

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, May 27, 2021

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, May 27, 2021 via teleconference.

PRESENT:

NEW JERSEY

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

NEW YORK

Hon. Jeffrey H. Lynford, Vice Chairman
 Hon. Leecia R. Eve
 Hon. Daniel J. Horwitz
 Hon. Gary LaBarbera
 Hon. Rossana Rosado

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

James K. Allen Jr., Chief of Staff to the Vice Chairman
 John Bilich, Chief Security Officer
 Robin Bramwell-Stewart, Deputy Director Tunnels, Bridges & Terminals
 Benjamin M. Branham, Chief Communications Officer
 Brian Caraveo, Cinematographer, Marketing
 Ana Carvajalino, Director, Financial Planning
 Rebecca L. Cassidy, General Manager, Board Unit, Office of the Secretary
 Janet D. Cox, Chief of Staff and Special Counsel to the Executive Director
 Gideon Davidson, Special Assistant to the Executive Director
 Jennifer S. Davis, Chief Intergovernmental Affairs Officer
 Clarelle D. DeGraffe, Director, Rail Transit
 Alfred P. Doblin, Director Strategic Communications, Chief Communications Office
 Michael P. Dombrowski, Audio Visual Specialist, Marketing
 Amy H. Fisher, First Deputy General Counsel and Director of Legal Affairs
 Robert E. Galvin, Chief Technology Officer
 Robert Gibbon, Special Counselor to the Executive Director
 Mary Lee Hannell, Chief, Human Capital
 Natasha G. Jean Philipp-Cumberbatch, Manager, Corporate Transparency, Office of the Secretary
 Louis Klock, Deputy Director, Public Safety/Security Operations and Programs
 Huntley A. Lawrence, Acting Chief Operating Officer/Director, Aviation
 Hanson Lee, Assistant Director, Operations Support, Tunnels, Bridges and Terminals
 Michael G. Massiah, Chief, Diversity and Inclusion
 Elizabeth M. McCarthy, Chief Financial Officer
 Tobi Mettle, Chief of Staff for Agency Initiatives, Office of the Executive Director
 Alec Nadeau, Manager, Executive Initiatives and Policy, Office of the Executive Director

Hersh K. Parekh, Director, Government and Community Relations for Aviation
Redevelopment in New York
Steven P. Plate, Chief, Major Capital Projects
Alan L. Reiss, Director, World Trade Center Construction
Jessica Russ, Executive Policy Analyst, Office of the Secretary
Peter D. Simon, Chief of Staff to the Chairman
James A. Starace, Chief Engineer/Director of Engineering
Debra M. Torres, Chief Ethics and Compliance Officer
Derek H. Utter, Chief Development Officer
Lillian D. Valenti, Chief Procurement Officer
Cheryl A. Yetka, Treasurer

Guest:

Edmund Caulfield, Associate Counsel, Authorities Unit, Office of the Governor of
New Jersey

Public Commenter:

Charlene Talarico

Topic:

Port Authority Personnel Matters/
Lincoln Tunnel

The public meeting was called to order by Chairman O'Toole at 12:14 p.m. and ended at 12:53 p.m. The Board also met in executive session prior to the public session. During the executive session, the Chairman advised that Edmund Caulfield was leaving his current position in the New Jersey Governor's Office to join the Gateway Development Commission. The Chairman noted that Ed excelled in his current role as a liaison with the Port Authority and wished him the best in his new role.

Report on Prior Meeting's Minutes

Copies of the Minutes of the meeting of April 22, 2021 were delivered in electronic form to the Governors of New York and New Jersey on April 23, 2021. The time for action by the Governors of New York and New Jersey expired at midnight on May 7, 2021.

Chairman's Report

The Chairman advised that due to the ongoing public health crisis posed by COVID-19, and in light of the recommendation from the Centers for Disease Control and Prevention and the States of New York and New Jersey, today's meeting is being held via teleconference, with audio of the proceedings simultaneously webcast on the Port Authority's website.

The Chairman also advised that as part of the Port Authority's public speakers' program, one written statement was received and provided to the Commissioners and other relevant staff prior to today's Board Meeting. The written statement will also be filed with the transcripts of today's meetings on the Port Authority's website.

TRIBUTE TO RICHARD H. BAGGER

The following resolution was unanimously adopted to express the appreciation of the members of the Board of Commissioners of The Port Authority of New York and New Jersey to Commissioner Richard H. Bagger as he retires from the Board. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

WHEREAS, from his appointment by New Jersey Governor Chris Christie in July 2012, Commissioner Bagger has given tirelessly of his time, talent, and experience to further the mission and goals of the Port Authority. Rich served with distinction as a member of the Board of Commissioners and has been committed to the agency's core mission of building and maintaining transportation infrastructure for the region in a fiscally prudent manner; and

WHEREAS, Commissioner Bagger served with great distinction as a member of the Governors of New York and Jersey's Special Panel on the Future of the Port Authority, which resulted in the implementation of a series of initiatives that demonstrated a recommitment of the agency to its core mission of facilitating transit through the region for the millions of commuters, visitors and cargo carriers that rely on its transportation infrastructure to keep people and goods moving safely and dependably through the region; and

WHEREAS, as Chair of the Committee on Finance, Commissioner Bagger brought the full measure of his financial expertise to provide innovative and practical advice on financial management matters, enhance public transparency on financial reporting, and provide for the financial management of several unprecedented events, including redevelopment of the World Trade Center site, recovery and restoration activities following Superstorm Sandy, and the ongoing financial impacts of the novel coronavirus pandemic, all while ensuring strong ongoing financial discipline and oversight over the agency's Capital Plan; and

WHEREAS, as a member of the Audit Committee, Commissioner Bagger demonstrated leadership and commitment to the highest standards of financial reporting, internal controls, and legal and regulatory compliance; and

WHEREAS, Commissioner Bagger also served as a member of the Committees on Operations and Security, where he strongly advocated policies and programs to ensure the safe, secure, and efficient operation of the agency's facilities, so that the public and commerce may have the benefit of dependable, trustworthy passage throughout the region.

NOW, therefore, be it

RESOLVED, that the Commissioners of The Port Authority of New York and New Jersey do hereby express, to the Honorable Richard H. Bagger, their sincere appreciation for his leadership and service to the agency and the region it serves; and it is further

RESOLVED, that the Board of Commissioners hereby directs that this resolution be suitably engraved and presented to the Honorable Richard H. Bagger as a token of the high esteem in which he is held by the Board and staff alike.

TRIBUTE TO DAVID S. STEINER

The following resolution was unanimously adopted to express the appreciation of the members of the Board of Commissioners of The Port Authority of New York and New Jersey to Commissioner David S. Steiner as he retires from the Board. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

WHEREAS, from his appointment by New Jersey Governor James McGreevey in January 2003, David Steiner has given tirelessly of his time, talent, and experience to further the mission and goals of the Port Authority. Commissioner Steiner served with distinction as a member of the Board of Commissioners and has been committed to the agency's core mission of building and maintaining transportation infrastructure for the region in a fiscally prudent and publicly transparent manner; and

WHEREAS, Commissioner Steiner served for more than 15 years on the Audit Committee, 13 of them as Chair, with a steadfast commitment to the highest standards of oversight of financial reporting, internal controls, and compliance, and has advocated for the refinement of existing, and the development of new, policies to protect Port Authority revenue, including by proactively identifying and managing risks; and

WHEREAS, Commissioner Steiner also served as a member of the World Trade Center Site Planning Subcommittee upon his appointment to the Board, and provided the full breadth of his private real estate experience to assist in the redevelopment of the World Trade Center site; and

WHEREAS, during his more than 18 years on the Board, Commissioner Steiner also served as a member of the Committees on Capital Planning, Execution and Asset Management, Construction, Finance, Governance and Ethics, and Security, with integrity and enthusiasm, providing leadership in the development of transformative agency projects to improve regional mobility of people and goods in a safe and efficient manner; and

NOW, therefore, be it

RESOLVED, that the Commissioners of The Port Authority of New York and New Jersey do hereby express, to the Honorable David S. Steiner, their sincere appreciation for his leadership and service to the agency and the region it serves; and it is further

RESOLVED, that the Board of Commissioners hereby directs that this resolution be suitably engraved and presented to the Honorable David S. Steiner as a token of the high esteem in which he is held by the Board and staff alike.

PORT AUTHORITY BRIDGE AND TUNNEL FACILITIES – NEW YORK CUSTOMER SERVICE CENTER FOR ELECTRONIC TOLLING AND TOLLS BY MAIL – AUTHORIZATION OF CONTRACT AWARD TO CONDUENT STATE & LOCAL SOLUTIONS, INC. FOR SYSTEM DESIGN AND IMPLEMENTATION, AND FOR LICENSE PLATE AND OWNER IDENTIFICATION SERVICES

It was recommended that the Board authorize the Executive Director to enter into a contract with Conduent State & Local Solutions, Inc. (Conduent), jointly selected by the Port Authority, along with its agency partners, the Metropolitan Transportation Authority's Triborough Bridge and Tunnel Authority (TBTA), doing business as the Metropolitan Transportation Authority Bridges and Tunnels, and the New York State Thruway Authority (NYSTA), for: (1) the design, implementation and operation of a replacement for the New York Customer Service Center (NYCSC) back-office system for electronic tolling and Tolls by Mail; and (2) license plate and owner identification services (LPOIS). Each NYCSC partner agency would maintain independent contracts with the jointly selected vendor. Under the terms of the contract between the Port Authority and Conduent, the Port Authority's financial responsibility is estimated at \$83.1 million, inclusive of an allowance for extra work, over the initial eight-year contract term. The contract also includes options, exercisable by the Port Authority, to extend the contract for up to two, two-year periods, at an additional estimated cost of \$56.3 million, inclusive of an allowance for extra work. As such, the Port Authority's total costs for this contract, inclusive of extra work and extension options, is estimated to be \$139.3 million.

The NYCSC currently provides electronic toll transaction processing, payment processing, image review and violations processing, account management, and transponder distribution for the Port Authority's bridge and tunnel facilities, and equivalent services for the TBTA and NYSTA. To diversify the pool of providers and enable a competitive field of best-in-class responses for the NYCSC replacement contract, the three NYCSC agencies agreed to pursue procurements under separate Requests for Proposals, one for the "System" and the other for "Operations." This proposed authorization is for the award of the NYCSC System contract.

The new System would provide the NYCSC with a more reliable cloud-based hardware platform, and provide best-in-class image review, license plate recognition and data acquisition from motor vehicle agencies. The new NYCSC System contract would cover the design and implementation of a hardware platform and application software to process toll bills, as well as all services needed to implement and maintain the NYCSC system. The contract also would cover implementing and operating license plate and owner identification services (LPOIS) fundamental to violations processing and Tolls by Mail.

At its meeting of April 23, 2020, the Board authorized the Executive Director to enter into a two-year extension of Conduent's current contract that was due to expire October 2020, under which Conduent currently provides all NYCSC-related services and operations for each partner agency, under separate contracts awarded jointly in 2007. Awarding the contract for the replacement NYCSC System contract at this time would ensure an effective transition from the existing contract to the new contract. The new contract would incorporate an approximate two-year timeline for system design, infrastructure build-out, data migration, testing and cutover that overlaps with the two-year contract extension recently awarded to Conduent. The base term of the

replacement NYCSC System contract is eight years, beginning in the third quarter of 2021. The contract includes two, two-year extension options which, if exercised, would extend the term of the contracts through the third quarter of 2033.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Eve, Horwitz, LaBarbera, Lynford, McCabe, O'Toole, Pocino and Rosado in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to: (1) enter into a contract with Conduent State & Local Solutions, Inc. for the design, implementation and operation of a replacement back-office system for the New York Customer Service Center and for license plate and owner identification services in connection with electronic tolling at the Port Authority's bridge and tunnel facilities, for an eight-year period, at an estimated cost to the Port Authority of \$83.1 million, inclusive of an allowance for extra work; and (2) exercise two, two-year extension options, at an estimated additional cost of \$56.3 million, inclusive of an allowance for extra work; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into any other contracts and agreements necessary or appropriate in connection with the foregoing; and it is further

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

PORT AUTHORITY BRIDGE AND TUNNEL FACILITIES – NEW YORK CUSTOMER SERVICE CENTER FOR ELECTRONIC TOLLING AND TOLLS BY MAIL – AUTHORIZATION OF CONTRACT AWARD TO FANEUIL, INC. FOR NEW YORK CUSTOMER SERVICE CENTER OPERATION, AND TO TRANSORE, LP FOR TAG DISTRIBUTION SERVICES

It was recommended that the Board authorize the Executive Director to enter into a contract with Faneuil, Inc. for the operation of the New York Customer Service Center (NYCSC) Customer Contact Center, and enter into a contract with TransCore, LP for E-ZPass® transponder tag distribution. Both recommended awardees have been jointly selected by the Port Authority and its agency partners, the Metropolitan Transportation Authority's Triborough Bridge and Tunnel Authority (TBTA), doing business as the Metropolitan Transportation Authority Bridges and Tunnels, and the New York State Thruway Authority (NYSTA). Each partner agency would enter into independent contracts with each jointly selected vendor. The Port Authority's financial responsibility is estimated to be \$113.1 million. The Port Authority's cost for the operations contract with Faneuil, Inc. to provide services, functionality, facilities and personnel to perform Customer Contact Center operations over the initial five-year contract term, and two, two-year extension options is estimated to be \$96.1 million, inclusive of an allowance for extra work. The Port Authority's cost for the operations contract with TransCore, LP to provide E-ZPass® tag and transponder distribution services over the initial five-year contract term, and two, two-year extension options, is estimated to be \$17 million, inclusive of an allowance for extra work.

The NYCSC currently provides electronic toll transaction processing, payment processing, image review and violations processing, account management, and transponder distribution for the Port Authority's bridge and tunnel facilities, and equivalent services for the TBTA and NYSTA. To diversify the pool of providers and enable a competitive field of best-in-class responses for the NYCSC replacement contract, the three NYCSC agencies agreed to pursue procurements under separate Requests for Proposals, one for the "System" and the other for "Operations." This proposed authorization is for the award of the NYCSC Operations contracts.

The new contract with Faneuil, Inc for the operation of the Customer Contact Center includes account management, customer contact, case management, financial management, reporting and reconciliation services, and communications with the collections contractor, outside counsel handling toll violation cases, and the Department of Motor Vehicles with respect to registration suspensions and hearing support documentation. Faneuil, Inc would also support discount plans and programs, and communicate with the collections contractor, outside counsel handling toll violation cases, and departments of motor vehicles with respect to registration suspensions and hearing support documentation.

The new contract with TransCore, LP includes performance of specific operational responsibilities for E-ZPass® transponder tag distribution, including inventory tracking, management, and customer support functions related to handling tag fulfillment requests.

At its meeting of April 23, 2020, the Board authorized the Executive Director to enter into a two-year extension of the current contract with Conduent State and Local Solutions, Inc. (Conduent) that was due to expire in October 2020, under which Conduent currently provides all

NYCSC Center operations and tag distribution services for each partner agency, under separate contracts awarded jointly in 2007. Awarding the Operations contracts for the replacement NYCSC operations at this time would ensure an effective transition from the existing contract to the new contracts. The new contracts would each incorporate an approximate two-year timeline for hiring and training of operations staff, securing Customer Contact Center and tag distribution facilities, and designing and implementing software, hardware, and communication interfaces that overlap with the two-year contract extension recently awarded to Conduent. The base term of each Operations contract is five years, beginning in the third quarter of 2021. Each contract includes two, two-year extension options at the discretion of the Port Authority, which, if exercised, would extend the term of either of the contracts through the third quarter of 2030.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Eve, Horwitz, LaBarbera, Lynford, McCabe, O'Toole, Pocino and Rosado in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to: (1) award a contract to Faneuil, Inc. for the operation of the New York Customer Service Center in connection with electronic tolling and Tolls by Mail at the Port Authority's bridge and tunnel facilities, for a five-year period, at an estimated cost to the Port Authority of \$44.3 million, inclusive of an allowance for extra work; and (2) exercise two, two-year contract extension options, at an estimated additional cost to the Port Authority of \$51.8 million, inclusive of an allowance for extra work; 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) award a contract to TransCore, LP for E-ZPass® transponder tag distribution services in connection with electronic tolling at the Port Authority's bridge and tunnel facilities, for a five-year period, at an estimated cost to the Port Authority of \$6.9 million, inclusive of an allowance for extra work; and (2) exercise two, two-year contract extension options, at an estimated additional cost to the Port Authority of \$10.1 million, inclusive of an allowance for extra work; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into any other contracts and agreements necessary or appropriate in connection with the foregoing; and it is further

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

JOHN F. KENNEDY INTERNATIONAL AIRPORT – INSTALLATION OF FLOOD MITIGATION MEASURES AT 17 DRAINAGE OUTFALLS – PLANNING AUTHORIZATION

It was recommended that the Board authorize planning and preliminary design work for a project to provide backflow prevention at 17 drainage outfalls that serve John F. Kennedy International Airport's (JFK) airfield electrical systems, at an estimated total cost of \$1.95 million.

During a typical rainstorm event, stormwater drains from various catch basins and manholes located throughout JFK to the stormwater drainage pipes. This network of drainage pipes is connected to 22 outfalls that discharge the stormwater into Jamaica Bay. In October 2012, Superstorm Sandy caused elevated water levels and storm surges in Jamaica Bay, which led to saltwater infiltrating the stormwater drainage system and entering the airfield. As a result, airfield electrical systems and other critical airfield equipment were flooded and exposed to saltwater for an extensive period, causing major disruptions to facility operations and damage to the airfield electrical systems and equipment.

The proposed project would enhance storm mitigation and resiliency at 17 of the 22 drainage outfalls at JFK. The work on the outfalls would prevent saltwater from flowing into JFK's drainage system and damaging the airfield electrical systems during storm surges.

The proposed project would complete a series of storm mitigation and resiliency efforts undertaken at JFK. In February 2015, five of the 22 outfalls were prioritized for repair due to their direct impact on critical assets at JFK. During a project to replace airfield light circuits damaged by Superstorm Sandy, it was determined that the in-pavement electrical infrastructure was exposed to saltwater backflow through the drainage system during storm surges. In November 2020, the Federal Emergency Management Agency (FEMA) approved \$20.9 million in grant funding for backflow prevention work on the remaining 17 outfalls, to protect the FEMA-funded infrastructure being installed as part of the light circuit replacement project. It is anticipated that FEMA would reimburse the Port Authority 90 percent of eligible costs for the proposed project.

A preliminary alternative analysis and study for backflow prevention at the remaining 17 outfalls has been completed. The currently proposed planning work would include conducting field surveys to evaluate existing conditions and determine appropriate solutions to develop preliminary design and construction cost estimates for each outfall location.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Eve, Horwitz, LaBarbera, Lynford, McCabe, O'Toole, Pocino and Rosado in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that planning and preliminary design work for a project to provide backflow prevention at 17 drainage outfalls at John F. Kennedy International Airport, at an estimated total cost of \$1.95 million, be and it hereby is authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to take action with respect to contracts for professional and advisory services and such other contracts and agreements as may be necessary to effectuate the foregoing planning and preliminary design work, pursuant to authority granted in the By-Laws or other resolution adopted by the Board; and it is further

RESOLVED, that the form of all contracts, agreements and other documents in connection with the foregoing planning and preliminary design work shall be subject to the approval of General Counsel or his authorized representative, and the terms of such contracts, agreements and other documents shall be subject to review by General Counsel or his authorized representative.

PORT AUTHORITY BUS TERMINAL – REHABILITATION OF STRUCTURAL SLABS AND WEARING COURSE FOR LOWER LEVEL, PARTIAL THIRD AND FOURTH FLOOR BUS LEVELS – PHASE 1 – PROJECT AUTHORIZATION

It was recommended that the Board authorize the first phase of a project to address priority repairs at the existing Port Authority Bus Terminal (PABT), to ensure a state of good repair, at an estimated total project cost of \$21.9 million, inclusive of \$5 million in previously authorized funds for planning work. These priority repairs include rehabilitating the concrete roadway wearing course (top layer of the roadway), mitigating water intrusion, and making structural repairs at selected areas of the South Wing of the PABT.

While planning and development for a new PABT are underway, the Port Authority continues to implement improvements to the existing terminal, to maintain safe and reliable operations and an appropriate level of customer service. On September 26, 2019, the Board authorized planning work for the development of a project to rehabilitate portions of the PABT's concrete roadway wearing course and underlying structural slab, at an estimated total cost of \$5 million. This project allowed staff to prioritize areas for rehabilitation, to ensure safe operations while a new bus terminal is developed. In certain areas of the PABT, the structural slabs that support the bus roadway require repair to maintain their structural integrity. In those same areas, the wearing course and waterproofing membrane that protect the concrete roadway also require repair in order to prevent deterioration of the slabs and water intrusion into tenant and pedestrian spaces. As a result of that planning work and in recognition of the financial constraints caused by COVID-19, repairs to the Lower Level and Third and Fourth Floor bus roadway areas would be addressed in two phases.

Under the presently proposed Phase 1, near-term priority repairs addressing areas that exhibit significant deterioration would be addressed, including full-depth repairs of the structural slabs at portions of the Southwest Lower Level. Phase 1 would also address the highest priority repairs on the third and fourth floors, including repairs to the topside and the underside of the structural slabs, as well as the installation of a new waterproofing wearing course in areas where work is to be performed. The proposed work also would include rehabilitation of the concrete encasements that act as fireproofing and crash protection for the structural steel framing that supports the floors.

The scope and schedule for Phase 2 of the project, if deemed necessary and subject to future authorization, would address other repairs to the structural slabs and wearing course in areas not addressed in Phase 1. The need for Phase 2 would be informed by the schedule for the replacement of the bus terminal.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Eve, Horwitz, LaBarbera, Lynford, McCabe, O'Toole, Pocino and Rosado in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that Phase 1 of a project to address priority repairs at the existing Port Authority Bus Terminal (PABT) to rehabilitate the concrete roadway wearing course, mitigate water intrusion, and perform structural repairs at selected areas of the PABT South Wing, at an estimated total project cost of \$21.9 million, including \$5 million in funds previously authorized for planning work, be and it hereby is authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to take action with respect to construction contracts, contracts for professional and advisory services, and such other contracts and agreements as may be necessary to effectuate the foregoing project, pursuant to authority granted in the By-Laws or other resolution adopted by the Board; and it is further

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

Whereupon, the meeting was adjourned.

Secretary