

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

**MINUTES**

**Thursday, October 24, 2024**

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**MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, October 24, 2024, at 150 Greenwich Street, New York City, New York and via videoconference.**

**PRESENT:**

**NEW JERSEY**

Hon. Kevin J. O’Toole, Chairman  
 Hon. J. Christian Bollwage  
 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\*  
 Christina Callahan, Chief, Human Capital  
 Ana M. Carvajalino, Director, Financial Planning  
 Edward T. Cetnar, Director, Public Safety/Superintendent of Police  
 Miguel Correa, Police Officer  
 Ralph D’Apuzzo, Lead Program Director, Newark Liberty International Airport  
 Redevelopment, Aviation  
 Clarelle D. DeGraffe, Director, Rail Transit\*  
 Lisa M. Dewey-Mattia, Chief of Staff and Special Counsel to the Executive Director  
 Diannae C. Ehler, Director, Tunnels Bridges and Terminals  
 Gregory W. Ehrie, Chief Security Officer  
 Jose Febrillet, Chief, Diversity, Equity and Inclusion  
 Benjamin E. Feldman, Deputy Chief Communications Officer  
 Robert E. Galvin, Chief Technology 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  
 Natasha G. Jean Philipp-Cumberbatch, Manager, Corporate Transparency, Office of the  
 Secretary

\* Remote participants via teleconference.

Sherien N. Khella, Treasurer  
 Vincent LaConti, Police Officer  
 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  
 Matthew F. Murray, Senior Advisor to the Chairman  
 Danielle M. Outlaw First Deputy Chief Security Officer  
 Hersh K. Parekh, Deputy Chief, Intergovernmental Affairs\*  
 Matthew Pedersen, Director, Real Estate  
 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, World Trade Center Construction\*  
 Joseph Romano, Police Officer  
 Bethann Rooney, Director, Port\*  
 Jessica Russ, General Manager, Board Unit, Office of the Secretary\*  
 Peter D. Simon, Chief of Staff to the Chairman  
 Debra M. Torres, Chief Ethics and Compliance Officer  
 Derek H. Utter, Chief Development Officer  
 Lillian D. Valenti, Chief Procurement Officer  
 Li Pei Wang, Director, Project Management Office\*  
 Michael S. Wojnar, Special Counselor to the Executive Director

Guests:

Jessica S. O'Connor, Associate Counsel, Authorities Unit, Office of the Governor of New Jersey  
 David Ullman, Assistant Secretary for Transportation, Office of the Governor of New York

Public Commenters:

Jason Anthony  
 Brandon Burstion  
 Vladimir Clairjeune  
 Malachy Glass  
 Christopher Greif  
 Leonor Jesus  
 Craig Singleton

Topic:

Accessibility/PABT Signage  
 Airport Workers Wage Policy  
 Airport Workers Wage Policy  
 Airport Workers Wage Policy  
 Accessibility  
 Airport Workers Wage Policy  
 Airport Workers Wage Policy

\* Remote participants via teleconference.

The public meeting was called to order by Chairman O’Toole at 12:57 p.m. and ended at 1:44 p.m. The Board also met in executive session prior to the public session. Commissioner LaBarbera was present for the executive session and most of the public session, and submitted his affirmative votes to the Chairman 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 September 19, 2024 were delivered in electronic form to the Governors of New York and New Jersey on September 20, 2024. The time for action by the Governors of New York and New Jersey expired at midnight on October 4, 2024.

### **Moment of Silence**

The Chairman called for a moment of silence in observance of the recent passing of Jack Brewster, a 16-year employee of the Human Resources Department, and Michael DeGiovanni, a 13-year employee of PATH’s Power, Signals & Communications Division.

**NEWARK LIBERTY INTERNATIONAL AIRPORT – TERMINAL B LOUNGES –  
BRITISH AIRWAYS PLC - LEASE AND-513, AND SOCIÉTÉ AIR FRANCE  
D/B/A AIR FRANCE – LEASE AND-514**

It was recommended that the Board authorize the Executive Director to enter into the following two new seven-year leases for the use and occupancy of state-of-the-art passenger lounges at Newark Liberty International Airport (EWR) Terminal B, each with three one-year extensions: (1) Lease No. AND-513 with British Airways plc (British Airways) for the letting of an 8,200-square-foot airline passenger lounge, effective on or about November 15, 2024; and (2) Lease No. AND-514 with Société Air France d/b/a Air France (Air France) for the letting of a 6,129-square-foot airline passenger lounge, effective on or about January 1, 2025.

The currently proposed two leases are the result of a publicly advertised competitive solicitation for the operation of passenger lounges at Terminal B. The Port Authority received two proposals that met the minimum criteria in response to this solicitation. British Airways submitted a compliant proposal for lounge space in the B2 Terminal and Air France submitted a compliant proposal for lounge space in the B3 Terminal.

**British Airways (Lease No. AND-513)**

British Airways would pay a total minimum aggregate rental of approximately \$13.2 million over the initial term of the lease, composed of building rent and additional rent based on the greater of a minimum annual guarantee or a percentage rent of gross receipts.

British Airways would make a minimum capital investment of \$8.5 million to fully rehabilitate and refurbish the lounge space. In the event that the Port Authority terminates the lease without cause prior to the expiration of the term, the Port Authority would be obligated to reimburse British Airways for the unamortized portion of that capital investment.

**Air France (Lease No. AND-514)**

Air France would pay a total minimum aggregate rental of approximately \$13.4 million over the initial term of the lease, composed of building rent and additional rent based on the greater of a minimum annual guarantee or a percentage rent of gross receipts.

Air France would make a minimum capital investment of \$3 million to refurbish the lounge space. In the event that the Port Authority terminates the lease without cause prior to the expiration of the term, the Port Authority would be obligated to reimburse Air France for the unamortized portion of that capital investment.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bollwage, Eve, Fine, Fisher, 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 enter into a new seven-year lease, with three one-year extension options, with British Airways plc for the use and occupancy of an approximately 8,200-square-foot airline passenger lounge at Newark Liberty International Airport (EWR) Terminal B2, substantially in accordance with the terms outlined to the Board; and it is further

**RESOLVED**, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a new seven-year lease, with three one-year extension options, with Société Air France d/b/a Air France for the use and occupancy of an approximately 6,129-square-foot airline passenger lounge at EWR Terminal B3, substantially in accordance with the terms outlined to the Board; and it is further

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

**RESOLVED**, that the form of all contracts, 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.

**NEWARK LIBERTY INTERNATIONAL AIRPORT – TERMINAL B LOUNGE –  
DREAMJET SAS D/B/A LA COMPAGNIE – LEASE AND-516**

It was recommended that the Board authorize the Executive Director to enter into a new Lease No. AND-516 (the Lease), with DreamJet SAS d/b/a La Compagnie (La Compagnie) at Newark Liberty International Airport (EWR) for the letting of 4,946 square feet of space to be used as a passenger lounge in Terminal B2 at EWR, for a term of seven years with three one-year extensions, effective on or about December 1, 2024.

The lease for the existing lounge expired on June 30, 2024, and La Compagnie is currently paying for occupancy on a month-to-month basis until the proposed new lease is in place.

La Compagnie would continue to occupy and operate the B2 lounge and pay a total minimum aggregate rental of approximately \$7.8 million over the initial term of the Lease, inclusive of building rent and an additional rent based on the greater of a minimum annual guarantee or a percentage rent of gross receipts.

La Compagnie would make a minimum capital investment of \$1.9 million to refurbish the lounge. In the event that the Port Authority terminates the lease without cause prior to the expiration of the term, the Port Authority would be obligated to reimburse La Compagnie for the unamortized portion of that capital investment.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bollwage, Eve, Fine, Fisher, 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 enter into a new seven-year lease, with three one-year extension options, with DreamJet SAS d/b/a La Compagnie for the use and occupancy of an approximately 4,946-square-foot airline passenger lounge in Terminal B2 at Newark Liberty International Airport, substantially in accordance with the terms outlined to the Board; and it is further

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

**RESOLVED**, that the form of all contracts, 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.

**NEWARK LIBERTY INTERNATIONAL AIRPORT – REDEVELOPMENT –  
AUTHORIZATION OF ADDITIONAL PLANNING WORK FOR THE  
REDEVELOPMENT OF TERMINAL B**

It was recommended that the Board authorize: (1) additional planning work for the development of a new Terminal B at Newark Liberty International Airport (EWR), including related airside, landside, and utility projects, at an estimated cost of \$35 million; and (2) the Executive Director to: (a) award agreements for professional, technical, and advisory services to support these planning efforts, following a publicly advertised competitive procurement process; and (b) submit an application to the Federal Aviation Administration (FAA) for permission to use Passenger Facility Charges (PFCs), subject to the application being approved by the Chairman and the Executive Director and subsequent resolution adopted by the Board, to recover up to \$35 million of eligible expenditures associated with the foregoing planning work.

On October 24, 2019, the Board authorized vision planning to advance the master planning efforts for the redevelopment of EWR, and, consistent with the vision planning efforts, to provide for initial planning work for the development of a new terminal to replace the existing Terminal B, at an estimated total amount of \$35 million. At that time, the Board also authorized the Executive Director to submit an application to the FAA for permission to use up to \$35 million of PFCs to recover expenditures associated with such planning work. Approximately \$15 million has been expended under the prior authorization, leaving \$20 million available under the 2019 authorization for further planning work.

Terminal B opened in 1973 and is the only passenger terminal at EWR that is operated directly by the Port Authority. Although the terminal was renovated nearly two decades ago, it is size-constrained and is not designed to meet the needs of 21<sup>st</sup> century air travelers. The EWR Vision Plan set the precedent for the geometry of the EWR redevelopment, including airside, landside, utilities and the optimal location for a new Terminal B. The proposed additional planning funds are needed to complete the conceptual design for the replacement of the existing Terminal B with a new terminal building, and related airside, landside and utility projects.

The proposed planning work would include the following elements:

- assessing the requirements to replace the existing Terminal B with a new terminal, as well as other airside, terminal, landside and utility projects, including replacement of the Central Heating and Refrigeration Plant;
- further evaluating redevelopment options identified from the EWR Vision Plan on a cost-benefit basis and adjusting, as needed, to align with the agency's Capital Plan;
- finalizing phasing plans for completing work to develop a new Terminal B and related infrastructure;
- identifying and assessing various potential financing options for the terminal development and necessary supporting infrastructure, ranging from private financing by airlines/terminal operators, via Public Private Partnerships, or other alternatives;
- developing necessary National Environmental Policy Act documents to facilitate an environmental review of a proposed future redevelopment; developing functional and

performance criteria for the new terminal, and further refining EWR's near and long-term landside, terminal, utilities, and airside planning and analysis; and

- coordinating and consulting with external stakeholders, including federal and state government entities, local communities, and others.

The proposed \$55 million in planning work (inclusive of \$20 million in previously authorized funds and the proposed \$35 million request for additional planning work) is needed to ensure that the design for a new Terminal B addresses the key challenges that have been identified through the EWR Vision Plan and the limited planning work for Terminal B conducted to date, including: (1) an increased effort to provide scope and terminal features to serve our passengers at a cost aligned with capacity available in the next capital plan; (2) complex re-phasing and infrastructure coordination efforts, due to the overlap in constructing the AirTrain Newark Replacement Program and work-area logistics; (3) capacity enhancement measures across airside, terminal and landside areas of EWR to maintain a world-class level of service for passenger volumes that are much higher than previously forecasted; and (4) further planning and design development, to reduce risks during the procurement process, solicit optimal competitive bids, and provide more predictable and accurate pricing.

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bollwage, Eve, Fine, Fisher, 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 additional planning work for the development of a new Terminal B at Newark Liberty International Airport (EWR), including related airside, landside, and utility projects, at an estimated cost of \$35 million, be and it hereby is authorized; and it is further

**RESOLVED**, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to award agreements for professional, technical, and advisory services to support the foregoing planning efforts, following a publicly advertised competitive procurement process; and it is further

**RESOLVED**, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to submit an application to the Federal Aviation Administration for permission to use up to \$35 million of Passenger Facility Charges, subject to the application being approved by the Chairman and the Executive Director and subsequent resolution adopted by the Board, to recover eligible expenditures associated with the foregoing additional planning work; and it is further

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

**RESOLVED**, that the form of all contracts, agreements and other documents in connection with the foregoing 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.

Whereupon, the meeting was adjourned.

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Secretary