

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

**MINUTES**

**Thursday, February 9, 2023**

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**MINUTES of the Annual Meeting of The Port Authority of New York and New Jersey held Thursday, February 9, 2023 at 150 Greenwich Street, New York City, New York and State of New York and via videoconference.**

**PRESENT:**

**NEW JERSEY**

Hon. Kevin J. O'Toole, Chairman  
 Hon. Dana M. Martinotti\*  
 Hon. Kevin P. McCabe  
 Hon. Michelle E. Richardson

**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

M. Rizwan Baig, Chief Engineer  
 Christopher Beacham, Chief of Staff, Office of the Chief Financial Officer\*  
 Vincent J. Borst, Assistant Director, Property Management, Operation Services  
 Meredith L. Brooks, Principal Board Management Support Specialist, Office of the Secretary  
 Michael Brown, Chief of Department/Deputy Superintendent of Police  
 David W. Compton, Manager, Marketing  
 Janet D. Cox, Chief of Staff and Special Counselor to the Executive Director  
 Jennifer S. Davis, Chief, Intergovernmental Affairs  
 Clarelle D. DeGraffe, Director, Rail Transit\*  
 Mercedes Derroches, Executive Assistant and Advisor to the Executive Director  
 Alfred P. Doblin, Director, Strategic Communications, Chief Communications Office  
 Diannae Ehler, Director, Tunnels, Bridges and Terminals Department  
 Gregory W. Ehrie, Chief Security Officer  
 Charles R. Everett Jr., Director, Aviation\*  
 Amy H. Fisher, First Deputy General Counsel and Director of Legal Affairs  
 Robert E. Galvin, Chief Technology Officer  
 Shannon E. Gates, Principal Board Management Support Specialist, Office of the Secretary  
 John Gay, Inspector General  
 Mary Lee Hannell, Chief, Human Capital\*  
 Natasha G. Jean Philipp-Cumberbatch, Manager, Corporate Transparency, Office of the Secretary

Sherien N. Khella, Treasurer  
 Cristina M. Lado, Director, Government and Community Affairs, New Jersey  
 Brian A. Lapp, Chief Health and Safety Officer  
 Annesa H. Lau, Director, Operations Services  
 William Laventhal, Program Director, Executive Office  
 Huntley A. Lawrence, Chief Operating Officer\*  
 Elizabeth M. McCarthy, Chief Financial Officer  
 Polly Moore, Deputy Director, Labor Relations  
 Mary K. Murphy, Director, Planning and Regional Development  
 Matthew F. Murray, Senior Advisor to the Chairman  
 Jessica Ortiz, Deputy Inspector General and Director of Investigations  
 Hersh K. Parekh, Director, Government and Community Affairs, New York  
 Thomas Pietrykoski, Director, Corporate Communications  
 Steven P. Plate, Chief, Major Capital Projects  
 Alan L. Reiss, Director, World Trade Center Construction  
 Amanda Rogers, Deputy Chief Engineer  
 Bethann Rooney, Director, Port  
 Jessica Russ, Executive Policy Analyst, Office of the Secretary\*  
 Peter D. Simon, Chief of Staff to the Chairman  
 Debra M. Torres, Chief Ethics and Compliance Officer\*  
 Derek H. Utter, Chief Development Officer  
 Lillian D. Valenti, Chief Procurement Officer  
 Christopher J. Wolff, Chief of Staff, Human Resources

Guests:

Carroll V. Bennett, Port Authority Retiree  
 Noreen M. Giblin, Deputy Chief Counsel, Authorities Unit, Office of the Governor of New Jersey\*  
 Lauren LaRusso, Senior Counsel, Authorities Unit, Office of the Governor of New Jersey\*  
 Natalie Millstein, Senior Advisor for Transportation, Office of the Governor of New York\*  
 James O. Starace, Port Authority Retiree  
 Maureen Starace, Family of Port Authority Retiree  
 Tiffany Thompson, Family of Port Authority Retiree  
 Tracey Thompson, Family of Port Authority Retiree

Public Commenters:

Jason Anthony  
 Christopher Greif  
 Debra Greif

Topics:

PATH Train Announcements  
 Transit Accessibility  
 Transit Accessibility

The public meeting was called to order by Chairman O’Toole at 12:18 p.m. and ended at 1:02 p.m. The Board also met in executive session prior to the public session.

### **Report on Prior Meeting’s Minutes**

Copies of the Minutes of the meeting of December 15, 2022 were delivered in electronic form to the Governors of New York and New Jersey on December 16, 2022. The time for action by the Governors of New York and New Jersey expired at midnight on January 4, 2023.

The actions set forth on pages 117 through 140 of the Minutes of the meeting of December 15, 2022 adopting a Port Authority Plan of Financing were approved for the purposes of the public approval provision of Section 147(f) of the Internal Revenue Code of 1986 and the regulations with respect thereto, upon expiration of the gubernatorial review period.

### **Documents Filed with the Board**

The comment period for the revisions to the Rules and Regulations of the Marine Terminal Tariff Federal Maritime Commission Schedule No. PA-10, which were filed with the Board on December 1, 2022, expired.

### **Moment of Silence**

The Chairman requested a moment of silence in observance of the upcoming 30<sup>th</sup> anniversary of the February 26, 1993 terrorist attack on The World Trade Center.

### **Chairman’s Report**

The Chairman 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 CARROL V. BENNETT**

In recognition of over 42 years of dedicated service to The Port Authority of New York and New Jersey, we congratulate Carrol Bennett on her recent retirement. Carrol, who joined the Port Authority in 1980, served in a wide range of departments throughout the agency, prior to her appointment as Acting Chief of Diversity, Equity and Inclusion in September 2021.

Carrol Bennett has led a distinguished career in public service at the Port Authority, having held numerous roles with increasing responsibilities, beginning in the Office of the Comptroller, and moving on to management roles in the Office of Financial Analysis, the Real Estate Department, and the Office of Capital Planning and Asset Management, where she served as Assistant Director. In each of these roles, Carrol applied the full measure of her talent with tenacity and vigor to ensure that each transaction she oversaw was conducted in a manner that represented the best interests of the Port Authority. Carrol also served as Chief of Staff for the Office of Diversity, Equity and Inclusion, and more recently as Acting Chief of Diversity, Equity and Inclusion, where she guided the implementation of critical agency initiatives to promote diversity, equity and inclusivity in employment matters, procurement of goods and services and in dealings with the local communities where the agency operates its facilities, which have been widely lauded as “best in class”.

The Port Authority’s mission to meet the critical transportation infrastructure needs and to provide fair and equitable access to high quality, efficient transportation facilities and services for the people of this region can only be achieved through the hard work and dedication of employees like Carrol. It is with sincere gratitude that we recognize Carrol V. Bennett for her dedicated public service to The Port Authority of New York and New Jersey and the entire region it serves.

## **TRIBUTE TO JAMES O. STARACE**

In recognition of his dedicated service to The Port Authority of New York and New Jersey, we congratulate James O. Starace on his recent retirement. Jim joined the Port Authority in 1986, and, after serving in positions of increasing responsibility within the Engineering Department, became the agency's Chief Engineer in 2015.

As Chief Engineer, Jim has been instrumental in the continuing design, development and modernization of the agency's infrastructure and has played a vital role in the delivery of the Port Authority's Capital Plan. During his tenure, Jim was instrumental in the completion of major projects such as the opening of the New Terminal A at Newark Liberty International Airport, the Bayonne Bridge Navigational Clearance Program, implementation of All-Electronic Tolling at the Port Authority's bridges and tunnels, the reconstruction of John F. Kennedy International Airport's Bay Runway, and in achieving significant progress on many other important projects, including the Restoring the George (Washington Bridge) Program, the PATH Improvement Program, and a wide-range of projects to improve storm resilience for facilities at-risk of flooding. Jim has fostered innovative solutions to address capital infrastructure needs at existing facilities and has been an advocate for the disciplined prioritization of those efforts, in order to maintain agency facilities in a state of good repair, which was of particular importance throughout the COVID-19 pandemic.

It is with sincere gratitude that we recognize and honor James O. Starace today for his effective leadership, professional principles and personal ethics over 36 years of dedicated service to the agency and the region it serves.

## **ELECTION OF OFFICERS**

Pursuant to the By-Laws of The Port Authority of New York and New Jersey and each of its subsidiaries (collectively, “Port Authority”), this Board meeting, the first of 2023, will be the Port Authority’s annual meeting. Under the By-Laws, officers are elected at the annual meeting, based on nominations from the Nominating Committee, which includes every member of the Board, other than the Chairman and the Vice Chairman.

At its meeting held earlier today, the Nominating Committee unanimously acted to nominate the officers listed in the attached Nominating Committee report.

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

**RESOLVED**, that the individuals listed in the attached Nominating Committee report be and hereby are elected to serve as officers of The Port Authority of New York and New Jersey and its subsidiary corporations.

**NOMINATING COMMITTEE REPORT**

**The Port Authority of New York and New Jersey**

<u>Officer</u>	<u>Appointee</u>
Chairman	Kevin J. O’Toole
Vice-Chairman	Jeffrey H. Lynford
Executive Director	Richard Cotton
General Counsel	Michael E. Farbiarz
Secretary	James E. McCoy
Chief Financial Officer	Elizabeth M. McCarthy
Comptroller	Daniel G. McCarron
Treasurer	Sherien N. Khella

**MEMORANDUM OF AGREEMENT WITH PORT AUTHORITY POLICE BENEVOLENT ASSOCIATION**

It was recommended that the Board of Commissioners approve a collective bargaining agreement between the Port Authority and the Port Authority Police Benevolent Association (“PBA”).

The PBA represents approximately 1,550 Port Authority police officers. The PBA and the Port Authority reached a tentative collective bargaining agreement on November 29, 2022. That agreement was ratified by the PBA members on January 10, 2023.

The agreement spans 26 months, from a retroactive commencement date of July 21, 2022 to September 20, 2024. Terms of the agreement include annual wage increases that, over the covered period, total 6 percent. In addition, the Port Authority has decided to outfit agency police officers with body-worn cameras, in keeping with national best practices. Police officers are legally entitled to be compensated for wearing and using such cameras, and under the agreement would receive a yearly stipend of \$3,000 for doing so.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Eve, Horwitz, Lynford, LaBarbera, Martinotti, McCabe, O'Toole, Richardson 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 November 29, 2022 collective bargaining agreement between The Port Authority of New York and New Jersey and the Port Authority Police Benevolent Association, ratified by the membership on January 10, 2023, be and it hereby is approved; and it is further

**RESOLVED**, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to exercise all discretion and take any and all action necessary or appropriate in his judgment to effectuate the foregoing, including, but not limited to, the execution of all relevant agreements, contracts, or analogous documents, together with amendments and supplements thereof, and to take action in accordance with the terms of such agreements, contracts, and other documents as may be necessary in connection therewith.

**MEMORANDUM OF AGREEMENT WITH TRANSPORT WORKERS UNION, LOCAL 1400**

It was recommended that the Board of Commissioners approve a collective bargaining agreement between the Port Authority and Transport Workers Union, Local 1400 (“TWU”).

The TWU represents approximately 500 Port Authority employees performing in various functions. The TWU and the Port Authority reached a tentative collective bargaining agreement on December 12, 2022. That agreement was ratified by the members on January 19, 2023. The agreement spans 26 months, from a retroactive commencement date of July 28, 2022 to September 27, 2024. Terms of the agreement include annual wage increases that, over the covered period, total 6 percent.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Eve, Horwitz, Lynford, LaBarbera, Martinotti, McCabe, O’Toole, Richardson 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 December 12, 2022, agreement between the Port Authority and Transport Workers Union, Local 1400, ratified by the membership on January 19, 2023, be and it hereby is approved; and it is further

**RESOLVED**, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to exercise all discretion and take any and all action necessary or appropriate in his judgment to effectuate the foregoing, including, but not limited to, the execution of all relevant agreements, contracts, or analogous documents, together with amendments and supplements thereof, and to take action in accordance with the terms of such agreements, contracts, and other documents as may be necessary in connection therewith.

**OUTERBRIDGE CROSSING – REHABILITATION OF CONCRETE SLAB, ROADWAY DECK, CATWALKS AND MISCELLANEOUS STEEL REPAIRS – INCREASE IN PLANNING AUTHORIZATION**

It was recommended that the Board authorize: (1) an increase in planning work to provide for the final design of a project to rehabilitate the concrete slab, roadway deck, catwalks, and perform miscellaneous steel repairs at the Outerbridge Crossing (OBX), at an estimated additional planning cost of \$5 million, which would result in a total planning cost of \$14.2 million; and (2) the Executive Director to enter into an agreement with Hardesty & Hanover, LLC, to perform expert professional architectural and engineering services to support the design of the project, at an estimated amount of \$7,646,163.

The OBX was constructed in the late 1920s and carries New York-New Jersey Route 440 connecting Perth Amboy, New Jersey, with the New York City borough of Staten Island. The bridge’s main span and New York and New Jersey approaches were last rehabilitated in 2009, and the roadway pavement was replaced in 2013.

On March 22, 2018, the Board authorized planning work, at an estimated total planning cost of \$9.2 million, for the preliminary design of the OBX rehabilitation, which is complete.

This proposed authorization would provide for additional planning to commence the final design for the rehabilitation of the concrete slab, roadway deck, and catwalks, in order to maintain the OBX in a state of good repair and extend its useful life.

The proposed agreement with Hardesty & Hanover, LLC was procured via a publicly advertised Request for Proposals (RFP) process conducted in October 2022. Hardesty & Hanover, LLC was the highest rated proposer in response to the RFP, and under the proposed agreement would provide architectural and engineering services to support the final design of the project.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Eve, Horwitz, Lynford, LaBarbera, Martinotti, McCabe, O’Toole, Richardson 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 an increase in planning work for the final design of a project to rehabilitate the concrete slab, roadway deck, and catwalks, and perform miscellaneous steel repairs at the Outerbridge Crossing, at an estimated additional planning cost of \$5 million, which would result in a total planning amount of \$14.2 million, be and it hereby is authorized; and it is further

**RESOLVED**, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into an agreement with Hardesty & Hanover, LLC, the highest rated proposer in response to a publicly advertised Request for Proposals, to perform expert professional architectural and engineering services to support the project, at an estimated amount of \$7,646,163; 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, technical, and advisory services, and such other contracts and agreements as may be necessary to effectuate the foregoing planning work, pursuant to authority granted in the By-Laws or other resolution adopted by the Board; and it is further

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

**LINCOLN TUNNEL – MODIFICATION AND REALIGNMENT OF INTERSECTION OF PORT AUTHORITY ROADWAY AT DYER AVENUE AND 30<sup>TH</sup> STREET AND EXPANSION OF BUS PARKING LOT – PLANNING AUTHORIZATION**

It was recommended that the Board authorize planning and preliminary design work to develop a project to modify and realign the intersection of 30<sup>th</sup> Street and Dyer Avenue in West Midtown Manhattan, near the Lincoln Tunnel (LT), to: (i) enhance the movement of pedestrians and motor vehicles; and (ii) modify and expand the footprint of the adjacent bus parking area to accommodate additional buses, at an estimated total planning cost of \$3.5 million.

The Port Authority-owned roads at 30<sup>th</sup> Street and Dyer Avenue in West Midtown Manhattan are the southernmost terminus to the LT Expressway, which provide motor vehicles with access to and egress from the LT. Currently, the roadway is configured as a three-way intersection, which is not consistent with that of a typical New York City street. An adjacent Port Authority-owned area provides parking for commuter buses. The proposed authorization would provide for planning and design work for a project to: (i) modify and realign the roadway intersection at 30<sup>th</sup> Street and Dyer Avenue, in order to enhance the safe movement of pedestrians and motor vehicles at this intersection; and (ii) increase the bus storage capacity at the adjacent Port Authority-owned bus parking lot. The future improvements at the intersection, which would include realignment of the existing intersection, expansion of an existing sidewalk, new traffic signals, and new crosswalks, would address concerns raised by the local community.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Eve, Horwitz, Lynford, LaBarbera, Martinotti, McCabe, O'Toole, Richardson 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 to develop a project to: (i) modify and reconfigure the existing roadway intersection at 30<sup>th</sup> Street and Dyer Avenue in West Midtown Manhattan near the Lincoln Tunnel; and (ii) modify and expand the footprint of the adjacent bus parking area, at an estimated total planning cost of \$3.5 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, technical, 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.

Whereupon, the meeting was adjourned.

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Secretary