPD) Command Facility at the World Trade Center (WTC) site, at a total estimated project cost of \$116.4 million, which would bring the total aggregate project amount (inclusive of Phase I and Phase II) to \$200 million; and (2) the Executive Director to: (a) amend an existing agreement with Jones Lang LaSalle Americas, Inc. (JLL) to provide project management services to support the project through 2017, at an additional estimated cost of \$3.1 million, for a total authorized amount of \$15.6 million; (b) amend an existing agreement with Perkins Eastman Architects, PC (Perkins Eastman) to provide architectural and engineering services to support the project through 2017, at an additional estimated cost of \$3.5 million, for a total authorized amount of \$5 million; and (c) arrange for the retention of integrity monitoring services in connection with the implementation of the project.

The Port Authority is responsible for the operation, maintenance and management of the major assets/components at the WTC site, including common infrastructure required to operate the site. These facilities include the following assets: the WTC Vehicular Security Center and Tour Bus Parking Facility; the WTC Vehicle Roadway Network and East Side Tour Bus Parking Facility; the WTC West Bath tub Vehicular Access; the WTC Transportation Hub; Central Chiller Plant and Hudson River Pump Station; the West Street Underpass to the World Financial Center; the East and West Bath tub slurry walls; Liberty Park; and the WTC Port Authority Trans-Hudson Station fare zone. The PMF is necessary to operate and maintain the WTC site on a 24-hours-per-day, seven-days-per-week basis. The PMF originally consisted of approximately 60,000 square feet located in the southeast portion of the West Bath tub and approximately 6,400 square feet in the subgrade area of Tower 2, and was allocated for program space, such as building management offices, facilities for janitorial and unarmed, uniformed security guard contractors, electrical and plumbing trade maintenance shops, and storage spaces required to support the property management staff.

At its meeting of August 5, 2010, the Board authorized: (1) a project for Phase I of the design and construction of the core and shell associated with allocated infrastructure costs for the WTC PMF necessary to bring the southeast portion of the West Bath tub to grade, at an estimated total Phase I project cost of \$82.2 million; (2) preliminary planning and engineering services for Phase II for the future fit-out of the space within the PMF, at an estimated cost of \$1.3 million; and (3) the provision of reimbursement to Silverstein Properties, Inc. (SPI), in an estimated amount of \$100,000, for architectural and engineering services to support core and shell design of the portion of the PMF to be located in Tower 2.

Also in 2010, the Executive Director authorized the retention of Perkins Eastman, pursuant to a competitively procured call-in agreement, to perform architectural and engineering services associated with the WTC PMF, at a cost of approximately \$1.5 million. The currently proposed authorization would provide for an amendment to the existing agreement with Perkins Eastman to provide architectural and engineering services to support the project through 2017, at an additional estimated cost of \$3.5 million, for a total authorized amount of \$5 million.

At its meeting of April 24, 2013, the Board authorized the Executive Director to enter into an agreement with JLL to provide professional real estate development and operations support services for the WTC site redevelopment, on an as-needed basis in coordination with Port Authority staff, at an estimated amount of \$12.5 million through December 2015. The currently proposed authorization would provide for an amendment to the existing agreement with JLL to provide project management services to support the project through 2017, at an additional estimated cost of \$3.1 million, for a total authorized amount of \$15.6 million.

Staff has identified appropriate subgrade space composed of approximately 30,019 square feet to establish separate PAPD Command Facility supporting spaces at multiple locations within the WTC site, a portion of which (approximately 17,800 square feet) would be accommodated within the PMF.

The scope of work under the proposed Phase II project would include critical infrastructure to be installed to support PAPD operations, followed by the interior build-out of the space, including connection to the WTC site's utility infrastructure. Build-out would consist of the most cost-effective finishes, fixtures and equipment, to minimize cost. Proposals for the construction of the PMF and PAPD Command Facility fit-out would be solicited through a competitively bid process and through a select list of general contractors.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Bagger, Degnan, Laufenberg, Lipper, Lynford, Moerdler, Rechler, Schuber and Steiner voting 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 Phase II project for the design and construction of the fit-out and infrastructure connections for the Property Management Facility and Port Authority Police Department Command Facility at the World Trade Center site, at a total estimated project cost of \$116.4 million, which will bring the total aggregate project amount (inclusive of Phase I and Phase II) to \$200 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 amend an existing agreement with Jones Lang LaSalle Americas, Inc. to provide project management services to support the project through 2017, at an additional estimated cost of \$3.1 million, for a total authorized amount of \$15.6 million; and it is further

**RESOLVED**, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to amend an existing agreement with Perkins Eastman Architects, PC to provide architectural and engineering services to support the project through 2017, at an additional estimated cost of \$3.5 million, for a total authorized amount of \$5 million; and it is further

**RESOLVED**, that the Executive Director be and he hereby is authorized, for an on behalf of the Port Authority, to arrange for the retention of integrity monitoring services to support the implementation of the project; 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 agreements, contracts and other documents required in connection with the foregoing project shall be subject to the approval of General Counsel or his authorized representative.

**WORLD TRADE CENTER TRANSPORTATION HUB PROJECT – CONTRACT WTC-264.595 – PATH HALL CONSTRUCTION – AUTHORIZATION TO AMEND EXTRA WORK ALLOWANCE AND INCREASE IN EXPERT PROFESSIONAL ARCHITECTURAL AND ENGINEERING SERVICES**

It was recommended that the Board authorize the Executive Director to: (1) amend the extra work allowance under the existing Port Authority Trans-Hudson (PATH) Hall construction Contract WTC-264.595, as part of the World Trade Center Transportation Hub (WTC Hub) Project, with Skanska USA Civil Northeast, Inc./Granite Construction Northeast, Inc./Skanska USA Building, Inc., a Joint Venture (Skanska/Granite), to enable Skanska/Granite to perform all remaining below-grade structural steel and precast concrete work previously awarded to DCM Erectors, Inc. (DCM), at a total estimated increased amount of \$109 million, inclusive of allocated funds previously identified to the Board; and (2) increase, by a total estimated amount of \$6.3 million, the compensation under the existing agreement with Downtown Design Partnership, a joint venture of AECOM and STV, Inc. (DDP), for related architectural and engineering services and construction support services for the foregoing work.

The WTC Hub Project is necessary to re-establish and enhance transportation facilities and infrastructure that existed at the WTC complex prior to September 11, 2001, and to ensure the long-term accessibility and economic vitality of Lower Manhattan.

In order to maintain the project schedule and close out the DCM structural steel contract, in accordance with a negotiated agreement between DCM and the Port Authority, all the remaining scope of work associated with below-grade structural steel and precast concrete work would be transferred to Skanska/Granite, the construction trade contractor responsible for the construction of the PATH Hall. In addition, the compensation under the existing agreement with DDP would be increased for construction-related architectural and engineering services to support this work.

As has been discussed with the Board previously, it is necessary to close out the existing below-grade structural steel and precast concrete work contract with DCM, in order to support the WTC Hub Project completion schedule. The remaining work under that contract includes: the fabrication, delivery, and erection of structural steel and precast concrete for Platforms B, C, and D; the preparation and application of the intumescent coating system to structural steel in various areas in the East and West Bathtubs; the fabrication, delivery, and erection of stairs in various areas; the modification, maintenance, disassembly, and clean-up of temporary support structures throughout the PATH station; and various associated heavy construction activities necessary to provide staging for, work around, and protect public access and maintain PATH train and New York City Transit No. 1 subway line operations. It was recommended that the scope of work be transferred to Skanska/Granite because it has the resources, capacity, and capability to immediately assume the work without impact to its other ongoing work.

Furthermore, Skanska/Granite would be able to mobilize the equipment and staff to continue in place of DCM with little impact to the project schedule. Transferring the work to Skanska/Granite would remove interferences from the introduction of a new contractor to an already constrained site. The presence of a new contractor would result in inefficiencies and delays, and could disrupt PATH operations and service with requests for additional track outages. Skanska/Granite's staff has the proper knowledge and possesses the equipment necessary to perform this work. Retaining Skanska/Granite would result in lower mobilization costs than would be required in introducing a new contractor to the site.

The requested increase in the amount of compensation to DDP under the proposed authorization would compensate DDP for additional construction support services and design certification efforts associated with modifications to the phasing, staging, sequencing, logistics, and means and methods of construction associated with the transfer of the scope of work. To date, \$422 million has been authorized for DDP's services, and approximately \$403.3 million has been expended.

This item will remain confidential until the WTC Hub Project is complete, because it involves ongoing negotiations related to pending changes in work.

Pursuant to the foregoing report, the Board adopted the following resolution in executive session, with Commissioners Bagger, Degnan, Laufenberg, Lipper, Lynford, Rechler, Schuber and Steiner voting in favor; Commissioner Moerdler recused and did not participate in the consideration of, or vote on, this item. 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 amend the extra work allowance under the existing Port Authority Trans-Hudson Hall construction Contract WTC-264.595, as part of the World Trade Center Transportation Hub Project, with Skanska USA Civil Northeast, Inc./Granite Construction Northeast, Inc./Skanska USA Building, Inc., a Joint Venture (Skanska/Granite), to enable Skanska/Granite to perform all remaining below-grade structural steel and precast concrete work previously awarded to DCM Erectors, Inc., at a total estimated increased amount of \$109 million, inclusive of allocated funds previously identified 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 increase, by a total estimated amount of \$6.3 million, the compensation under the existing agreement with Downtown Design Partnership, a joint venture of AECOM and STV, Inc., for related architectural and engineering services and construction support services for the foregoing work; and it is further

**RESOLVED**, that the form of all contracts and agreements in connection with the foregoing shall be subject to the approval of General Counsel or his authorized representative.

**ACCESS TO PORT AUTHORITY RECORDS – ENHANCED TRANSPARENCY AND EFFICIENCY – DIRECTION TO PREPARE A REVISED PORT AUTHORITY FREEDOM OF INFORMATION CODE**

On February 19, 2014, the Board established a Special Oversight Committee, to provide the Board with guidance and recommendations on governance and operational items. The Chairman recently asked the Committee to consider how the Port Authority's Freedom of Information Code may be modified to further enhance the openness and transparency of agency action, through timely access to the Port Authority's public records and to provide the Board with its recommendations.

As a result, the Special Oversight Committee has recommended that the Secretary of the Port Authority, with the assistance of the General Counsel of the Port Authority, be directed to prepare a revised Freedom of Information Code for consideration by the Board, at its October 22, 2014 meeting, that would (i) provide for the disclosure of Port Authority records to the same extent that comparable records would be disclosable by either the State of New York or the State of New Jersey under their respective freedom of information and privacy laws; and (ii) create a two-tiered appeals process that would be available to any person who is denied access to a record of the Port Authority, consisting in the first instance of the consideration of such matter by a Freedom of Information Review Board to be established within the agency, to be followed, if necessary, with a binding independent arbitration process to be conducted by a neutral, third party alternative dispute resolution provider.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Bagger, Degnan, Laufenberg, Lipper, Lynford, Moerdler, Rechler, Schuber and Steiner voting 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 Secretary of the Port Authority, with the assistance of the General Counsel of the Port Authority, is directed to prepare a revised Freedom of Information Code for consideration by the Board, at its October 22, 2014 meeting, that would (i) provide for the disclosure of Port Authority records to the same extent that comparable records would be disclosable by either the State of New York or the State of New Jersey under their respective freedom of information and privacy laws; and (ii) create a two-tiered appeals process that would be available to any person who is denied access to a record of the Port Authority, consisting in the first instance of the consideration of such matter by a Freedom of Information Review Board to be established within the agency, to be followed, if necessary, with a binding independent arbitration process to be conducted by a neutral, third party alternative dispute resolution provider.

**NAMING OF THE PORT AUTHORITY'S EMERGENCY OPERATIONS CENTER AS  
THE "ERNESTO L. BUTCHER EMERGENCY OPERATIONS CENTER"**

It is with profound respect and admiration that The Port Authority of New York and New Jersey honors the late Ernesto L. Butcher, its former Chief Operating Officer, for his outstanding service and exemplary leadership.

Ernesto Butcher was a dedicated and distinguished public servant whose career at the Port Authority spanned more than 40 years. He started at the Port Authority in 1971 as a Management Trainee and progressively rose through its ranks as General Manager of the George Washington Bridge; General Manager of the Port Authority Bus Terminal; Assistant Director of Operations in Tunnels, Bridges & Terminals; Deputy Director, General Services Department; Deputy Director, Interstate Transportation Department; Director, Tunnels, Bridges and Terminals; and Deputy Executive Director for Operations. His commitment and dedication to the agency and region, and his record of exemplary service ultimately resulted in his appointment as the Port Authority's Chief Operating Officer in 1999, with broad based responsibility for the agency's airports, ports, tunnels, bridges and terminals, and the PATH system, as well as security and public safety operations.

Ernesto Butcher exemplified the best in public service and personal integrity. A very humble man, many of his remarkable achievements and contributions to the region were not widely known outside the Port Authority. Throughout his distinguished career, Ernesto received many awards, including the Howard S. Cullman Distinguished Service Medal, the highest civilian award for service given by the Port Authority, and the Exceptional Service Team Award as a member of the Port Authority Executive Level September 11<sup>th</sup> Crisis Team. He also received an honorary Doctorate of Laws from Bloomfield College in New Jersey, as well as awards from the Essex County Club, the YMCA of Northern and Central New Jersey, the East Orange Community Development Corporation, the Harlem YMCA, the Senate and General Assembly of New Jersey, the State of New Jersey, and the Office of the Manhattan Borough President; and was inducted into the Hunter College Alumni Hall of Fame in 2003. Ernesto's commitment to public service extended well beyond the Port Authority, as he also gave tirelessly of himself to other agencies, serving on the Board of Visitors of the University of Pittsburgh, the Board of Trustees of Bloomfield College, and the Board of Directors of Calvary Hospital in the Bronx. He also served on the Boards of the Joint Urban Manpower Program (JUMP); Aljira, the Tri-City Peoples Corporation (Newark); the Eagle Academy Foundation; and the International Bridge, Tunnel and Turnpike Association. Ernesto was also a Peace Corps volunteer in Korea for two years after graduation from college.

On September 11, 2001, Ernesto Butcher led Port Authority staff and World Trade Center visitors and tenants in the evacuation of the World Trade Center site without regard for his own personal safety, and in the aftermath of the attack was a symbol of hope and courage for the Port Authority, providing a constant presence and calm demeanor, providing leadership and guidance in efforts to recover and restore operations, providing comfort for the survivors, and becoming in the eyes of staff a transcendent force, rising above the tragedy and chaos of that terrible day. In the wake of the tragic loss of many of our colleagues, including our Executive Director, Ernesto led the senior staff of the Port Authority in establishing a command center in Jersey City within hours of the attack, so other Port Authority facilities could reopen as rapidly as possible, while at the same time coordinating the Authority's efforts with local, state and federal agencies. Ernesto's courage, quiet strength and steady hand were instrumental in the agency's efforts to account for the survivors and missing and to assist family members during a time of unimaginable and catastrophic loss. Throughout this crisis, Ernesto set an example of calm, rational judgment coupled with profound

empathy. It was fitting that he became the agency’s voice in the challenging days, months and years that followed September 11th.

As a tribute to Ernesto Butcher’s legacy as a tireless public servant and an exemplary and inspiring leader, it is with profound respect and admiration that the Board of Commissioners, on behalf of all present and former employees of the Port Authority, has unanimously resolved to name the Port Authority’s Emergency Operations Center the “*Ernesto L. Butcher Emergency Operations Center.*”

**NOW, therefore, be it**

**RESOLVED**, that the Commissioners of The Port Authority of New York and New Jersey do hereby name the Port Authority’s Emergency Operations Center, located at the Port Authority Technical Center at 241 Erie St., Jersey City, NJ 07310, the “*Ernesto L. Butcher Emergency Operations Center*”; and it is further

**RESOLVED**, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to make all arrangements necessary to formally rename the Port Authority’s Emergency Operations Center, with signage attesting thereto suitably displayed; and it is further

**RESOLVED**, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to make all arrangements necessary for a fitting public ceremony within six months of this date to unveil the “*Ernesto L. Butcher Emergency Operations Center*” at a time convenient to Mr. Butcher’s family.

Whereupon, the meeting was adjourned.

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Secretary