

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

**MINUTES**

**Thursday, December 12, 2024**

Report on Prior Meeting’s Minutes	138
Documents Filed with the Board	138
Chairman’s Report	138
Moment of Silence	138
Election of Officers	139
Port Authority 2025 Budget	141
Port Authority Authorization for Consolidated Bonds and Notes – Report	144
Establishment and Issuance of Certain Series of Consolidated Bonds - 2025	145
Sale of Certain Series of Consolidated Bonds - 2025	154
Establishment and Issuance of Certain Series of Consolidated Notes - 2025	156
Sale of Certain Series of Consolidated Notes - 2025	161
Changes in Tolls Schedule for Vehicular Interstate Crossings	163
Revisions to Airport Minimum Wage Rule – John F. Kennedy International Airport, Newark Liberty International Airport and LaGuardia Airport	166
Establishment of Street Pricing Regulation Reflecting Updated Policy – LaGuardia Airport, John F. Kennedy International Airport and Newark Liberty International Airport	175
PATH Facilities – Amendment of Advertising Agreement with Intersection Media, LLC	182
Confidential Item	184
Confidential Item	188
Confidential Item	190

**MINUTES of the Annual Meeting of The Port Authority of New York and New Jersey held Thursday, December 12, 2024, at 2 Montgomery Street, Jersey City, Hudson County, State of New Jersey and via videoconference.**

**PRESENT:**

**NEW JERSEY**

Hon. Kevin J. O’Toole, Chairman  
 Hon. J. Christian Bollwage  
 Hon. George Helmy  
 Hon. Joseph Kelley  
 Hon. Kevin P. McCabe  
 Hon. Michelle E. Richardson

**NEW YORK**

Hon. Jeffrey H. Lynford, Vice Chairman  
 Hon. Leecia R. Eve\*  
 Hon. Elizabeth R. Fine  
 Hon. Winston C. Fisher  
 Hon. Gary LaBarbera  
 Hon. Rossana Rosado\*

Richard Cotton, Executive Director  
 Amy H. Fisher, General Counsel  
 James E. McCoy, Secretary

Richard J. Abbato, Principal Board Management Support Specialist, Office of the Secretary  
 James K. Allen Jr., Chief Communications Officer  
 M. Rizwan Baig, Chief Engineer  
 Christopher J. Beacham, Chief of Staff, Office of the Chief Financial Officer  
 Michael Brown, Deputy Superintendent of Police  
 Christina Callahan, Chief, Human Capital  
 Ana M. Carvajalino, Director, Financial Planning  
 Clarelle D. DeGraffe, Director, Rail Transit  
 Lisa M. Dewey-Mattia, Chief of Staff and Special Counsel to the Executive Director\*  
 Christopher Diaz, Police Officer  
 Gregory W. Ehrie, Chief Security Officer  
 Jordan Eugenis, Police Officer  
 Benjamin E. Feldman, Deputy Chief Communications Officer  
 Whitney Ferguson, Director of Office of Investigation, Inspector General  
 Kristen L. Figaro, Director, Government and Community Affairs, New Jersey  
 Robert E. Galvin, Chief Technology Officer  
 Isuf Gashi, Police Officer  
 Shannon E. Gates, Principal Board Management Support Specialist, Office of the Secretary  
 John Gay, Inspector General  
 Erik H. George, Director, Management and Budget  
 Jessica S. Gummerman, Deputy Secretary  
 James D. Heitmann, Chief Operating Officer  
 Kirsten Hernandez, Special Assistant to the Executive Director  
 Benjamin Hunter, Leadership Fellow, Executive Director’s Office

\* Remote participants via teleconference.

Natasha G. Jean Philipp-Cumberbatch, Manager, Corporate Transparency, Office of the Secretary  
 Sherien N. Khella, Treasurer  
 William Laventhal, Program Director, Executive Office  
 Stephen Marinko, Assistant General Counsel  
 Elizabeth M. McCarthy, Chief Financial Officer  
 Jacqueline C. McCarthy, Director, Aviation Redevelopment  
 Zachary McCue, Chief, Intergovernmental Affairs  
 Sarah McKeon, First Deputy Director, Aviation  
 Cesar Morales, Police Officer  
 Matthew F. Murray, Senior Advisor to the Chairman  
 Danielle M. Outlaw, First Deputy Chief Security Officer  
 Hersh K. Parekh, Deputy Chief, Intergovernmental Affairs  
 Kathryn W. Parneros, Executive Policy Analyst, Office of the Secretary  
 Matthew Pedersen, Director, Real Estate  
 Antonio Peterson, Police Officer  
 Thomas Pietrykoski, Director, Corporate Communications  
 Steven P. Plate, Chief, Major Capital Projects  
 Nathan D. Reilly, First Deputy General Counsel and Director of Legal Affairs  
 Alan L. Reiss, Director, Major Capital Projects/Special Advisor to the Chief of MCP\*  
 Rebecca Rivera, Chief of Staff, Office of the Chief, Human Capital  
 Bethann Rooney, Director, Port  
 Jessica Russ, General Manager, Board Unit, Office of the Secretary\*  
 Aaron F. Sherburne, Deputy Director, Aviation Planning and Development\*  
 Peter D. Simon, Chief of Staff to the Chairman  
 Will Sommer, Senior External Relationship Representative, Government and Community Affairs, New Jersey  
 Debra M. Torres, Chief Ethics and Compliance Officer\*  
 Derek H. Utter, Chief Development Officer  
 Lillian D. Valenti, Chief Procurement Officer\*  
 Michael S. Wojnar, Special Counselor to the Executive Director

Guests:

Bruce Ebersole  
 Sharon Ebersole  
 Jessica S. O'Connor, Associate Counsel, Authorities Unit, Office of the Governor of New Jersey\*  
 Daniel Salvatore  
 David Ullman, Assistant Secretary for Transportation, Office of the Governor of New York\*

\* Remote participants via teleconference.

Public Commenters:

Mussab Ali  
 Hon. Ravinder Bhalla, Mayor, Hoboken, NJ  
 Matthew Buchys-Hyland (Video Statement)  
 Brandon Burstion  
 Aryeh Cohen-Wade  
 Eric Allen Conner  
 Sofya Davydova  
 Debra Greif  
 William Healey  
 West Honeycutt  
 Patrick Jean  
 Tianna Johnson  
 Ann Mannino  
 Mike Manzella  
 Matthew Ramirez  
 John Taranu  
 Luke Theodorou (Written Statement)  
 Wynn-Fred Victor Hinds (Video Statement)

Topic:

PATH Service  
 PATH Service  
 2024 Toll Increases  
 Airport Workers Wage Policy  
 PATH Service  
 PATH Improvements  
 PATH Service  
 Accessibility  
 2025 Capital Plan  
 PATH Service  
 Airport Workers Wage Policy  
 Airport Workers Wage Policy  
 Accessibility  
 2025 PATH Budget  
 PATH Service  
 PATH Off-Peak Service  
 PATH Service  
 PATH Expansion

The public meeting was called to order by Chairman O’Toole at 1:05 p.m. and ended at 3:03 p.m. The Board also met in executive session prior to the public session. Commissioner Rosado was present for the executive session and most of the public session, participating via teleconference, and submitted her affirmative votes to the Secretary on several of the resolutions before the Board for consideration in public session, prior to departing the public session.

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

Copies of the Minutes of the meeting of November 14, 2024 were delivered in electronic form to the Governors of New York and New Jersey on November 15, 2024. The time for action by the Governors of New York and New Jersey expired at midnight on December 3, 2024.

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

The comment period for the amendment to regulations of the Port Authority for the establishment of a Port Authority Tribunal, which were filed with the Board on October 17, 2024, expired.

### **Chairman’s Report**

The Chairman advised that as part of the Port Authority’s public speakers’ program, two video statements and one written statement were received. The written statement was 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. The video statements were shown as part of the public Board meeting.

### **Moment of Silence**

The Chairman called for a moment of silence in observance of the recent passing of Hui M. Xu, a 31-year employee of the Aviation Department.

## **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 last of 2024, 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 Bollwage, Eve, Fine, Fisher, Helmy, Kelley, LaBarbera, Lynford, 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 they hereby are elected to serve as officers of The Port Authority of New York and New Jersey.

**NOMINATING COMMITTEE REPORT**

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

Officer

Chairman

Vice-Chairman

Executive Director

General Counsel

Secretary

Chief Financial Officer

Comptroller

Treasurer

Appointee

Kevin J. O’Toole

Jeffrey H. Lynford

Richard Cotton

Amy H. Fisher

James E. McCoy

Elizabeth M. McCarthy

Daniel G. McCarron

Sherien N. Khella

## **PORT AUTHORITY 2025 BUDGET**

Consistent with longstanding Port Authority policy and in keeping with governance best practices, the proposed 2025 Budget is being presented to the Board for its consideration. The proposed 2025 Budget provides for capital, operating, debt service, and deferred expenditures during calendar year 2025 necessary to advance the agency's mission, priorities and standards.

On Thursday, November 14, 2024, the Port Authority's proposed 2025 Budget was presented in public session at the Board of Commissioners' Meeting and released for public review and comment on the agency's corporate website through December 9, 2024. A summary of the public comments received through December 9, 2024, has been provided to the Board of Commissioners. Additional comments received up to the time of the Board meeting also have been provided to the Commissioners.

The proposed 2025 Budget of approximately \$9.4 billion ensures that the Port Authority maintains its commitment to high standards of safety, security, cleanliness, and customer service, while continuing to rebuild the region's aging infrastructure with 21st century facilities designed to enhance customer experience and accommodate future growth. The proposed 2025 Budget allocates approximately \$4.1 billion for operating expenses, approximately \$3.6 billion for annual capital spending, approximately \$1.6 billion for debt service, and approximately \$0.1 billion for deferred spending.

The 2025 operating expense budget of \$4.1 billion provides for inflationary escalations of \$104 million, or 2.7 percent versus the 2024 operating expense budget, necessary for the continuity of operations across all facilities, and an additional \$101 million of priority spending above inflation necessary to: (1) bolster safety, security and cybersecurity; (2) operate new or larger facilities and assets; (3) provide temporary support for capital construction; and (4) fund non-discretionary regulatory and revenue driven costs.

In total, the 2025 operating expense budget – both the baseline inflationary escalation of \$104 million, plus the additional \$101 million of priority spending – equates to a \$205 million, or 5.3-percent increase versus the 2024 operating expense budget.

The 2025 capital spending budget totals \$3.6 billion and continues to advance the agency's core transportation mission and commitment to rebuilding the region's aging infrastructure with 21st century facilities, in alignment with the agency's 2017-2026 Capital Plan. The capital spending budget includes funding to advance a number of significant initiatives, including, among others: (1) substantial investments in the redevelopment of John F. Kennedy International Airport to transform the airport into a unified world-class international gateway; (2) planning and initial construction efforts for the new Midtown Bus Terminal; (3) continued spending to build a wholly new AirTrain at Newark Liberty International Airport; (4) investments in PATH's railcar fleet and track infrastructure to reduce delays and improve reliability; and (5) the continuation of major construction on the Port Street Corridor Improvement Project at Port Newark.

The 2025 debt service from operations budget totals \$1.6 billion, which includes an assumed \$900 million of new money consolidated bond issuances, \$150 million in short-term borrowings, and \$300 million of assumed Transportation Infrastructure Finance and Innovation Act (TIFIA) loan draw-downs, in alignment with the funding strategy and needs of the 2025 capital spending budget.

The 2025 deferred expense budget totals \$138 million and reflects an increase of \$3 million, or 2 percent, versus the 2024 deferred expense budget, driven by the timing of purchases of new electric vehicle airport buses.

The Executive Director would implement the 2025 Budget in conjunction with his authority under the By-Laws and other applicable authorizations, and take action with respect to professional, technical, or advisory services, contracts for maintenance and services, construction, commodities (materials, equipment and supplies) and utilities purchases, leasing of equipment, the purchase of insurance, and other actions, including staffing, personnel benefit, classification, range and other procedural adjustments.

The Executive Director would effectuate capital plan spending in conjunction with his authority under the By-Laws and other applicable authorizations, consistent with the proposed 2025 capital spending budget and capital program projections, primarily through the use of Port Authority debt obligations and the Consolidated Bond Reserve Fund. As such, it would be desirable to establish the maximum limit on Consolidated Bond Reserve Fund applications to be used for such purposes, in an amount not to exceed \$2.9 billion (after reimbursement for temporary applications).

The Port Authority works to meet the critical transportation infrastructure needs of the bistate region's people, businesses, and visitors by providing the highest quality and most efficient transportation and port commerce facilities and services to move people and goods within the New York-New Jersey region, provide access to the nation and the world, and promote the region's economic development. The agency accomplishes this primarily through the planning, constructing, financing, and operation of trade and transportation infrastructure. It does so within the context of advancing business priorities that include maintaining the highest level of safety and security, ensuring high-quality implementation of the agency's Capital Plan, improving customer experience, ensuring operational excellence, increasing the agency's focus on sustainability and environmental protection, and being an employer of choice.

The Executive Director's authority, pending final adoption and approval of the annual Budget each year, to make expenditures and undertake contractual commitments, also would be confirmed.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bollwage, Eve, Fine, Fisher, Helmy, Kelley, LaBarbera, Lynford, 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 2025 Budget of The Port Authority of New York and New Jersey, as set forth below, be and the same hereby is approved and adopted, including authority for the Executive Director, pending final adoption of the annual Budget each year, to make expenditures and undertake contractual commitments:

**THE PORT AUTHORITY OF NEW YORK & NEW JERSEY  
Including Its Related Entities  
2025 BUDGET**

<i>(\$ in thousands)</i>	<b>Operating Expenses</b>	<b>Capital Spending</b>	<b>Debt Service &amp; Deferred Expenses</b>	<b>Total Uses</b>
<i>Total Budget Uses</i>	\$4,057,086	\$3,581,056	\$1,785,129	\$9,423,271

; and it is further

**RESOLVED**, that, based upon a requisition of the Governor of the State of New York or the Governor of the State of New Jersey, or the duly authorized designee of each, the Port Authority shall pay to the State of New York or the State of New Jersey, or both, upon receipt of an appropriate expenditure plan from said State, an amount not in excess of \$295,000 to each said State to reimburse said State or States for expenses incurred by said State or States, including staff costs, in reviewing the annual Budget of the Port Authority and any amendments thereto; and it is further

**RESOLVED**, that the provision by the Executive Director of portions of the Port Authority’s capital program by application of moneys in the Consolidated Bond Reserve Fund to the Capital Fund for capital expenditures for the year 2025 in connection with the Port Authority’s facilities, shall not exceed \$2.9 billion (after reimbursement for temporary applications), and subject to statutory, contractual, and other commitments and financial policies of the Port Authority.

**PORT AUTHORITY AUTHORIZATION FOR CONSOLIDATED BONDS AND NOTES  
– REPORT**

The Treasurer, with the concurrence of the Chief Financial Officer, seeks authorization to adopt certain actions to enable the Port Authority to continue to have flexible access to the financial markets.

The Treasurer seeks authorization from the Board for the establishment, issuance and sale of Consolidated Bonds and Consolidated Notes, which will be sold in 2025, in an aggregate principal amount not to exceed \$4.3 billion (including any debt issued under the Port Authority’s Versatile Structure Obligations resolution, if any, but excluding any series of Consolidated Bonds sold in 2025 pursuant to a separate Port Authority Board resolution authorizing the issuance of such series, if any), (“2025 Consolidated Bonds Authorization”). The \$4.3 billion 2025 Consolidated Bonds Authorization, as presented, covers issuance of one or more series of Consolidated Bonds and Consolidated Notes sold during the 2025 period consisting of (i) \$900 million of new money to support capital plan spending consistent with the 2025 budget, (ii) \$2.6 billion of Consolidated Bonds and Consolidated Notes that may be refunded for savings if market conditions allow, and (iii) \$700 million for flexibility in the event additional bond proceeds are needed above current estimates, including to accommodate, if needed, such conditions as market timing and/or increased capital spending. Note that Port Authority Commercial Paper Obligations, obligations issued under the Port Authority’s Special Obligation Institutional Loan Program, and Variable Rate Master Notes are not included in the \$4.3 billion cap on principal amount and are governed by limitations in their respective Port Authority Board resolutions.

**ESTABLISHMENT AND ISSUANCE OF CERTAIN SERIES OF CONSOLIDATED BONDS - 2025**

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bollwage, Eve, Fine, Fisher, Helmy, Kelley, LaBarbera, Lynford, 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.

Whereas, heretofore and on the 9th day of October, 1952, The Port Authority of New York and New Jersey (formerly known as The Port of New York Authority and hereinafter called the "Authority") adopted a resolution (hereinafter called the "Consolidated Bond Resolution"), constituting a contract with the holders of the obligations issued thereunder, providing for the issuance of certain direct and general obligations of the Authority (hereinafter called "Consolidated Bonds"), from time to time, in conformity with the Consolidated Bond Resolution for the purposes therein set forth; and

**WHEREAS**, the Consolidated Bond Resolution provides that Consolidated Bonds shall be issued in such series as the Authority may determine, and that the characteristics of each such series shall be determined by the Authority by and in the resolution establishing such series, and that the resolution establishing such series may contain other terms and provisions not inconsistent with the Consolidated Bond Resolution; and

**WHEREAS**, the Authority has heretofore established various series of Consolidated Bonds and has now determined that it is appropriate to establish certain additional series of Consolidated Bonds which shall be sold on or after January 1, 2025 through December 31, 2025, without prejudice to its right hereafter to establish and issue further series of Consolidated Bonds.

**NOW, THEREFORE**, be it resolved by the Authority:

**SECTION 1.** As used in this resolution, any words or phrases specifically defined in the Consolidated Bond Resolution shall be read and construed in accordance with such specific definitions. As used in this resolution, the term "Authorized Officer" shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman; Vice-Chairman; Chairman of the Committee on Finance; Executive Director; Chief Financial Officer; or Treasurer of the Authority, or their respective successors in office or duties.

**SECTION 2.** To the extent the authority to spend additional funds under the resolutions dated December 14, 2023 entitled "*Establishment and Issuance of Certain Series of Consolidated Bonds - 2024*" and "*Sale of Certain Series of Consolidated Bonds - 2024*" has not been used by December 31, 2024, such authority is deemed extinguished as of December 31, 2024. Each series of Consolidated Bonds issued pursuant to this resolution, which shall have one or more distinguishing feature(s) at the discretion of the Authority including but not limited to interest payment dates, redemption provisions if any, issuance date and/or federal tax treatment under the Internal Revenue Code of 1986 and the regulations thereunder, is established as a separate series of Consolidated Bonds and the issuance of each such series with a term to maturity not in excess of 50 years, except that the term to maturity for any of such series issued for the purpose of refunding the Authority's Consolidated Bonds, Ninety-third Series shall not exceed 70 years; *provided, however*, that the total aggregate principal amount of Consolidated Bonds issued

pursuant to this resolution as may be amended from time to time, Port Authority Consolidated Notes issued pursuant to the resolution entitled “*Establishment and Issuance of Certain Series of Consolidated Notes - 2025*” dated the date hereof as may be amended from time to time, when added to the principal amount of Port Authority Versatile Structure Obligations sold on or after January 1, 2025 through December 31, 2025 pursuant to the “*Port Authority Versatile Structure Obligations Resolution- Modification*” dated November 18, 1999 as may be amended from time to time, shall not exceed \$4.3 billion. It is anticipated that the Board may amend the cap on such total aggregate principal amount on an annual basis, or more frequently as necessary. Each of such series of Consolidated Bonds shall be issued in conformity with the Consolidated Bond Resolution for the purposes specified in this resolution. This resolution shall apply with equal force and effect to each of such series on an individual basis (each of such series hereinafter called the “Bonds”). This resolution shall constitute a contract with the registered holders of the Bonds and with each such registered holder. This resolution shall not apply to any series of Consolidated Bonds sold in 2025 pursuant to a separate Port Authority Board resolution authorizing the issuance of such series, and the \$4.3 billion cap on principal amount herein shall exclude any such separately authorized series of Consolidated Bonds

**SECTION 3.** The Committee on Finance of the Authority (hereinafter called the “Committee on Finance”) is authorized to establish, fix and determine the terms of the Bonds and, in connection therewith, to make such changes and adjustments to the provisions set forth in the third paragraph of this Section 3 and in Sections 4, 5, 6, 9 and 10 of this resolution as in the opinion of the Committee on Finance will effectuate the issuance of the Bonds, and to take such other action as in the opinion of the Committee on Finance will best serve the public interest.

The proceeds of the Bonds may be used for any purpose for which at the time of issuance of the Bonds the Authority is authorized by law to issue its obligations. The Committee on Finance may allocate the proceeds of the Bonds, from time to time, to certain of the authorized purposes, including the specific designation of any obligations to be refunded with the proceeds of the Bonds.

Both principal of and interest on the Bonds shall be payable in lawful money of the United States of America; principal of the Bonds shall be payable upon presentation and surrender thereof by the registered holders, at the office or offices, designated by the Authority, of the Paying Agent (or Paying Agents) appointed for the purpose by the Authority, in a county which is in whole or in part in the Port of New York District; and interest on the Bonds shall be payable when due to the registered holders thereof by check or draft drawn on the Paying Agent (or Paying Agents) appointed for the purpose by the Authority and mailed to said registered holders at their last known addresses as appearing upon the Authority’s Registry Books for the Bonds.

**SECTION 4.** The Bonds shall be issued only in registered form, registered as to both principal and interest and not as to either alone, in authorized denominations.

The Authority will keep or cause to be kept at the offices, designated by the Authority, of a Registrar appointed for that purpose, in a county which is in whole or in part in the Port of New York District, proper and sufficient Registry Books for the registration of the Bonds. The Bonds shall be transferable only upon such Registry Books by the registered holder thereof or by such registered holder’s attorney duly authorized in accordance with the provisions of this resolution. Upon the written request of the registered holder or registered holders thereof and upon surrender

thereof, a bond or bonds may be exchanged for a bond or bonds of like tenor, registered as designated in such request, of any other authorized denominations. All requests for registration, transfer, exchange and delivery pertaining to the Bonds as above provided shall be filed with the Registrar of the Authority; all bonds to be surrendered pursuant to such requests shall be surrendered to the Registrar; and all bonds delivered in exchange as aforesaid shall be delivered by the Registrar. All bonds surrendered to the Registrar in exchange for other bonds or for transfer as above provided shall be cancelled by the Registrar upon such surrender. The Authority shall bear the cost incurred by the Authority in connection with the registration, authentication (if any), transfer, cancellation, exchange and delivery of bonds, including such fees as may be imposed by the Registrar for such services performed by the Registrar as provided in this resolution.

**SECTION 5.** The Bonds shall be redeemable at the option of the Authority, on prior notice, in whole, or, from time to time, in part, at such redemption price and on such date set forth in the applicable notice to redeem the Bonds.

If less than all of the Bonds then outstanding are to be called for redemption at the option of the Authority, and if the Bonds then outstanding include bonds of any serial maturities, the bonds so to be called shall be in inverse order of maturity, and if bonds constituting a particular maturity are to be called for redemption, but not all bonds constituting such maturity are to be called for redemption, the bonds so to be called shall be determined by lot by the Registrar.

If bonds are to be called for redemption to meet the schedule of mandatory periodic retirement for the Bonds, the bonds so to be called shall be determined by lot by the Registrar.

Notice to redeem any of the Bonds shall be given by the Registrar not less than 30 nor more than 45 days prior to the date fixed for redemption, to the registered holders of the bonds to be called for redemption, by deposit of a copy of such notice, postage prepaid by certified or registered mail, in a United States Post Office, addressed to such registered holders at their last known addresses as appearing upon the Authority's Registry Books for the Bonds.

On or before the date fixed for redemption specified in the notice to redeem any of the Bonds, the Authority will pay or cause to be paid to the Paying Agent (or Paying Agents) an amount in cash in the aggregate sufficient to redeem all of the bonds which are to be redeemed, at the respective redemption price thereof, which, in each case, shall include the accrued interest until the date fixed for redemption and the premium (if any), such principal amount and premium (if any), to be held by the Paying Agent (or Paying Agents) in trust for the account of the registered holders of the bonds so called for redemption and to be paid to them respectively upon presentation and surrender of such bonds with accrued interest included in such redemption price to be paid to the registered holders in accordance with the provisions of this resolution. On and after the date fixed for redemption, the notice to redeem having been completed as above provided, the bonds so called shall become due and payable at the office of the Paying Agent (or Paying Agents) designated by the Authority, and if funds sufficient for payment of the redemption price shall have been deposited with the Paying Agent (or Paying Agents) in trust as aforesaid and if such funds shall be available for redemption of such bonds on the date fixed for redemption, then and in any such event, interest shall cease to accrue on the bonds so called on and after the date fixed for their redemption, and such bonds shall not be entitled to the benefit or security of

this resolution or the Consolidated Bond Resolution, but shall rely solely upon the funds so deposited.

In the case of bonds of denominations greater than the minimum authorized denomination, for all purposes in connection with redemption, each unit of face value representing the minimum authorized denomination shall be treated as though it were a separate bond of the minimum authorized denomination, and the word “bond” as used in the foregoing provisions of this Section 5 shall be deemed to refer to such unit of face value representing the minimum authorized denomination. If it is determined as above provided that one or more but not all of the units of face value representing the minimum authorized denomination of any bond are to be called for redemption, then upon notice to redeem such unit or units, the registered holder of such bond shall forthwith present such bond to the Registrar who shall issue a new bond or bonds of like tenor of smaller authorized denominations but of the same aggregate principal amount in exchange therefor, pursuant to Section 4 of this resolution, including a new bond or bonds with the aggregate principal amount of the unit or units of face value called for redemption; and such new bond or bonds shall be deemed to be duly called for redemption without further notice to the registered holder thereof. If the registered holder of such bond of a denomination greater than the minimum authorized denomination shall fail to present such bond to the Registrar for the issuance of new bonds of smaller denominations in exchange therefor, as aforesaid, such bond shall nevertheless become due and payable on the date fixed for redemption to the extent of the unit or units of face value called for redemption (and to that extent only); and (funds sufficient for the payment of the redemption price having been deposited with the Paying Agent (or Paying Agents), as aforesaid, and being available as aforesaid on the date fixed for redemption) interest shall cease to accrue on the portion of the principal amount of such bond represented by such unit or units of face value on and after the date fixed for redemption, and such bond shall not be entitled to the benefit or security of this resolution or the Consolidated Bond Resolution to the extent of the portion of its principal amount (and accrued interest thereon until the date fixed for redemption and premium, if any) represented by such unit or units of face value, but to that extent shall rely solely upon the funds so deposited.

**SECTION 6.** The Bonds shall be retired at or prior to maturity, by purchase, call or payment, by the dates and in at least the cumulative principal amounts set forth on the schedule of mandatory periodic retirement for the Bonds.

If, at least 45 days prior to the mandatory periodic retirement date in each year (except the year of maturity) set forth in the schedule of mandatory periodic retirement for the Bonds, the Authority shall not have purchased or redeemed (at any prior time or times during such year or at any time or times during any prior years) a principal amount of the Bonds at least equal to the principal amount of the Bonds to be retired on such mandatory periodic retirement date, then the Authority shall call a principal amount of the Bonds equal to such deficiency, at the respective redemption price thereof, in the manner and upon the notice set forth in Section 5 of this resolution. Any of the Bonds purchased by the Authority as aforesaid may be purchased at such prices as the Authority may deem reasonable and proper and, in the discretion of the Authority, at public or private sale, with or without advertisement and with or without notice to any person other than the seller, and such of the Bonds as are theretofore issued and negotiated and then held by the Authority may be purchased for such purpose as well as bonds held by others.

Nothing herein contained shall be construed in any way to prevent the Authority from retiring the Bonds more rapidly than is set forth in the schedule of mandatory periodic retirement for the Bonds.

**SECTION 7.** The Authority shall not apply any moneys in the Consolidated Bond Reserve Fund except for the payment of bonds secured by a pledge of the General Reserve Fund in whole or in part, the payment of debt service upon bonds so secured, the purchase for retirement of bonds so secured or the redemption of bonds so secured, or for the payment of expenses incurred for the establishment, acquisition, construction or effectuation, or for the operation, maintenance, repair or administration of any facility financed or refinanced in whole or in part by bonds secured by a pledge of the General Reserve Fund in whole or in part, or otherwise for the fulfillment of any undertakings which the Authority has assumed or may or shall hereafter assume to or for the benefit of the holders of bonds secured by a pledge of the General Reserve Fund in whole or in part; *provided, however*, that nothing herein contained shall be construed to permit the application by the Authority of moneys in the Consolidated Bond Reserve Fund except for purposes and upon conditions which are authorized by the Consolidated Bond Resolution.

Consolidated Bonds proposed to be issued for purposes in connection with an additional facility or a group of additional facilities in connection with which the Authority has not theretofore issued bonds which have been secured by a pledge of the General Reserve Fund in whole or in part, may be issued, and bonds other than Consolidated Bonds proposed to be issued for purposes in connection with such an additional facility or group of additional facilities may be secured by a pledge of the General Reserve Fund in whole or in part, in each case if and only if the Authority shall certify at the time of issuance (as defined in Section 3 of the Consolidated Bond Resolution) its opinion that the issuance of such Consolidated Bonds or that such pledge of the General Reserve Fund as security for such bonds other than Consolidated Bonds will not, during the ensuing 10 years or during the longest term of any of such bonds proposed to be issued (whether or not Consolidated Bonds), whichever shall be longer, in the light of its estimated expenditures in connection with such additional facility or such group of additional facilities, materially impair the sound credit standing of the Authority or the investment status of Consolidated Bonds or the ability of the Authority to fulfill its commitments, whether statutory or contractual or reasonably incidental thereto, including its undertakings to the holders of Consolidated Bonds; and the Authority may apply moneys in the General Reserve Fund for purposes in connection with those of its bonds and only those of its bonds which it has theretofore secured by a pledge of the General Reserve Fund in whole or in part. Expenditures in connection with an additional facility or group of additional facilities shall mean the amount of the excess, if any, of the sum of all items of expense to be considered in determining the net revenues of the additional facility or group of additional facilities plus the debt service upon the bonds proposed to be issued and upon any additional bonds which in the Authority's opinion would be required to be issued to place and maintain such facility or group of facilities upon a sound operating basis, over and above the sum of all items of revenue and income to be considered in determining such net revenues.

**SECTION 8.** The Authority shall appoint a bank or trust company as trustee for and in connection with the Bonds (hereinafter called the "Trustee"). The Trustee is authorized to (i) institute any action or proceeding on behalf of the registered holders of the Bonds against the Authority or others, or (ii) intervene in any pending action or proceeding, or (iii) take any other action which it shall in its sole discretion determine to be necessary or advisable in order to protect

the rights of the registered holders of the Bonds. The rights of the Trustee in this respect and in all other respects shall be in addition to and not in substitution of any and all rights which would otherwise inure to the registered holder or registered holders of the Bonds. It is understood that the Trustee in its sole discretion may, but shall be under no obligation to, review the activities or operations of the Authority or any of the contracts or agreements of the Authority or exercise any of the rights or powers vested in it by this Section 8 whether on the Trustee's initiative or at the request or direction of any of the registered holders of the Bonds.

The Trustee (which shall include any successor Trustee) appointed under the provisions of this Section 8 shall be a bank or trust company organized under the laws of the State of New York or the State of New Jersey or a national banking association doing business and having its principal office in the Port of New York District and having a total capital (including capital stock, surplus, undivided profits and capital notes, if any) aggregating at least \$25 million, which is willing and able to accept the office on reasonable and customary terms and is authorized by law to perform all the duties imposed upon it by this resolution.

The Trustee shall not be liable for any action taken or suffered upon any notice, resolution, request, consent, order, certificate, report, opinion, bond or other paper or document believed by it to be genuine, and to have been signed or presented by the proper party or parties. The Trustee may consult with counsel, who may or may not be counsel to the Authority, and the opinion of such counsel shall be full and complete authorization and protection in respect of any action taken or suffered by it under this resolution in good faith and in accordance therewith. The Trustee shall not be liable in connection with the performance or nonperformance of its duties except for its own willful misconduct, negligence or bad faith.

If the Trustee shall deem it necessary or desirable that a matter be proved or established prior to taking or suffering any action under this resolution, such matter (unless other evidence in respect thereof be specifically prescribed) may be deemed to be conclusively proved and established by a certificate of an Authorized Officer, and such certificate shall be full warrant for any action taken or suffered in good faith under the provisions of this resolution upon the faith thereof; but in its discretion the Trustee may in lieu thereof accept other evidence of such fact or matter or may require such further or additional evidence as to it may seem reasonable.

The Authority shall annually, within 120 days after the close of each calendar year make available to the Trustee its financial statement(s) for such year accompanied by an opinion signed by an independent public accountant or firm of public accountants of recognized standing selected by the Authority and satisfactory to the Trustee.

The Authority shall annually, after the close of each calendar year, make available to the Trustee a copy of its annual report when such annual report is published.

The Authority shall make available to the Trustee a copy of any Official Statement hereafter issued by the Authority in connection with the issuance of bonds by the Authority.

The Authority shall hereafter make available to the Trustee a copy of the minutes of every meeting of the Authority and of its subsidiary corporations hereafter held, at the time said minutes are transmitted to the Governor of New York and the Governor of New Jersey.

The Authority shall not be required to make available to the Trustee (except when requested to do so by the Trustee) and the Trustee shall not be required to review any document, instrument, report or paper other than those which the Authority is expressly required hereunder to make available to the Trustee. The Trustee shall not be bound to make any investigation into the facts or matters stated in any document, instrument, report or paper supplied to it, but the Trustee in its sole discretion may make such further inquiry or investigation into such facts or matters as the Trustee may deem advisable, and, if the Trustee shall determine to make such further inquiry or investigation, the Trustee is authorized to examine such books and records of and properties owned or operated by the Authority as the Trustee may deem advisable, personally or by agent or attorney.

The Authority agrees (i) to pay to the Trustee from time to time reasonable compensation for all services rendered by it hereunder, (ii) to reimburse the Trustee upon its request for all reasonable expenses, disbursements and advances incurred or made by the Trustee in connection with the exercise or performance of any of its powers or duties hereunder (including the reasonable compensation and the expenses and disbursements of its agents and counsel), and (iii) to indemnify the Trustee for, and hold it harmless against, any loss, liability or expense incurred without willful misconduct, negligence or bad faith on its part, arising out of or in connection with the exercise or performance of the Trustee's powers and duties hereunder, including the costs and expenses of defending itself against any claim or liability in connection with such exercise or performance.

The Trustee may become the owner or holder of any bonds of the Authority with the same rights as it would have were it not a Trustee. To the extent permitted by law, the Trustee may act as depositary for the Authority, act as Paying Agent and Registrar of bonds of the Authority and act itself and permit any of its officers or directors to act in any other capacity with respect to the Authority, the bonds of the Authority and the holders of bonds of the Authority as it or its officers or directors would be able to act were it not a Trustee.

The Trustee may at any time resign and be discharged of the duties and obligations created by this resolution by giving not less than 60 days' written notice to the Authority and publishing notice thereof, specifying the date when such resignation shall take effect, once in each week for two successive calendar weeks in a newspaper of general circulation in the City of New York, State of New York, and such resignation shall take effect upon the date specified in such notice unless previously a successor shall have been appointed by the Authority in which event such resignation shall take effect immediately on the appointment of such successor.

The Trustee may be removed at any time by an instrument or concurrent instruments in writing, filed with the Trustee, and signed and acknowledged by the registered holders of a majority in principal amount of the Bonds then outstanding or by their attorneys duly authorized, excluding the principal amount of any of the Bonds held by or for the account of the Authority. In case at any time the Trustee shall resign or shall be removed or shall become incapable of acting, or shall be adjudged a bankrupt or insolvent, or if a receiver, liquidator or conservator of the Trustee, or of its property, shall be appointed, or if any public officer shall take charge or control of the Trustee, or of its property or affairs, a successor may be appointed by the holders of a majority in principal amount of the Bonds then outstanding, excluding the principal amount of any of the Bonds held by or for the account of the Authority, by an instrument or concurrent instruments in writing signed and acknowledged by such registered holders of the Bonds or by

their attorneys duly authorized and delivered to such successor Trustee, notification thereof being given to the Authority and the predecessor Trustee; *provided, however,* nevertheless, the Authority shall forthwith appoint a Trustee to fill such vacancy until a successor Trustee shall be appointed by the registered holders of the Bonds as authorized in this Section 8. The Authority shall publish notice of any such appointment made by it once in each week for two consecutive calendar weeks, in a newspaper of general circulation in the City of New York, State of New York, the first publication to be made within 20 days after such appointment. Any successor Trustee appointed by the Authority shall, immediately and without further act, be superseded by a Trustee appointed by the registered holders of the Bonds.

Any company into which any Trustee may be merged or converted or with which it may be consolidated or any company resulting from any merger, conversion or consolidation to which it shall be a party or any company to which any Trustee may sell or transfer all or substantially all of its corporate trust business (*provided, however,* such company shall be a bank or trust company located in the Port of New York District and shall be authorized by law to perform all the duties imposed upon it by this resolution), shall be the successor to such Trustee without the execution or filing of any paper or the performance of any further act.

The failure of the Authority to take any action required by this Section 8 shall not invalidate any bond or bonds issued pursuant to this resolution or hereafter issued by the Authority, or affect any other actions of the Authority. The Authority shall in no way be restricted by this Section 8 from entering any defense to an action or proceeding instituted by the Trustee or by the registered holder or registered holders of the Bonds.

**SECTION 9.** The form of the bond, including provisions with respect to assignment, for the Bonds shall be determined by the Committee on Finance or by an Authorized Officer. The bonds shall have the official seal of the Authority, or a facsimile thereof, affixed thereto or printed or impressed thereon, and shall be manually signed by an Authorized Officer. In case any Authorized Officer who shall have signed any of the bonds shall cease to be an Authorized Officer before such bonds shall have been actually issued, such bonds may nevertheless be issued as though such Authorized Officer who signed such bonds had not ceased to be an Authorized Officer.

**SECTION 10.** In case any bond shall at any time become mutilated or be lost or destroyed, the Authority, in its discretion, may execute and deliver a new bond of like tenor in exchange or substitution for and upon cancellation of such mutilated bond or in lieu of or in substitution for such destroyed or lost bond; or if such bond shall have matured, instead of issuing a substitute bond the Authority may pay the same without surrender thereof. In case of destruction or loss, the applicant for a substitute bond shall furnish to the Authority evidence satisfactory to the Authority of the destruction or loss of such bond and of the ownership thereof and also such security and indemnity as may be required by the Authority. The Authority may execute and deliver any such substitute bond or make any such payment; or any Paying Agent may make any such payment upon the written request or authorization of the Authority. Upon the issuance of any substitute bond, the Authority, at its option, may require the payment of a sum sufficient to reimburse it for any stamp tax or other governmental charge or other reasonable expense connected therewith and also a further sum not exceeding the cost of preparation of each new bond so issued in substitution. Any bond issued under the provisions of this Section 10 in lieu of any bond alleged to have been destroyed or lost shall constitute an original contractual obligation

on the part of the Authority, whether or not the bond so alleged to have been destroyed or lost be at any time enforceable by anyone, and shall be equally and proportionately entitled to the security of this resolution and of the Consolidated Bond Resolution with all other bonds, notes and coupons (if any) issued hereunder or thereunder.

**SECTION 11.** An Authorized Officer is authorized to take any and all action that the Committee on Finance is authorized to take under this resolution (without further action by the Committee on Finance).

**SECTION 12.** This resolution is intended to be annually amended upon approval from the Board or at such other time, by an Authorized Officer with approval from the Board.

**SALE OF CERTAIN SERIES OF CONSOLIDATED BONDS - 2025**

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bollwage, Eve, Fine, Fisher, Helmy, Kelley, LaBarbera, Lynford, 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.

**SECTION 1.** To the extent the authority to spend additional funds under the resolutions dated December 14, 2023 entitled “*Establishment and Issuance of Certain Series of Consolidated Bonds - 2024*” and “*Sale of Certain Series of Consolidated Bonds - 2024*” has not been used by December 31, 2024, such authority is deemed extinguished as of December 31, 2024. This resolution shall apply with equal force and effect to each series of Consolidated Bonds sold on or after January 1, 2025 through December 31, 2025 pursuant to this resolution (except for any series of Consolidated Bonds sold in 2025 pursuant to a separate Port Authority Board resolution), on an individual basis, which shall have one or more distinguishing feature(s) at the discretion of the Authority, including but not limited to, interest payment dates, redemption provisions if any, issuance date and/or federal tax treatment under the Internal Revenue Code of 1986 and the regulations thereunder (each such series hereinafter called the “Bonds”).

**SECTION 2.** The Committee on Finance of the Authority (hereinafter called the “Committee on Finance”) is authorized, in the name of and on behalf of the Authority, to sell the Bonds at a true interest cost to the Authority not in excess of eight percent, with a term to maturity not in excess of 50 years, except that the term to maturity for any of such series issued for the purpose of refunding the Authority’s Consolidated Bonds, Ninety-third Series shall not exceed 70 years, at public or private sale, with or without advertisement, at one or more times, and to apply the proceeds of such sale or sales as provided in the resolution authorizing the establishment and issuance of the Bonds; *provided, however*, that the total aggregate principal amount of the Bonds sold pursuant to this resolution as may be amended from time to time, Port Authority Consolidated Notes sold pursuant to the resolution entitled “*Sale of Certain Series of Consolidated Notes - 2025*” dated the date hereof as may be amended from time to time, when added to the principal amount of Port Authority Versatile Structure Obligations sold on or after January 1, 2025 through December 31, 2025, pursuant to the “*Port Authority Versatile Structure Obligations Resolution- Modification*” dated November 18, 1999 as may be amended from time to time, and excluding any series of Consolidated Bonds sold in 2025 pursuant to a separate Port Authority Board resolution, shall not exceed \$4.3 billion.

**SECTION 3.** The Committee on Finance is authorized, in the name of and on behalf of the Authority, in connection with the Bonds, to fix the time or times of sale of the Bonds, to determine the terms and conditions upon which such sales shall be made and to accept or reject offers in connection with such sales.

**SECTION 4.** The Committee on Finance is authorized, in the name of and on behalf of the Authority, in connection with the Bonds, to enter into any contracts or agreements pertaining to the Bonds; to fix the time or times and determine the terms and conditions of delivery of the Bonds; to appoint one or more Paying Agents and a Registrar and a Trustee, and to designate the office or offices of any such Paying Agent (or Paying Agents) at which payments shall be made and the office or offices of any such Registrar at which the Authority’s Registry Books for the Bonds shall be kept; to make any selection, designation, determination or estimate and to take or

withhold any action and to formulate and express any opinions and to exercise any discretion or judgment which may be or is required to be made, taken, withheld, formulated, expressed or exercised in connection with the Bonds, the Authority adopting all such selections, designations, determinations, estimates, actions, withholdings of action, formulations and expressions of opinions and exercises of discretion or judgment, including those pursuant to Section 3 of the Consolidated Bond Resolution, or otherwise, as its own; and to authorize any of the foregoing and generally to take such other action as in the opinion of the Committee on Finance will best serve the public interest.

**SECTION 5.** The Committee on Finance is authorized to arrange, from time to time (i) for the preparation and distribution of disclosure documents, including official statements, offering statements or other offering materials in connection with the Bonds, and (ii) for the preparation and distribution of such other documents giving pertinent data with respect to the Authority and its finances as it deems appropriate, in each case, in the name of and on behalf of the Authority.

**SECTION 6.** An Authorized Officer is authorized to take any and all action that the Committee on Finance is authorized to take under this resolution (without further action by the Committee on Finance).

**SECTION 7.** The Committee on Finance or any Authorized Officer is authorized, in connection with the issuance of the Bonds on the basis that the Bonds are to be in conformity with, and that the interest on the Bonds is not to be includible for federal income tax purposes in the gross income of the recipients thereof under, Section 103(a) of the Internal Revenue Code of 1986, or successor provisions of law, and the regulations thereunder, to take any action which may be appropriate to assure that the Bonds are issued, and during their term are outstanding, on such basis, and any such actions taken in connection therewith are ratified. Any Authorized Officer is authorized to certify on behalf of the Authority as to the need for the issuance of the Bonds, as to the status of the projects for which the proceeds of the Bonds are to be used, as to the Authority's intentions with respect to the application and investment of the proceeds of the Bonds, and as to such other matters as such Authorized Officer deems appropriate.

**SECTION 8.** As used in this resolution, the term "Authorized Officer" shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman; Vice-Chairman; Chairman of the Committee on Finance; Executive Director; Chief Financial Officer; or Treasurer of the Authority, or their respective successors in office or duties.

**SECTION 9.** This resolution is intended to be annually amended upon approval from the Board or at such other time, by an Authorized Officer with approval from the Board.

## **ESTABLISHMENT AND ISSUANCE OF CERTAIN SERIES OF CONSOLIDATED NOTES - 2025**

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bollwage, Eve, Fine, Fisher, Helmy, Kelley, LaBarbera, Lynford, 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.

**WHEREAS**, heretofore and on the 9th day of October, 1952, The Port Authority of New York and New Jersey (formerly known as The Port of New York Authority and hereinafter called the "Authority") adopted a resolution (hereinafter called the "Consolidated Bond Resolution"), constituting a contract with the holders of the obligations issued thereunder, providing for the issuance of certain direct and general obligations of the Authority (hereinafter called "Consolidated Bonds"), from time to time, in conformity with the Consolidated Bond Resolution for the purposes therein set forth; and

**WHEREAS**, the Consolidated Bond Resolution provides that Consolidated Bonds shall be issued in such series as the Authority may determine, and that the characteristics of each such series shall be determined by the Authority by and in the resolution establishing such series, and that the resolution establishing such series may contain other terms and provisions not inconsistent with the Consolidated Bond Resolution; and

**WHEREAS**, the Authority has heretofore established various series of short-term bonds (hereinafter called "Consolidated Notes"), from time to time, in conformity with the Consolidated Bond Resolution, and has now determined that it is appropriate to establish certain additional series of Consolidated Notes which shall be sold on or after January 1, 2025 through December 31, 2025, without prejudice to its right hereafter to establish and issue further series of Consolidated Bonds or Consolidated Notes;

**NOW, THEREFORE**, be it resolved by the Authority:

**SECTION 1.** As used in this resolution, any words or phrases specifically defined in the Consolidated Bond Resolution shall be read and construed in accordance with such specific definitions. As used in this resolution, the term "Authorized Officer" shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman; Vice-Chairman; Chairman of the Committee on Finance; Executive Director; Chief Financial Officer; or Treasurer of the Authority, or their respective successors in office or duties.

**SECTION 2.** To the extent the authority to spend additional funds under the resolutions dated December 14, 2023 entitled "*Establishment and Issuance of Certain Series of Consolidated Notes - 2024*" and "*Sale of Certain Series of Consolidated Notes - 2024*" has not been used by December 31, 2024, such authority is deemed extinguished as of December 31, 2024. Each series of Consolidated Notes issued pursuant to this resolution, which shall have one or more distinguishing feature(s) at the discretion of the Authority, including but not limited to, interest payment dates, redemption provisions if any, issuance date and/or federal tax treatment under the Internal Revenue Code of 1986 and the regulations thereunder, is established as a separate series of Consolidated Notes, and the issuance of each such series with a term to maturity not in excess of three years is authorized, *provided, however*, that the total aggregate principal amount of

Consolidated Notes issued pursuant to this resolution as may be amended from time to time, Consolidated Bonds issued pursuant to the resolution “*Establishment and Issuance of Certain Series of Consolidated Bonds- 2025*” dated the date hereof as may be amended from time to time, when added to the principal amount of Port Authority Versatile Structure Obligations sold on or after January 1, 2025 through December 31, 2025 pursuant to the “*Port Authority Versatile Structure Obligations Resolution- Modification*” dated November 18, 1999 as may be amended from time to time, but excluding any series of Consolidated Bonds sold in 2025 pursuant to a separate Port Authority Board resolution, shall not exceed \$4.3 billion. It is anticipated that the Board may amend the cap on such total aggregate principal amount on an annual basis, or more frequently as necessary. Each of such series shall be issued in conformity with the Consolidated Bond Resolution for the purposes specified in this resolution. This resolution shall apply with equal force and effect to each of such series on an individual basis (each of such series hereinafter called the “Notes”). This resolution shall constitute a contract with the registered holders of the Notes and with each such registered holder.

**SECTION 3.** The Committee on Finance of the Authority (hereinafter called the “Committee on Finance”) is authorized to establish, fix and determine the terms of the Notes and, in connection therewith, to make such changes and adjustments to the provisions set forth in the third paragraph of this Section 3 and in Sections 4, 5, 6, 8 and 9 of this resolution as in the opinion of the Committee on Finance will effectuate the issuance of the Notes, and to take such other action as in the opinion of the Committee on Finance will best serve the public interest.

The proceeds of the Notes may be used for any purpose for which at the time of issuance of the Notes the Authority is authorized by law to issue its obligations. The Committee on Finance may allocate the proceeds of the Notes, from time to time, to certain of the authorized purposes, including the specific designation of any obligations to be refunded with the proceeds of the Notes.

Both principal of and interest on the Notes shall be payable in lawful money of the United States of America; principal of the Notes shall be payable upon presentation and surrender thereof by the registered holders, at the office or offices, designated by the Authority, of the Paying Agent (or Paying Agents) appointed for the purpose by the Authority, in a county which is in whole or in part in the Port of New York District; and interest on the Notes shall be payable when due to the registered holders thereof by check or draft drawn on the Paying Agent (or Paying Agents) appointed for the purpose by the Authority and mailed to said registered holders at their last known addresses as appearing upon the Authority’s Registry Books for the Notes.

**SECTION 4.** The Notes shall be issued only in registered form, registered as to both principal and interest and not as to either alone, in authorized denominations.

**SECTION 5.** The Authority will keep or cause to be kept at the offices, designated by the Authority, of a Registrar appointed for that purpose, in a county which is in whole or in part in the Port of New York District, proper and sufficient Registry Books for the registration of the Notes. The Notes shall be transferable only upon such Registry Books by the registered holder thereof or by such registered holder’s attorney duly authorized in accordance with the provisions of this resolution. Upon the written request of the registered holder or registered holders thereof and upon surrender thereof, a note or notes may be exchanged for a note or notes of like tenor, registered as designated in such request, of any other authorized denominations. All requests for

registration, transfer, exchange and delivery pertaining to the Notes as above provided shall be filed with the Registrar of the Authority; all notes to be surrendered pursuant to such requests shall be surrendered to the Registrar; and all notes delivered in exchange as aforesaid shall be delivered by the Registrar. All notes surrendered to the Registrar in exchange for other notes or for transfer as above provided shall be cancelled by the Registrar upon such surrender. The Authority shall bear the cost incurred by the Authority in connection with the registration, authentication (if any), transfer, cancellation, exchange and delivery of notes, including such fees as may be imposed by the Registrar for such services performed by the Registrar as provided in this resolution.

**SECTION 6.** The Notes shall be redeemable at the option of the Authority, on prior notice, in whole, or, from time to time, in part, at such redemption price and on such date set forth in the applicable notice to redeem the Notes.

If less than all of the Notes then outstanding are to be called for redemption at the option of the Authority, and if the Notes then outstanding include notes of any serial maturities, the notes so to be called shall be in inverse order of maturity, and if notes constituting a particular maturity are to be called for redemption, but not all notes constituting such maturity are to be called for redemption, the notes so to be called shall be determined by lot by the Registrar.

Notice to redeem any of the Notes shall be given by the Registrar not less than 30 nor more than 45 days prior to the date fixed for redemption, to the registered holders of the notes to be called for redemption, by deposit of a copy of such notice, postage prepaid by certified or registered mail, in a United States Post Office, addressed to such registered holders at their last known addresses as appearing upon the Authority's Registry Books for the Notes.

On or before the date fixed for redemption specified in the notice to redeem any of the Notes, the Authority will pay or cause to be paid to the Paying Agent (or Paying Agents) an amount in cash in the aggregate sufficient to redeem all of the notes which are to be redeemed, at the respective redemption price thereof, which, in each case, shall include the accrued interest until the date fixed for redemption and the premium (if any), such principal amount and premium (if any) to be held by the Paying Agent (or Paying Agents) in trust for the account of the registered holders of the notes so called for redemption and to be paid to them respectively upon presentation and surrender of such notes with accrued interest included in such redemption price to be paid to the registered holders in accordance with the provisions of this resolution. On and after the date fixed for redemption, the notice to redeem having been completed as above provided, the notes so called shall become due and payable at the office of the Paying Agent (or Paying Agents) designated by the Authority, and if funds sufficient for payment of the redemption price shall have been deposited with the Paying Agent (or Paying Agents) in trust as aforesaid and if such funds shall be available for redemption of such notes on the date fixed for redemption, then and in any such event, interest shall cease to accrue on the notes so called on and after the date fixed for their redemption, and such notes shall not be entitled to the benefit or security of this resolution or the Consolidated Bond Resolution, but shall rely solely upon the funds so deposited.

In the case of notes of denominations greater than the minimum authorized denomination, for all purposes in connection with redemption, each unit of face value representing the minimum authorized denomination shall be treated as though it were a separate note of the minimum authorized denomination, and the word "note" as used in the foregoing provisions of this Section

6 shall be deemed to refer to such unit of face value representing the minimum authorized denomination. If it is determined as above provided that one or more but not all of the units of face value representing the minimum authorized denomination of any note are to be called for redemption, then upon notice to redeem such unit or units, the registered holder of such note shall forthwith present such note to the Registrar, who shall issue a new note or notes of like tenor of smaller authorized denominations but of the same aggregate principal amount in exchange therefore, pursuant to Section 5 of this resolution, including a new note or notes with the aggregate principal amount of the unit or units of face value called for redemption; and such new note or notes shall be deemed to be duly called for redemption without further notice to the registered holder thereof. If the registered holder of such note of a denomination greater than the minimum authorized denomination shall fail to present such note to the Registrar for the issuance of new notes of smaller denominations in exchange therefore, as aforesaid, such note shall nevertheless become due and payable on the date fixed for redemption to the extent of the unit or units of face value called for redemption (and to that extent only); and (funds sufficient for the payment of the redemption price having been deposited with the Paying Agent (or Paying Agents), as aforesaid, and being available as aforesaid on the date fixed for redemption) interest shall cease to accrue on the portion of the principal amount of such note represented by such unit or units of face value on and after the date fixed for redemption, and such note shall not be entitled to the benefit or security of this resolution or the Consolidated Bond Resolution to the extent of the portion of its principal amount (and accrued interest thereon until the date fixed for redemption) represented by such unit or units of face value, but to that extent shall rely solely upon the funds so deposited.

**SECTION 7.** The Authority shall not apply any moneys in the Consolidated Bond Reserve Fund except for the payment of bonds secured by a pledge of the General Reserve Fund in whole or in part, the payment of debt service upon bonds so secured, the purchase for retirement of bonds so secured or the redemption of bonds so secured, or for the payment of expenses incurred for the establishment, acquisition, construction or effectuation, or for the operation, maintenance, repair or administration of any facility financed or refinanced in whole or in part by bonds secured by a pledge of the General Reserve Fund in whole or in part, or otherwise for the fulfillment of any undertakings which the Authority has assumed or may or shall hereafter assume to or for the benefit of the holders of bonds secured by a pledge of the General Reserve Fund in whole or in part; *provided, however*, that nothing herein contained shall be construed to permit the application by the Authority of moneys in the Consolidated Bond Reserve Fund except for purposes and upon conditions which are authorized by the Consolidated Bond Resolution.

Consolidated Bonds proposed to be issued for purposes in connection with an additional facility or a group of additional facilities in connection with which the Authority has not theretofore issued bonds which have been secured by a pledge of the General Reserve Fund in whole or in part, may be issued, and bonds other than Consolidated Bonds proposed to be issued for purposes in connection with such an additional facility or group of additional facilities may be secured by a pledge of the General Reserve Fund in whole or in part, in each case if and only if the Authority shall certify at the time of issuance (as defined in Section 3 of the Consolidated Bond Resolution) its opinion that the issuance of such Consolidated Bonds or that such pledge of the General Reserve Fund as security for such bonds other than Consolidated Bonds will not, during the ensuing 10 years or during the longest term of any of such bonds proposed to be issued (whether or not Consolidated Bonds), whichever shall be longer, in the light of its estimated expenditures in connection with such additional facility or such group of additional facilities, materially impair the sound credit standing of the Authority or the investment status of

Consolidated Bonds or the ability of the Authority to fulfill its commitments, whether statutory or contractual or reasonably incidental thereto, including its undertakings to the holders of Consolidated Bonds; and the Authority may apply moneys in the General Reserve Fund for purposes in connection with those of its bonds and only those of its bonds which it has theretofore secured by a pledge of the General Reserve Fund in whole or in part. Expenditures in connection with an additional facility or group of additional facilities shall mean the amount of the excess, if any, of the sum of all items of expense to be considered in determining the net revenues of the additional facility or group of additional facilities, plus the debt service upon the bonds proposed to be issued and upon any additional bonds which in the Authority's opinion would be required to be issued to place and maintain such facility or group of facilities upon a sound operating basis, over and above the sum of all items of revenue and income to be considered in determining such net revenues.

**SECTION 8.** The form of the note, including provisions with respect to assignment, for the Notes shall be determined by the Committee on Finance or by an Authorized Officer. The notes shall have the official seal of the Authority, or a facsimile thereof, affixed thereto or printed or impressed thereon, and shall be signed manually by an Authorized Officer. In case any Authorized Officer who shall have signed any of the notes shall cease to be an Authorized Officer before such notes shall have been actually issued, such notes may nevertheless be issued as though such Authorized Officer who signed such notes had not ceased to be an Authorized Officer.

**SECTION 9.** In case any note shall at any time become mutilated or be lost or destroyed, the Authority, in its discretion, may execute and deliver a new note of like tenor in exchange or substitution for and upon cancellation of such mutilated note or in lieu of or in substitution for such destroyed or lost note; or if such note shall have matured, instead of issuing a substitute note the Authority may pay the same without surrender thereof. In case of destruction or loss, the applicant for a substitute note shall furnish to the Authority evidence satisfactory to the Authority of the destruction or loss of such note and of the ownership thereof and also such security and indemnity as may be required by the Authority. The Authority may execute and deliver any such substitute note or make any such payment; or any Paying Agent may make any such payment upon the written request or authorization of the Authority. Upon the issuance of any substitute note, the Authority, at its option, may require the payment of a sum sufficient to reimburse it for any stamp tax or other governmental charge or other reasonable expense connected therewith and also a further sum not exceeding the cost of preparation of each new note so issued in substitution. Any note issued under the provisions of this Section 9 in lieu of any note alleged to have been destroyed or lost shall constitute an original contractual obligation on the part of the Authority, whether or not the note so alleged to have been destroyed or lost be at any time enforceable by anyone, and shall be equally and proportionately entitled to the security of this resolution and of the Consolidated Bond Resolution with all other bonds, notes and coupons (if any) issued hereunder or thereunder.

**SECTION 10.** An Authorized Officer is authorized to take any and all action that the Committee on Finance is authorized to take under this resolution (without further action by the Committee on Finance).

**SECTION 11.** This resolution is intended to be annually amended upon approval from the Board or at such other time, by an Authorized Officer with approval from the Board.

**SALE OF CERTAIN SERIES OF CONSOLIDATED NOTES - 2025**

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bollwage, Eve, Fine, Fisher, Helmy, Kelley, LaBarbera, Lynford, 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.

**SECTION 1.** To the extent the authority to spend additional funds under the resolutions dated December 14, 2023 entitled “*Establishment and Issuance of Certain Series of Consolidated Notes - 2024*” and “*Sale of Certain Series of Consolidated Notes - 2024*” has not been used by December 31, 2024, such authority is deemed extinguished as of the December 31, 2024. This resolution shall apply with equal force and effect to each series of Consolidated Notes sold on or after January 1, 2025 through December 31, 2025 pursuant to this resolution on an individual basis, each of which shall have one or more distinguishing feature(s) at the discretion of the Authority, including but not limited to, interest payment dates, redemption provisions if any, issuance date and/or federal tax treatment under the Internal Revenue Code of 1986 and the regulations thereunder (each such series hereinafter called the “Notes”).

**SECTION 2.** The Committee on Finance of the Authority (hereinafter called the “Committee on Finance”) is authorized, in the name of and on behalf of the Authority, to sell the Notes at a true interest cost to the Authority not in excess of eight percent, with a term to maturity not in excess of three years, at public or private sale, with or without advertisement, in one or more installments, at one or more times, and to apply the proceeds of such sale or sales as provided in the resolution authorizing the establishment and issuance of the Notes; provided, however, that the total aggregate principal amount of the Notes sold pursuant to this resolution as may be amended from time to time, Consolidated Bonds sold pursuant to the resolution entitled “*Sale of Certain Series of Consolidated Bonds - 2025*” dated the date hereof as may be amended from time to time, when added to the principal amount of Port Authority Versatile Structure Obligations sold on or after January 1, 2025 through December 31, 2025 pursuant to the “*Port Authority Versatile Structure Obligations Resolution- Modification*” dated November 18, 1999 as may be amended from time to time, and excluding any series of Consolidated Bonds sold in 2025 pursuant to a separate Port Authority Board resolution, shall not exceed \$4.3 billion.

**SECTION 3.** The Committee on Finance is authorized, in the name of and on behalf of the Authority, in connection with the Notes, to fix the time or times of sale of the Notes, to determine the terms and conditions upon which such sales shall be made and to accept or reject offers in connection with such sales.

**SECTION 4.** The Committee on Finance is authorized, in the name of and on behalf of the Authority, in connection with the Notes, to enter into any contracts or agreements pertaining to the Notes; to fix the time or times and determine the terms and conditions of delivery of the Notes; to appoint one or more Paying Agents and a Registrar, and to designate the office or offices of any such Paying Agent (or Paying Agents) at which payments shall be made and the office or offices of any such Registrar at which the Authority’s Registry Books for the Notes shall be kept; to make any selection, designation, determination or estimate and to take or withhold any action and to formulate and express any opinions and to exercise any discretion or judgment which may be or is required to be made, taken, withheld, formulated, expressed or exercised in connection with the Notes, the Authority adopting all such selections, designations, determinations,

estimates, actions, withholdings of action, formulations and expressions of opinions and exercises of discretion or judgment, including those pursuant to Section 3 of the Consolidated Bond Resolution, or otherwise, as its own; and to authorize any of the foregoing and generally to take such other action as in the opinion of the Committee on Finance will best serve the public interest.

**SECTION 5.** The Committee on Finance is authorized to arrange, from time to time (i) for the preparation and distribution of disclosure documents, including official statements, offering statements or other offering materials in connection with the Notes, and (ii) for the preparation and distribution of such other documents giving pertinent data with respect to the Authority and its finances as it deems appropriate, in each case, in the name of and on behalf of the Authority.

**SECTION 6.** An Authorized Officer is authorized to take any and all action that the Committee on Finance is authorized to take under this resolution (without further action by the Committee on Finance).

**SECTION 7.** The Committee on Finance or any Authorized Officer is authorized, in connection with the issuance of the Notes on the basis that the Notes are to be in conformity with, and that the interest on the Notes is not to be includible for federal income tax purposes in the gross income of the recipients thereof under, Section 103(a) of the Internal Revenue Code of 1986, or successor provisions of law, and the regulations thereunder, to take any action which may be appropriate to assure that the Notes are issued, and during their term are outstanding, on such basis, and any such actions taken in connection therewith are ratified. Any Authorized Officer is authorized to certify on behalf of the Authority as to the need for the issuance of the Notes, as to the status of the projects for which the proceeds of the Notes are to be used, as to the Authority's intentions with respect to the application and investment of the proceeds of the Notes, and as to such other matters as such Authorized Officer deems appropriate.

**SECTION 8.** As used in this resolution, the term "Authorized Officer" shall mean any of the officers or employees of the Authority designated as such from time to time by the Chairman; Vice-Chairman; Chairman of the Committee on Finance; Executive Director; Chief Financial Officer; or Treasurer of the Authority, or their respective successors in office or duties.

**SECTION 9.** This resolution is intended to be annually amended upon approval from the Board or at such other time, by an Authorized Officer with approval from the Board.

## CHANGES IN TOLLS SCHEDULE FOR VEHICULAR INTERSTATE CROSSINGS

At its meeting on November 14, 2024, the Board authorized the Executive Director to solicit public comment regarding (i) proposed changes to toll rates for the use of Port Authority vehicular interstate crossings as specified on Appendix A thereto; (ii) discontinuance of a truck volume discount program for truck companies making more than 100 off-peak trips in a month which was not well utilized; and (iii) incentives to encourage E-ZPass adoption and proper use by vehicles (together, the “Tolls Proposal”). The Tolls Proposal was recommended to the Board to enable the Port Authority to continue transformation of its legacy assets into modern, world-class facilities to meet 21<sup>st</sup> century standards, while ensuring it has adequate resources to operate, maintain and secure its facilities, and continue its ambitious capital program.

As described to the Board at its November meeting, the Tolls Proposal:

- provides for an additional \$0.25 for automobiles, motorcycles and trucks (per axle) to be collected per crossing (collected only for eastbound use), effective on January 5, 2025, with three additional \$0.25 increases in January 2026, January 2027 and January 2028;
- would discontinue a little-used truck toll volume discount effective July 6, 2025; and
- would incentivize toll payers to enroll in the E-ZPass payment program and to properly use the E-ZPass transponder to help offset the higher processing and collection costs for vehicles not enrolled in the E-ZPass payment program or whose transponder cannot be read. The toll rate for automobiles and motorcycles not enrolled in the E-ZPass payment program (Toll by Mail Rate) will be raised to \$22.38. A new “mid-tier rate” (a blend of the E-ZPass and Tolls by Mail rates) would be established for all vehicular classes when an E-ZPass transponder cannot be read by the E-ZPass gantry equipment. The Mid-Tier Rate of \$18.72 would be adjusted in the future as the Tolls by Mail and E-ZPass rates are adjusted. In order to permit time for an intensive communications campaign to urge drivers to join the E-ZPass payment program and to properly display E-ZPass transponders, these two proposals would become effective on July 6, 2025.

All current discount programs would remain in effect, including the Staten Island Bridges Plan.

As the Board resolved in November, it would consider the Tolls Proposal at its December 2024 meeting, in light of the public comments received.

The Tolls Proposal was posted for public comment, and four public hearings, two in New York and two in New Jersey, were held to provide the opportunity for members of the public to comment on the Tolls Proposal. The comments received through close of business December 9, 2024 are summarized below. Any additional comments received up to the time of the Board meeting also have been provided to the Commissioners. The consideration and vote on the matter was held following: (i) the public presentation of the Tolls Proposal; and (ii) the public speaker portion of the public Board Meeting.

At the four public hearings held December 3-December 5, 2024, and through written submissions to the Port Authority. A total of 13 comments on the Tolls Proposal were received through December 9, 2024, which were as follows:

7 commenters opposed the Tolls Proposal asserting that toll escalations were outpacing wage growth, and that coupled with Congestion Pricing, were unsustainably increasing costs for drivers;

- 2 commenters suggested that the Tolls Proposal should be accompanied with increased PATH rail service;
- 1 commenter expressed opposition to the Tolls Proposal, asserting that it places a disproportionate burden on Staten Island residents who lack mass transit options;
- 1 commenter requested that all E-ZPass holders (i.e., regardless of where the tag was issued) be assessed the same toll rate, and that the monthly fee assessed by regional E-ZPass entities be eliminated;
- 1 commenter requested that the Tolls Proposal be delayed; and
- 1 commenter stated a need to better control costs.

The justifications for the Tolls Proposal were described to the Board in November, including the importance of generating revenues for the Port Authority's operational needs and facility capital improvements for the Port Authority's Interstate Transportation Network. Accordingly, staff recommended that the Tolls Proposal should now be adopted by the Board of Commissioners.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bollwage, Eve, Fine, Fisher, Helmy, Kelley, LaBarbera, Lynford, 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 Executive Director be, and he hereby is, authorized and directed, for and on behalf of the Port Authority, to adjust the tolls schedule for use of the Port Authority's interstate vehicular crossings in accordance with Appendix A attached hereto; 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 provisions of the foregoing, including, but not limited to, the execution of agreements, contracts or analogous documents with any appropriate parties, 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.











## APPENDIX A

### PROPOSED TOLL RATES 2025

**Tolls-Existing & Proposed**

Effective January 5, 2025, unless a different date is stated

1. Tolls shall be adjusted for inflationary increases on annual calculations of Consumer Price Index (CPI) growth. It is proposed that in years 2026-2028 an additional \$0.25 will be added to the calculated toll, except for classes 8 and 9
2. The E-ZPass toll discounts for all vehicle classes is limited to users registered with a New York or New Jersey E-ZPass Customer Service Center account
3. It is proposed that the Mid-Tier tolls shall apply to customers registered with a New York or New Jersey E-ZPass Customer Service Center account when not using their properly mounted E-Z Pass Tag; For Crossing Charges Posted to New York or New Jersey E-ZPass Customer Service Center account Based on License Plates
4. No changes proposed to classes 8 and 9. After 2027 those tolls will continue to be adjusted for inflationary increases on annual calculations of Consumer Price Index (CPI) growth

All rates apply to the Lincoln Tunnel, Holland Tunnel, George Washington Bridge, Bayonne Bridge, Goethals Bridge, and the Outerbridge Crossing. Tolls are collected entering New York. No tolls are collected entering New Jersey.													
PEAK HOURS Weekdays: 6-10 a.m., 4-8 p.m. Sat. & Sun.: 11 a.m.-9 p.m.													
OFF-PEAK HOURS All Other Times OVERNIGHT HOURS FOR TRUCKS Sundays-Thursdays, 10 p.m. until 6 a.m. the following morning													
Class	Vehicle Type	Number of Rear Wheels	Number of Axles	E-ZPass Off-Peak Hours		E-ZPass Peak Hours		Effective 07/08/25 Mid-Tier		E-ZPass Trucks Weekday Overnight Hours		Cash/Toll by Mail (ToM) All Hours	
				Existing	Proposed	Existing	Proposed	Existing	Proposed	Existing	Proposed	Existing	Proposed
1	<b>Vehicle with Two Axles and Single Rear Wheels</b>  (Includes Two Axle Recreational Vehicles with Single Rear Wheels and No Additional Axles in Tow)	2	2	\$13.38	\$14.06	\$15.38	\$16.06	NA	\$18.72	N/A	N/A	\$17.63	\$18.31 on 01/05/25 \$22.38 on 07/06/25
2	<b>Vehicle with Two Axles and Dual Rear Wheels</b>  (Includes Two Axle Recreational Vehicles with Dual Rear Wheels)	2	2	\$39.70	\$41.36	\$41.70	\$43.36	NA	\$46.36	\$36.70	\$38.36	\$47.70	\$49.36
3	<b>Vehicle with Three Axles</b>  or Combinations of Vehicles Totalling Three Axles	3	3	\$59.55	\$62.04	\$62.55	\$65.04	NA	\$69.54	\$55.05	\$57.54	\$71.55	\$74.04
4	<b>Vehicle with Four Axles</b>  or Combinations of Vehicles Totalling Four Axles	4	4	\$79.40	\$82.72	\$83.40	\$86.72	NA	\$92.72	\$73.40	\$76.72	\$95.40	\$98.72
5	<b>Vehicle with Five Axles</b>  or Combinations of Vehicles Totalling Five Axles	5	5	\$99.25	\$103.40	\$104.25	\$108.40	NA	\$115.90	\$91.75	\$95.90	\$119.25	\$123.40
6	<b>Vehicle with At Least Six Axles</b>  or Combinations of Vehicles Totalling At Least Six Axles	6+	6+	\$119.10 Additional Axles \$19.85 each	\$124.08 Additional Axles \$20.68 each	\$125.10 Additional Axles \$20.85 each	\$130.08 Additional Axles \$21.68 each	NA	\$139.08 Additional Axles \$23.18 each	\$110.10 Additional Axles \$18.35 each	\$115.08 Additional Axles \$19.18 each	\$143.10 Additional Axles \$23.85 each	\$148.08 Additional Axles \$24.68 each
7	<b>Class 1 or 11 (Including Class 1 Recreational Vehicles) with Trailer</b>  (Minimum Three Single Wheel Axles)	3	3	\$25.58 Additional Axles \$12.20 each	\$26.99 Additional Axles \$12.93 each	\$27.58 Additional Axles \$12.20 each	\$28.99 Additional Axles \$12.93 each	NA	\$36.21 Additional Axles \$16.68 each	N/A	N/A	\$37.33 Additional Axles \$19.70 each	\$43.43 Additional Axles \$20.43 each
8	<b>Two Axle Buses and Mini Buses</b>  (Seating Capacity = 10 or More)	2	2	\$15.50 on 01/05/25 \$16.00 on 01/04/2026	No Change	\$18.00 on 01/05/25 \$21.00 on 01/04/2026	No Change	NA	\$23.00 on 01/05/25 \$25.50 on 01/04/2026	N/A	N/A	\$28.00 on 01/05/25 \$30.00 on 01/04/2026	No Change
9	<b>Three Axle Buses and Mini Buses</b>  (Seating Capacity = 10 or More)	3+	3+	\$15.50 on 01/05/25 \$16.00 on 01/04/2026	No Change	\$18.00 on 01/05/25 \$21.00 on 01/04/2026	No Change	NA	\$23.00 on 01/05/25 \$25.50 on 01/04/2026	N/A	N/A	\$28.00 on 01/05/25 \$30.00 on 01/04/2026	No Change
11	<b>Motorcycles</b> 	2	2	\$12.38	\$13.06	\$14.38	\$15.06	NA	\$18.22	N/A	N/A	\$17.63	\$18.31 on 01/05/25 \$22.38 on 07/06/25

## **REVISIONS TO AIRPORT MINIMUM WAGE RULE – JOHN F. KENNEDY INTERNATIONAL AIRPORT, NEWARK LIBERTY INTERNATIONAL AIRPORT AND LAGUARDIA AIRPORT**

At its November 2024 meeting, the Board was presented with a proposal to revise its 2018 Minimum Wage Policy for Non-Trade Labor Service Contracts (as embodied in a modification to its existing Airport Rules and Regulations – Section XVIII, hereinafter the “Minimum Wage Regulation”), which revisions were posted for public comment on November 12, 2024. The Minimum Wage Regulation, as revised, would continue to cover wages paid to persons (“Covered Persons”) employed to perform services at LaGuardia Airport, John F. Kennedy International Airport and Newark Liberty International Airport (collectively, the “Airports”).

In the proposal (“Minimum Wage Proposal”) presented to the Board, the Minimum Wage Regulation would be modified to (1) increase the minimum wage from its current \$19/hour in three increments during 2025 to \$21.25 by January 1, 2026; (2) transition to annual increases to the minimum wage beginning in 2027, based on the moving three-year average in the Consumer Price Index for Urban Wage Earners and Clerical Workers, Northeast Region as reported by the U.S. Bureau of Labor Statistics using the 12-month periods ending each September (CPI-W), following the practice of both New York and New Jersey in setting minimum wage rates; and (3) increase the minimum wage rate to \$25/hour effective on September 1, 2032 if, on January 1, 2032, the minimum wage as escalated hereunder, has not reached \$25/hour.

As reported to the Board in November 2024, the Port Authority has a significant proprietary interest in ensuring that all of the labor force at its Airports understand and can respond to the unique situations which may arise during Airport operations. Port Authority Airports operate as integrated ecosystems and despite not directly employing most of the on-Airport labor, Port Authority operations are greatly affected by their performance. Numerous studies<sup>1</sup> have found that minimum wage earners are particularly subject to job turnover and that higher compensation results in increased retention, allowing employees to become better trained and more experienced. Consequently, such employees are better able to discharge their duties and to add their watchful eyes to identify anything amiss, including potential security concerns, and better able to assist in case of emergencies.

The public comments received on the Minimum Wage Proposal through close of business December 11, 2024 are summarized below. Any additional comments received up to the time of the Board meeting were provided to the Commissioners. The consideration and vote on the matter was held after (i) the public presentation of the Minimum Wage Proposal, which included a summary of the public comments; and (ii) the public speaker portion of the public Board Meeting.

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<sup>1</sup>Zipperer, Ben. 2022. “Turnover, Prices and Reallocation: Why Minimum Wages Raise the Incomes of Low-Wage Workers” 3 *Journal of Law and Political Economy* 160 <https://escholarship.org/uc/item/9nz5z03m>; Dube, Arindrajit, T. William Lester and Michael Reich. 2016. “Minimum Wage Shocks, Employment Flows, and Labor Market Frictions” 137 *Quarterly Journal of Labor Economics* 663 <https://doi.org/10.1086/685449>; Gallear, Amanda. 2017. “The Impact of Wages and Turnover on Security and Safety in Airports: A review of the Literature” UC Berkeley Center for Labor Research and Education <https://escholarship.org/uc/item/6hh346p9>; Jacobs, Ken. Comment to the Port Authority’s proposed revised Minimum Wage Policy November 26, 2024.

A total of 1,031 comments were received in response to the Minimum Wage Proposal. 1,027 comments were in favor of the Minimum Wage Proposal; 1,015 came from airport employees and 12 were from other supporters, including several academics citing research showing that increased minimum wages help to address increased costs of living, increase health and economic wellbeing of workers while also leading to benefits for Airport businesses and public health and that a fairly compensated Airport workforce leads to reduced turnover, improving job retention and employee performance. Many of the airport employees expressed that the Minimum Wage Policy did not go far enough and the minimum wage rates should be increased. Three comments asked for clarification regarding the Minimum Wage Proposal, two concerned the Healthy Terminals Act (and the commenters were referred to the States), and the third requested that the Minimum Wage Regulation be clarified to include a date by which the annual minimum wage (increased by CPI-W) will be reported. One comment, from a trade association for U.S. airlines, opposed the Minimum Wage Proposal (i) citing the high cost per passenger enplanement at the Airports and stating that the Minimum Wage Proposal might increase the cost of doing business at the Airports and potentially result in unnecessary job losses, (ii) commenting that Airport workers should not have a higher minimum wage rate than other employees in the States and (iii) requesting postponement of action on the Minimum Wage Proposal.

Following review of the comments, it was recommended that the Minimum Wage Regulation be modified to provide that the Port Authority will post on its website the minimum wage rate, increased by CPI-W to be effective for the following annual period by October 30 of each year beginning October 30, 2026 for calendar year 2027 and that the Minimum Wage Proposal otherwise remain unchanged. Upon consideration, it was not recommended that the minimum wage rates be increased from the Minimum Wage Proposal (as described above). It was also not recommended that action on the Minimum Wage Proposal be postponed. As stated above, there are particular Airport-related skills, not common to other minimum wage workers, requested of persons working at the Airports, which are valuable to the Port Authority and the traveling public and can best be acquired by an experienced and trained workforce. Fostering longer retention of employees necessitates the proposed differential in rate.

The Minimum Wage Regulation, as modified, is attached hereto as Exhibit A.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bollwage, Eve, Fine, Fisher, Helmy, Kelley, LaBarbera, Lynford, 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 a revision to the “Amended Rules for Implementation of Minimum Wage Policy for Non-Trade Labor Service Contracts – LaGuardia Airport, John F. Kennedy International Airport and Newark Liberty International Airport” (“Minimum Wage Regulation”) be and it hereby is adopted in the form attached hereto; and it is further

**RESOLVED**, that the Executive Director be and he hereby is authorized and directed, for and on behalf of the Port Authority, to direct that the Minimum Wage Regulation as so amended be immediately issued as a Bulletin by the General Managers

of each Airport so that the Minimum Wage Regulation becomes an integral part of the Airport Rules and Regulations; and it is further

**RESOLVED**, that the Director, Aviation, be and he hereby is authorized, for and on behalf of the Port Authority, to modify impacted Port Authority contracts, as necessary, to ensure compliance with the Minimum Wage Regulation, as modified herein; and it is further

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

EXHIBIT A

AMENDMENT TO PORT AUTHORITY  
AIRPORT RULES AND REGULATIONS

The Airport Rules and Regulations are to be amended by revising Chapter XVIII (*Minimum Wage Policy for Non-Trade Labor Service Contracts*) as follows (deletions and marked with a “strikethrough” and additions appear in red):

**XVIII. Amended Rules Effective January 1, 2025 for Implementation of Minimum Wage Policy for Non-Trade Labor Service Contracts – LaGuardia Airport, John F. Kennedy International Airport and Newark Liberty International Airport**

**1.0 Summary:**

The Port Authority of New York and New Jersey first adopted a Minimum Wage Policy (“Policy”) in April 2014. By these Rules for Implementation of Minimum Wage Policy for Non-Trade Labor Service Contracts–LaGuardia Airport, John F. Kennedy International Airport and Newark Liberty International Airport (“Rules”), the Policy was implemented with respect to LaGuardia Airport, John F. Kennedy International Airport, and Newark Liberty International Airport (collectively, “Airports”), to enhance safety, security, and quality of service at the Airports. –An initial amendment to this Policy was adopted in November 2018 providing for additional incremental wage rate requirements and applying to all employees who perform either “Covered Services” or “Port District Covered Services.” This Policy is now further amended as set forth below effective on January 1, 2025 (“Effective Date”).

**2.0 Compensation**

The minimum wage for workers performing Covered Services or Port District Covered Services on the Effective Date shall be increased in three increments as part of the transition from the 2018 rates to the current rate policy, as amended herein. Thereafter, the minimum wage will increase automatically on January 1 of each year in the period 2027-2032 in accordance with the moving three-year average in the Consumer Price Index for Urban Wage Earners and Clerical Workers, Northeast Region as reported by the U.S. Bureau of Labor Statistics using the 12-month periods ending each September (“CPI-W”).

EFFECTIVE DATE OF INCREASE	1/1/2025	7/1/2025	1/1/2026	1/1/2027 – 1/1/2032	9/1/2032
	\$19.75	\$20.50	\$21.25	Annual increase on January 1 of each year by CPI-W calculated as described above.	If hourly minimum wage rate remains below \$25 on January 1, 2032, it will be increased to \$25 effective September 1, 2032

Workers who perform “Covered Services” are workers who perform the “Covered Services” listed in the Addendum to these Rules, within the geographical boundaries of one of the Airports. Workers who perform “Port District Covered Services” are workers who perform the “Port District Covered Services” listed in the Addendum to these Rules, within the geographical boundaries of the Port District.

By October 30, in each year, beginning with October 30, 2026, the Port Authority will post on its website the minimum wage rate for the succeeding calendar year.

### **3.0 Applicability:**

These Rules shall apply only to lessees, permittees, and contractors, as well as the subcontractors and sublessees of those entities (collectively, “Contractors”) who provide Covered Services or Port District Covered Services.

In all events, Covered Services shall include services provided by non-trade employees whose work requires that they obtain access to the Airfield Operations Area (AOA) whether such AOA access is obtained by the issuance of a badge or an escort.

These Rules are issued by the Port Authority solely in its proprietary capacity, under the power granted by its governing Compact to operate transportation facilities and own and control real property. Acting in their governmental or regulatory capacities, agencies may have various powers — to initiate prosecutions, for example, or to gather evidence using criminal or administrative subpoenas. The Port Authority is not exercising any such powers with respect to enforcement of its minimum wage rules. Rather, the Port Authority is acting in a purely proprietary capacity. Accordingly, while the Port Authority will enforce its minimum wage rules very aggressively, it will do so only using the means that would be available to a similarly-situated private party. These means include initiating a breach of contract lawsuit, based on the theory that a given Airport employer's non-compliance with the minimum wage rules is a material breach of the employer's binding legal agreement or agreements with the Port Authority.

### **4.0 Exclusions:**

The Policy implemented by these Rules will not apply in instances where other applicable laws or regulations provide higher minimum rates for employees falling within the Policy and Rules, as demonstrated by the employer.

### **5.0 Tipped Employees:**

A Contractor seeking to demonstrate compliance for employees, who receive tips, shall have the burden of proving that the employee received compensation (including tips) in amounts equal to the minimum wage levels set forth in these rules.

The federal government and certain states allow an employer to count all or part of an employee’s tips towards its minimum wage obligations and some states set a maximum “tip credit” toward the minimum wage. For purposes of these rules, only if a Contractor/Employer takes advantage of the applicable “tip credit” for federal, state or local minimum wage compliance, will the Covered Service worker’s receipt of tips be considered in determining whether the Contractor/employer is compliant with the Port Authority Minimum Wage Policy.

Contractors/Employers who seek to take advantage of the payment of “tips” or a “tip credit” towards compliance with the Minimum Wage Policy and these Rules, will be required to certify that they are in compliance with the applicable (federal, state or local) minimum wage requirements governing the receipt of a credit for tips for their Covered Service workers.

“Tipped Employees” are those who engage in occupations in which tips are customarily and regularly received from patrons.

Contractors who employ Airport tipped workers and seek to benefit from a tip credit must maintain detailed, contemporaneous records that establish for each employee: (a) how many hours the employee worked in a given pay period, and what the employee was paid; (b) the tips the employee received during the pay period; and (c) supporting documentation to substantiate (a) and (b). With respect to (b), supporting documentation may come in a variety of forms. As to Airport workplaces that rely upon real-time logging of tips through an electronic POS system, supporting documentation may be in the form of the records generated by the POS system. As to all other Airport workplaces, such supporting documentation must include copies of written reports provided by an employee to his or her employer (“Employee Tip Report”). An Employee Tip Report must describe the tips the employee has received during a given shift, and should be prepared and submitted to the Contractor as the shift ends or as soon thereafter as is reasonably practicable.

In addition to any other record-keeping requirements imposed by federal, state, or local law, records described in the preceding paragraph must be retained by the Contractor for two years. Records related to an employee must be immediately made available by the Contractor to that employee upon the employee’s request.

Should a Contractor disagree with an Employee Tip Report, the Contractor must inform that employee in writing of the reasons for the disagreement within 48 hours of the Report being received by the employer. If the Contractor does not do so, the Employee Tip Report will be treated as valid.

If a Contractor determines that it must “top off” an employee’s pay for a given pay period because the employee has not received sufficient tips, the Contractor must make the required supplemental payment as promptly as is reasonably practicable. The supplemental payment should be made on the day the employee is paid for the pay period in question. If that is not reasonably practicable, the supplemental payment should be made no later than the employee’s next regularly-scheduled pay day.

Contractors who elect to take a tip credit must inform all tipped employees in writing of how the tip credit works, including an explicit statement that if the tips an employee receives are insufficient, the Contractor is obligated to “top off” the employee’s wages until the employee’s pay equals the minimum wage required by these Rules. Contractors must retain a record documenting that this communication was made. In addition to any record-keeping requirements imposed by federal or state law, these records must be retained by the Contractor for two years.

Contractors must fully and promptly cooperate with all Port Authority audits as to wage payments to Airport workers, including by complying with all reasonable requests for documents or interviews. In the context of such audits, employers must produce clear and convincing evidence that they have retained all required records and that they have in place effective systems for ensuring that all of their tipped employees are receiving the wages to which they are entitled. If this burden is not met, the Port Authority shall prepare an audit report, to be provided to the employer in question; any impacted employees; relevant state Department of Labor officials; and the Port Authority’s Director of Aviation, who shall determine what Port Authority remedies may be appropriate. These remedies may include a breach of contract lawsuit or, in the case of

especially serious or persistent violations, denial of permission for the employer to continue operating at the Airports.

**6.0 Martin Luther King, Jr. Day:**

All Contractors subject to the Policy and these Rules shall provide its workers performing Covered Services or Port District Covered Services a paid holiday for Martin Luther King, Jr. Day.

**7.0 Implementation:**

These Rules are applicable to all current and future employees of Contractors providing Covered Services or Port District Covered Services. In addition, the Port Authority will take further appropriate steps, including, but not limited to, the inclusion of appropriate provisions in new or amended agreements, permits, contracts, and consents, as a condition for such Contractors doing business at the Airports. In the future, all agreements entered into between the Port Authority and those Contractors, including leases, permits, contracts, and consents, shall contain a clause which states that the Contractor has reviewed the Policy and Rules and that it will comply with the Policy and Rules, as amended by the Port Authority from time to time. Additionally, Contractors shall be required to include such a clause in their subleases and subcontracts.

To the extent that an Airport employer required to revise its minimum wages hereunder to be effective January 1, 2025 would suffer a significant administrative burden and expense, each such employer shall be entitled to defer its increased payments under this amendment until April 1, 2025. Each such employer who chooses this option must continue to pay its employees at their currently scheduled rates until April 1, 2025. Thereafter such employer must retroactively pay their employees the difference between (a) \$19.75 per hour and (b) the employees' currently scheduled pay rates, for each hour worked between the Effective Date and March 31, 2025. That retroactive payment must be made on the first regular payday after April 1, 2025. Any employer who wishes to elect this deferred payment option must inform the Port Authority of this decision by December 19, 2024.

The Port Authority acknowledges that there may be circumstances which warrant an exception to the Rules, which exception may be granted by the Port Authority, for good cause, at its sole and absolute discretion.

**8.0 Certification:**

Annually, a responsible officer of each Contractor providing Covered Services or Port District Covered Services shall deliver to the Port Authority a statement certifying, in a form to be approved by the Port Authority, that it is in compliance with the Policy and Rules. The Port Authority reserves the right to audit such compliance at any time.

**9.0 Severability:**

Should a court of competent jurisdiction determine that any part of the Policy and/or these Rules is invalid, illegal, or unenforceable, such determination shall in no way affect or impair the validity, legality, and enforceability of the remaining parts of the Policy and/or these Rules.

**10.0 Amendments to Rules:**

The Port Authority reserves the right to amend these Rules, from time to time.

## **11.0 ADDENDUM – COVERED SERVICES**

### **11.1 Passenger Related Security Services**

- Escorts
- Catering Security
- Passenger Aircraft Security
- Fireguards
- Terminal Security
- Traffic Security

### **11.2 Cargo Related and Ramp Services**

- Cargo Screening (including Guards) and Warehouse Security
- Baggage and Cargo Handling
- Load Control and Ramp Communication
- Aircraft Mechanics and Fueling of Aircraft
- Provision of water, cooling/heating, power
- Equipment and toilet services to Aircraft
- Passenger Aircraft Servicing
- Cabin Equipment Maintenance
- Guiding Aircraft in and out of Gates
- Gateside Aircraft Maintenance
- Ramp area cleaning

### **11.3 In-Terminal and Passenger Handling Services**

- Baggage handling
- Skycap
- Wheelchair attendant
- Ticketing agent
- Customer Service Representatives
- Queue Managers
- ID Checkers
- Porter Service for Baggage
- Passenger and Employee Shuttle Drivers

### **11.4 Cleaning Services**

- Building Cleaning
- Aircraft and Cabin cleaning
- Plane washers

### **11.5 Concession Services**

- Food Service (including, food and beverage service, wait service, bussing, cashiers)
- Retail Service (including news/gifts and duty-free)
- Cleaning for concession services
- Security for concession services
- Airport Lounge Services (Food, Retail, Cleaning and Security Services)

### **11.6 Airport Catering Workers**

With respect to food or beverages prepared and packaged for the specific purpose of in-flight consumption by Airport aircraft crew or Airport passengers in aircraft departing from the Airports (“In-Flight Meals”):

- Preparing and packaging In-Flight Meals
- Inspecting In-Flight Meals, to ensure food safety and to detect contraband
- Cleaning dishes, utensils, and glassware used for In-Flight Meals
- Cleaning and operating kitchens or other nearby facilities (such as warehouses) used for the preparation, packaging, and storage of In-Flight Meals
- Direct delivery of In-Flight Meals to Airport locations where they are needed, from kitchens where they are prepared or from nearby facilities (such as warehouses) where they are stored

## **12.0 ADDENDUM – PORT DISTRICT COVERED SERVICES**

### **12/1 Airport Catering Workers**

With respect to food or beverages prepared and packaged for the specific purpose of in-flight consumption by Airport aircraft crew or Airport passengers in aircraft departing from the Airports (“In-Flight Meals”):

- Preparing and packaging In-Flight Meals
- Inspecting In-Flight Meals, to ensure food safety and to detect contraband
- Cleaning dishes, utensils, and glassware used for In-Flight Meals
- Cleaning and operating kitchens or other nearby facilities (such as warehouses) used for the preparation, packaging, and storage of In-Flight Meals
- Direct delivery of In-Flight Meals to Airport locations where they are needed, from kitchens where they are prepared or from nearby facilities (such as warehouses) where they are stored

**ESTABLISHMENT OF STREET PRICING REGULATION REFLECTING UPDATED POLICY – LAGUARDIA AIRPORT, JOHN F. KENNEDY INTERNATIONAL AIRPORT AND NEWARK LIBERTY INTERNATIONAL AIRPORT**

At its November 2024 meeting, the Board was presented with a proposal to update its “street pricing policy” (Street Pricing Proposal) at LaGuardia Airport, John F. Kennedy International Airport and Newark Liberty International Airport (collectively, the Airports). The street pricing policy caps the charges made for food, beverages and other retail purchases on-Airport at the prices charged for those items at off-Airport locations, plus an incremental percentage of the off-Airport street prices (Incremental Amount). By doing so, the street pricing policy seeks to prevent consumer businesses operating in Airport terminals from charging passengers excessive prices for the same items found in the market outside the Airports.

Currently, the Port Authority’s street pricing policy is embodied in multiple contractual arrangements which the Port Authority has with concessionaires, terminal operators and concession managers at the Airports (each, a Street Pricing Document). For better conformity, it was recommended that the street pricing policy instead be covered by a new regulation incorporated into the Airport Rules and Regulations, in the form attached as Exhibit A (New Regulation). The Street Pricing Proposal, as incorporated in the New Regulation, would increase the Incremental Amount which could be charged without violating the street pricing policy from a maximum of 10% to a maximum of 15% of the street price for the item sold and by providing that an additional surcharge not to exceed 3% of a customer’s pre-tax bill or invoice could also be charged without violating the street pricing policy (referred to as an Employee Benefit and Retention Surcharge), added on account of the higher costs of doing business at an Airport as compared to off-Airport locations. The Employee Benefit and Retention Surcharge would not constitute “Gross Receipts” under any agreement with the Port Authority pursuant to which the Port Authority receives a portion of any vendor’s “Gross Receipts”.

The Street Pricing Proposal recognizes that the combination of (i) labor cost increases (such as the increase in minimum wages for concessionaires approved by the Board in another resolution presented at this meeting), (ii) higher costs incurred due to security and other regulatory requirements, and (iii) higher level of investment required to fit out space at the Airports have put significant pressure on Airport concession businesses which must absorb these higher costs without passing them on to customers. In 2020, when the Board last considered the Port Authority’s street pricing policy, the Port Authority engaged an expert advisor to assist it in considering adding a 10% Incremental Amount to street prices. The advisor concluded at that time that it would be appropriate for the Port Authority to implement a street pricing policy including a 10% Incremental Amount. In connection with the updated Street Pricing Proposal, the advisor again assisted the Port Authority in gathering additional information from Airport concessionaires on their increased operating costs on-Airport and statistical information on the street pricing policies of peer airports. Based on the advisor’s report, almost all of the largest airports in the United States have street pricing policies similar to that in effect at the Airports, and airports in 8 of the top 10 metropolitan areas have approved Incremental Amounts in excess of 10%.

The Street Pricing proposal will allow concession businesses operating at the Airports to remain financially healthy which, in turn, will result in maintaining the Airports as desirable business locations in the future.

In order to provide a comprehensive and consistent street pricing policy reflecting the Street Pricing Proposal, the Port Authority would adopt a new regulation (Street Pricing Regulation) and provide each counterparty to a Street Pricing Document the option of coverage under the Street Pricing Regulation in lieu of the street pricing provisions in its Street Pricing Document. To the extent accepted, the Street Pricing Regulation would be deemed to replace the Street Pricing Document. If not accepted, the unmodified Street Pricing Document would remain in effect for that counterparty, to be replaced by coverage under the Street Pricing Regulation once the Street Pricing Document expired or was terminated.

The Street Pricing Proposal was posted on the Port Authority's website on November 12, 2024 for a 30-day public comment period. A summary of the comments received through close of business December 10, 2024 are summarized below. Any additional comments received up to the time of the Board meeting have been provided to the Board of Commissioners. The consideration and vote on the matter were held at the public Board meeting after the public speaker portion of the meeting.

A total of 14 comments have been received on the Street Pricing Proposal, of which 10 came from current concessionaires including ACBDE and MWBE-certified firms, and expressed support for the proposed change. The remaining 4 comments expressed opposition to the Street Pricing Proposal, expressing concern that the street pricing policy, as updated could not be adequately enforced, leaving prices further unconstrained. Staff has carefully considered the complaints of inadequate enforcement but believes its efforts at maintaining the street pricing policy are generally successful, with submissions documenting compliant pricing required for all products offered for sale, and regular inspections conducted by terminal operators, concession management companies and the Port Authority customer service delivery team. Following review and in light of the expected relief to be provided to concessionaires on-Airport as a result of the modification, it remained the recommendation to modify the Incremental Amount and embody the revised street pricing policy in the New Regulation to the greatest extent possible now, with eventual adoption by all counterparties as their existing Street Pricing Documents expire or are terminated.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bollwage, Eve, Fine, Fisher, Helmy, Kelley, LaBarbera, Lynford, 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 Executive Director be, and he hereby is, authorized for and on behalf of the Port Authority, to issue a new rule in the Airport Rules and Regulations referred to as the "Street Price Regulation" in form attached hereto modifying the street pricing policy currently embodied in the series of contracts entered into between the Port Authority and airport vendors providing food, beverages and other retail goods for sale so that charges for such items at LaGuardia Airport, John F. Kennedy International Airport and Newark Liberty International Airport (collectively,

the Airports) will not violate the Port Authority's street pricing policy as modified, if they are sold (i) at street prices established by the Port Authority plus an incremental amount not to exceed 15% of the street price and, at the option of the concessionaire, (ii) with an additional surcharge (Surcharge) not to exceed 3% of a customer's pre-tax bill; the Surcharge not constituting "Gross Receipts" under any agreement with the Port Authority pursuant to which the Port Authority receives a portion of any vendor's "Gross Receipts"; and it is further

**RESOLVED**, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to (i) permit any vendor currently bound by the Port Authority's street pricing policy under Airport contracts to choose in lieu thereof, to be relieved of that contractual obligation upon agreeing to be bound by the Street Price Regulation; (ii) approve any contract, agreement or document so evidencing the vendor's choice; (iii) approve issuance of the Street Price Regulation as a Bulletin by the General Managers of each Airport; (iv) establish an effective date upon which the revised Street Price Requirement would be in place; and (v) take any appropriate steps to ensure that monitoring and enforcement of the street pricing policy is complied with, including conducting audits, spot checks and investigations as appropriate and to take any and all further actions necessary or desirable to effectuate the foregoing; and it is further

**RESOLVED**, that the Director, Aviation, be and he hereby is authorized, for and on behalf of the Port Authority, to take any and all actions necessary to effectuate the street pricing policy as modified hereby, including reinforcement of the obligation to provide lower-priced food and beverage choices by concessionaires; and it is further

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

**EXHIBIT A**  
**PROPOSED ADDITION TO PORT AUTHORITY**  
**AIRPORT RULES AND REGULATIONS**

The Airport Rules and Regulations shall be amended by adding the following new Rule and Regulation as Chapter XV.A.8. (*Commercial and Non-Commercial Activity – Street Pricing*), effective January 1, 2025:

(1) (x) No concessionaire operating in a Port Authority Airport terminal operated by the Port Authority (whether or not the concessions operations are managed by a third party on behalf of the Port Authority) shall charge prices to its customers in excess of 115% of “Street Price(s),” and (y) no party operating a Port Authority Airport terminal under agreement with the Port Authority (“Terminal Operator”) shall permit any concessionaire operating at a Port Authority Airport terminal operated by the Terminal Operator (whether or not through a concessions manager acting on behalf of the Terminal Operator) to charge prices to its customers in excess of 115% of “Street Price(s),” except, in each case, as set forth in subsection (6). For the purposes of this regulation, “Street Price(s)” shall mean:

(A) if the concessionaire conducts a similar business in off-airport location(s) in the Greater New York City-Northern New Jersey Metropolitan Area (the “Metro Area”), the price regularly charged by the concessionaire for the same or similar item in the Metro Area;

(B) if the concessionaire does not conduct a similar business in off-airport location(s) in the Metro Area, the average price regularly charged in the Metro Area by similar retailers for the same or similar item;

(C) if neither the concessionaire nor other similar retailers sell a particular item in the Metro Area, the price regularly charged by the concessionaire or similar retailers for the same or similar item in any other geographic area, with a reasonable adjustment for any cost-of-living variance between such area and the Metro Area; and

(D) if a concessionaire is in the business of selling duty-free goods, the price regularly charged by the concessionaire or other similar concession operator for the same or similar duty-free item at other major airports serving large urban areas in the United States of America, not including the Port Authority airports.

(2) (x) Every concessionaire operating in an Airport terminal operated by the Port Authority which offers food & beverage products or travel essentials (VFM Concessionaire) shall comply with the Port Authority’s Value for Money Options Program (VFM) which seeks to ensure that lower priced items are available for purchase. Details of the VFM Program and manner of compliance are further specified by the Port Authority in Airport General Manager’s Bulletins issued from time to time and in a Customer Service Standards Manual, the then-current version of which will constitute an applicable standard for operation of a concession offering food and beverages or travel essentials at an Airport and (y) every Terminal Operator shall cause each VFM Concessionaire at the Port Authority Airport terminal operated by that Terminal Operator to comply with the Port Authority’s VFM Program.

(3) Every VFM Concessionaire operating in an Airport terminal operated by the Port Authority shall submit to the Port Authority, from time to time in accordance with the guidelines issued by the Port Authority, an annual (or other periodic) pricing report demonstrating compliance with this Street Pricing regulation, as it may be amended from time to time. Every Terminal Operator shall cause each VFM Concessionaire at the Port Authority Airport terminal operated by that Terminal Operator to submit to the Port Authority, from time to time in accordance with the guidelines issued by the Port Authority, an annual (or other periodic) pricing report demonstrating compliance with this Street Price regulation, as it may be amended from time to time. In each case, for purposes of establishing the Street Price of an item, any difference in the size or quality of a product or service shall constitute a basis for a price differential.

(4) Every concessionaire operating in an Airport terminal operated by the Port Authority shall cooperate with the Port Authority and, in particular, its internal audit staff, to assess compliance by that concessionaire with this Street Price regulation. Every Terminal Operator shall cause each concessionaire at the Port Authority Airport terminal operated by that Terminal Operator to cooperate with the Port Authority and, in particular, its internal audit staff, to assess compliance by that concessionaire with this Street Price regulation.

(5) Street Price Violations. Each concessionaire may be subject to the following enforcement actions:

(A) Violation Notices.

(i) In Port Authority Airport terminals operated by a Terminal Operator, notice of a violation of this Street Price regulation may be provided in writing to the concessionaire (a “Notice of Street Price Violation”) by the Terminal Operator or its agent or representative if the Terminal Operator finds any areas of non-compliance with the Street Price regulation during periodic price reviews, which may include spot-checks.

(ii) The Port Authority may also provide written notice (a “Port Authority Notice of Street Price Violation”) to the concessionaire and the Terminal Operator, if applicable, if the Port Authority finds any areas of non-compliance with the Street Price regulation during periodic price reviews, which may include spot-checks by Port Authority staff or contractors.

(iii) For purposes hereof, non-compliance with the Street Price regulation may be in the form of failure to submit required forms and information for approval, failure to cooperate with compliance assessments and investigations, failure to maintain required signage, and charging prices that are not in compliance with this Street Price regulation or failure to comply with the VFM Program.

(B) (x) A concessionaire operating in an Airport terminal operated by the Port Authority shall correct any areas of non-compliance within forty-eight (48) hours of its receipt of any Port Authority Notice of Street Price Violation and provide written documentation of the resolution of such non-compliance to the Port Authority. Every Terminal Operator shall cause each concessionaire at the Port Authority Airport terminal operated by that Terminal Operator to

correct any areas of non-compliance within forty-eight (48) hours of its receipt of any Notice of Street Price Violation and provide written documentation of the resolution of such non-compliance to, the Terminal Operator and, if applicable, any concession manager to the Terminal Operator.

(C) A Terminal Operator that has issued a Notice of Street Price Violation shall provide corrective action plans to the Port Authority with respect to all Street Price regulation discrepancies, as noted in any Notice of Street Price Violation, as well as copies of the written documentation of the resolution of such discrepancies.

(D) In the absence of approved pricing consistent with the Street Price regulation:

(i) The Port Authority may (x) designate similar retailers consistent with the Street Price regulation, (y) calculate the average price for similar products or service consistent with the Street Price regulation and (z) direct the maximum pricing that the concessionaire charges for that product or service (and may direct the Terminal Operator to so direct a concessionaire in a Port Authority Airport terminal operated by such Terminal Operator).

(ii) The concessionaire may submit to the Port Authority for the Port Authority's consideration (or in the case of a concessionaire operating in Port Authority Airport terminal operated by a Terminal Operator may submit to the Terminal Operator for its consideration) a written justification of its price determination, however the concessionaire shall be required to and shall adopt the maximum prices established by the Port Authority (or the Terminal Operator) until the evaluation of such justification is completed and alternative pricing is approved by the Port Authority (or the Terminal Operator).

(E) If the concessionaire does not make appropriate adjustments to comply with the Street Price regulation within three (3) days of its receipt of any Notice of Street Price Violation or Port Authority Notice of Street Price Violation (as the case may be), the products and services which are not in compliance with the Street Price regulation may be required to be removed from the relevant concession space, and, in the case of concessionaires in a Port Authority Airport terminal operated by the Port Authority, the Port Authority will have all remedies against the concessionaire for breach of the relevant concession agreement and in the case of concessionaires in a Port Authority Airport terminal operated by a Terminal Operator, the Port Authority shall have all remedies set forth in the operating agreement or lease for breach of contract.

(F) The Street Price regulation is hereby promulgated to address the restricted concessions options for Airport users due to operational constraints at the Airport and is an essential element in providing a high-level customer experience at the Airport. As such, compliance with the Street Price regulation is a condition to operation by concessionaires (and Terminal Operators which manage concessionaires). The Port Authority therefore reserves the right to charge any non-complying party a reasonable “compensation charge” as set forth from time to time in its guidelines, representing the damages suffered by the Port Authority when a party, by its noncompliance, reduces the Port Authority’s ability to ensure Airport users that Airport concession prices are reasonably related to Street Price(s) as described above.

6. Notwithstanding the definition of “Street Price(s)” in subchapter (1), no concessionaire or Terminal Operator shall be in violation of this Street Price regulation if it includes on any customer bill or invoice a fee (referred to as an “Employee Benefit and Retention Surcharge”) not to exceed 3% of the pre-tax total thereof on account of the particular costs of doing business at the Airport as compared to off-airport locations. The Employee Benefit and Retention Surcharge will not constitute “Gross Receipts” under any agreement with the Port Authority pursuant to which the Port Authority receives a portion of any concessionaire’s or Terminal Operator’s “Gross Receipts”.

## **PATH FACILITIES – AMENDMENT OF ADVERTISING AGREEMENT WITH INTERSECTION MEDIA, LLC**

It was recommended that the Board authorize the Executive Director to amend the Port Authority's advertising agreement with Intersection Media, LLC (Intersection) to install, operate, and maintain advertising assets at Port Authority Trans-Hudson rail system (PATH) stations and trains, in order to: (1) adjust the calculation of the Minimal Annual Guarantee (MAG) payments by Intersection, to reflect reduced PATH ridership, which has not recovered to pre-pandemic levels; and (2) extend the timeline for Intersection to expend the required minimum capital investment amount over the ten-year term of the agreement.

On October 29, 2020, as part of a broader authorization covering various Port Authority and PATH facilities, the Board authorized the Executive Director to enter into an agreement with Intersection (Agreement) to install, operate, and maintain advertising assets at PATH stations and in PATH trains for an initial ten-year term (2021-2030), with a five-year extension option at the Port Authority's discretion. Under the terms of the Agreement, Intersection was required to pay the Port Authority the greater of: (i) an initial MAG payment of \$3.1 million per year, subject to annual escalation, or (ii) 67 percent of gross revenue in any year less 50 percent of Intersection's capital spending in that year. At the time of the Board's authorization, the Agreement provided that the MAG payment be suspended to account for the impacts of the COVID-19 pandemic on the out-of-home advertising industry and on passenger traffic, until the earlier of: (i) when PATH ridership exceeds 85 percent of 2019 levels for two consecutive months, (ii) when monthly revenues exceed 1/12 of the MAG for two consecutive months, or (iii) the end of contract year two. The MAG payment was scheduled to commence in 2023, as in 2020 it was anticipated that PATH ridership levels would return to pre-pandemic levels by 2023.

PATH ridership has not returned to pre-pandemic levels, and Intersection has asserted that due to the reduced ridership, which has negatively impacted its advertising sales, reinstating the original contract MAG payment at this time would result in significant financial losses and an inability to continue to provide this service for PATH. For the period of January 2024 through October 2024, PATH ridership is approximately 69 percent of 2019 levels for the same period, and based on current forecasts, ridership is not expected to return pre-pandemic levels in the near term.

The proposed authorization would amend the Agreement to provide Intersection with relief from the original MAG payment obligations, by providing a reduction to the MAG payment until such time as annual ridership exceeds 90 percent of the 2019 ridership for the full calendar year. Additionally, the Agreement includes a commitment by Intersection to invest \$2.9 million in capital expenditures within the first three years of the term. To date, Intersection has invested \$1 million; and the amendment would allow for the balance of \$1.9 million in capital expenditures, including investment in new digital assets and refreshing existing assets, on a schedule to be provided for in the contract. Staff recommended the revised terms to ensure the continued receipt of advertising revenues and additional investment in advertising assets on PATH.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bollwage, Eve, Fine, Fisher, Helmy, Kelley, LaBarbera, Lynford, 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 Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to amend the Port Authority's advertising agreement with Intersection Media, LLC (Intersection) to install, operate, and maintain advertising assets at Port Authority Trans-Hudson rail system (PATH) stations and trains, in order to: (1) adjust the calculation of the Minimal Annual Guarantee payments by Intersection, to reflect the reduction in post-pandemic PATH ridership; and (2) extend the timeline for Intersection to expend the remaining minimum capital investment amount over the ten-year term of the agreement, substantially in accordance with the terms outlined to the Board; 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 her authorized representative; and the terms of such contracts, agreements and other documents shall be subject to review by General Counsel or her authorized representative.

**CONFIDENTIAL ITEM**

The Board approved a matter in executive session, which shall not be made available for public inspection until such actions have been completed.

**CONFIDENTIAL ITEM**

The Board approved a matter in executive session, which shall not be made available for public inspection until such actions have been completed.

**CONFIDENTIAL ITEM**

The Board approved a matter in executive session, which shall not be made available for public inspection until such actions have been completed.

Whereupon, the meeting was adjourned.

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Secretary