# THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY
# MEETING OF THE BOARD OF COMMISSIONERS AND BOARD COMMITTEE MEETINGS – THURSDAY, OCTOBER 20, 2016

The following is the revised agenda and related materials as of Thursday, October 20, for the October 20, 2016 Meetings of the Board of Commissioners and Board Committees of The Port Authority of New York and New Jersey and its subsidiaries to be held at 4 World Trade Center, 150 Greenwich, NY, NY 10007.

Meeting attendees are required to go through a security screening upon entering the building. Attendees are encouraged to arrive early. Security screening will begin at 11:00 a.m.

## Executive Session Committee Meetings – 9:30 a.m. (Agenda Review Room)

### Joint Meeting of Committees on Finance and Operations

*The Committees on Finance and Operations will meet jointly in executive session to discuss matters involving ongoing negotiations or reviews of contracts or proposals.*

### World Trade Center Subcommittee

*The World Trade Center Subcommittee will meet in executive session to discuss matters involving ongoing negotiations or reviews of contracts or proposals and matters related to proposed, pending, or current litigation or judicial or administrative proceedings.*

### All Commissioners

*The Board of Commissioners will also meet in executive session prior to the public meetings to discuss matters related to the purchase, sale, or lease of real property, where disclosure would affect the value thereof or the public interest, matters involving public safety or law enforcement, and matters in which the release of information could impair a right to receive funds from the United States or other grantor, and to discuss and act upon matters related to proposed, pending, or current litigation or judicial or administrative proceedings and matters involving ongoing negotiations or reviews of contracts or proposals.*

## Public Session Committee Meetings – 12:00 noon (Board Room)

### Committee on Operations

- Newark Liberty International Airport – United Parcel Service Co. – New Leases and Supplement to Existing Lease — Thomas Bosco
- Third-party Use of Port Authority Facilities — Portia Henry

### Committee on Capital Planning, Execution and Asset Management

- Port Newark – Port Street Corridor Improvements – Project Re-authorization — Molly Campbell

### Committee on Finance

- Quarterly Financial Results — Libby McCarthy

**Board Meeting – 12:30 p.m. (*estimated*) (Board Room)**

- Tribute
- Report of Executive Director — Patrick Foye
- Speakers Program*
- Port Authority Bus Terminal Update
- Gateway Project
- Special Panel Implementation Office Reports
- Resolution Approvals

**For more information, contact the Office of the Secretary at (212) 435-6682 or (212) 435-3712.**

***Media Only: (212) 435-7777***

***SUBJECT TO CHANGE***

* Members of the public wishing to address the Board on Port Authority-related matters may do so at its public Board Meeting. Individuals who wish to address the Board at its public Board Meeting should register by completing and submitting a registration form, which is located in the Speakers Registration section of the Port Authority Website, by 9:00 a.m. on the day of the Board meeting. Speakers are limited to three minutes each, and speaking time may not be transferred. The use of audio visual equipment is not permitted. The public comment period may be limited to 30 minutes. Appropriate photo identification is required.

# Summaries of Proposed Actions and form of Proposed Resolutions to be Considered by the Board and Committees at the October 20, 2016 Meeting*

1. Newark Liberty International Airport – United Parcel Service Co. – New Leases and Lease ANA-275 Supplement No. 6

2. John F. Kennedy International Airport – AirTrain Skywalk Connector to Terminal 5 – JetBlue Airways Corporation – Lease Agreement AYD-350 – Supplement No. 5

3. Port Authority - Office of Medical Services - 156 William Street, New York, New York - New Lease Agreement

4. Newark Liberty International Airport – Rehabilitation of Taxiway Z, Reconfiguration of Taxiway UB and Construction of New Taxiway Connector – Project Authorization

5. George Washington Bridge – Rehabilitation of Trans-Manhattan Expressway Overpasses – Planning Authorization

6. Port Newark – Port Street Corridor Improvements – Project Re-authorization and Award of Contracts

7. Third-Party Use of Facilities – Direction to Prepare Policy and Guidelines

8. Gateway Program – Gateway Program Development Corporation – Authorization of Agreement in Connection with Portal North Bridge Project

* The Board is also expected to take action in executive session with regard to matters related to proposed, pending, or current litigation or judicial or administrative proceedings, and matters involving ongoing negotiations or reviews of contracts or proposals.

(Board – 10/20/16)

1. ***Newark Liberty International Airport – United Parcel Service Co. – New Leases and Extension of Lease ANA-275 Supplement No.6***

***Request:***

- *This item authorizes agreements with United Parcel Service Co. (UPS) for the letting of 22.4 acres for the development of a new package handling and distribution operations, and approximately 22,424 square feet of space of office and warehouse space in Cargo Building 257 and associated outside area at Newark Liberty International Airport (EWR) for a lease term of 25 years. The Lease would include two, five-year option periods at the Port Authority's option.*
- *A supplement to UPS' existing lease for Cargo Building 350 and associated outside area for approximately 16 months, through April 30, 2018.*
- *The aggregate rental would be $163 million.*

***Transaction Details:***

- *Under the proposed new agreements UPS would:*
  - *construct a new air cargo express distribution facility at a minimum capital investment of $50 million;*
  - *relocate certain utilities in and around the site with UPS' actual costs of relocation to be reimbursed by the Port Authority in an amount not to exceed $2.5 million;*
  - *lease space in or associated with Cargo Building 157 including office space, vehicle parking, Warehouse Bays 1 and 2, and two aircraft parking positions;*
  - *lease land for trailer-tractor staging; and*
  - *lease a Port Authority aircraft parking positon from October through December, annually.*
- *Rental payments would commence on the earlier of UPS' beneficial occupancy of (a) its new air cargo building, renovated Cargo Building 157 and truck staging area; or (b) May 1, 2018.*
- *The extension of UPS' existing lease allows for its continued operations while the new distribution facility is constructed.*

***Background:***

- *UPS, the world's largest package delivery company, has operated at EWR since 1982.*
- *UPS constructed its current facility in 1987. Currently, 450 workers are employed at Building 350 on the South end of EWR.*
- *Relocation of UPS would support the redevelopment of a new Terminal A.*

**NEWARK LIBERTY INTERNATIONAL AIRPORT – UNITED PARCEL SERVICE CO. – NEW LEASES AND LEASE ANA-275 SUPPLEMENT NO. 6**

It was recommended that the Board authorize the Executive Director to enter into new lease agreements and related ancillary agreements with United Parcel Service Co. (UPS) at Newark Liberty International Airport (EWR) that would provide for: (1) the letting of approximately 22.4 acres of land area, for a term not to exceed 26 years and four months, commencing on or about January 1, 2017, for the construction of a new air cargo express distribution facility, together with the letting of one acre of land at a satellite location for use as a trailer-truck staging area in connection with its EWR operations; (2) the letting of space in the multi-tenant Cargo Building 157 and associated space at such site for two aircraft parking positions, for the same term as that of the new facility lease; (3) the permission to use a Port Authority aircraft parking position at EWR from October through December, annually, for the same term as that of the foregoing leases; and (4) the extension of the term of the existing Lease ANA-275 with UPS for approximately 16 months, through April 30, 2018

The aforementioned agreements would provide for 25 years of rental payments, commencing from the earlier of UPS' beneficial occupancy of its newly constructed cargo building, truck staging area, and renovated space in Cargo Building 157, or May 1, 2018. The satellite acre of property would be located approximately one mile from Cargo Building 157. Use of a Port Authority aircraft parking position during the October through December period annually would support peak-season operations. The leases would include two five-year options for the Port Authority to extend the lease terms on the same terms and conditions, except that building rent would commence on the air cargo express distribution facility. In the event that the Port Authority exercises its extension option(s), building rent would be negotiated based on the current market building rates for similar space prior to executing the extension option(s). The leases also would require UPS, prior to construction of its new cargo facility, to relocate airport utilities and make necessary perimeter modifications in and around the undeveloped land, including the truck staging area, with UPS' actual costs to be reimbursed by the Port Authority, in an amount not to exceed $2.5 million.

Pursuant to the new lease for the construction of a new cargo facility, UPS would be obligated to make a minimum capital investment of $50 million. UPS' use and occupancy of space at Cargo Building 157 would include office space, vehicle parking, Warehouse Bays 1 and 2, and two aircraft parking positions. All agreements would provide for UPS to take the property in an "as is" condition.

UPS would not be charged building rent for its newly constructed cargo building during the 25-year base lease term, in order to enable it to amortize its capital investment. Estimated aggregate rental payments by UPS over the base term of the proposed new leases would total $155.4 million, composed of fixed ground rental and variable fees consisting of airport services and other charges. Combined payments by UPS under the proposed extension of Lease ANA-275 and the base period of the proposed new leases would total an estimated $163 million.

Pursuant to the foregoing report, the following resolution was adopted:

**RESOLVED,** that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into: (1) new leases and ancillary related agreements with United Parcel Service Co. (UPS), for a term not to exceed 26 years and four months, commencing on or about January 1, 2017, with the Port Authority having the option to extend the term of the lease except that building rent would commence on the air cargo express distribution facility, for up to two five-year periods, for: (a) the letting of approximately 22.4 acres of land area at Newark Liberty International Airport for the construction of a new air cargo express distribution facility, together with one acre of land at a satellite location for use as a trailer-tractor staging area; (b) the letting of space in multi-tenant Cargo Building 157, together with associated area at that site for two aircraft parking positions and vehicular parking; and (c) the permission to use a Port Authority aircraft parking position from October through December, annually, for the same term as that of the foregoing leases; and (2) an extension of the term of Lease ANA-275 with UPS for approximately 16 months, through April 30, 2018, all 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 his authorized representative, and the terms of such contracts, agreements and other documents shall be subject to review by General Counsel or his authorized representative.

(Board – 10/20/16)

2. ***John F. Kennedy International Airport –AirTrain Skywalk Connector to Terminal 5 – JetBlue Airways Corporation – Lease Agreement AYD-350 – Supplement No.5***

***Request:***

- *This item authorizes a supplement to the Terminal 5 lease with JetBlue to assume responsibility for the operation and maintenance of the Skywalk and its components, which connects Terminal 5 to the adjacent AirTrain JFK station, including the six moving walkways.*

***Transaction Details:***

- *The proposed supplement would commence on or about January 1, 2017.*
- *Under the supplement, JetBlue would assume all responsibility for the operation and maintenance of the Skywalk, an approximately 25,130 square foot area, and its components (including HVAC, roof and structures).*
- *Closed circuit television cameras, digital signage, monitors and associated network infrastructure located within the Skywalk would remain the responsibility of the Port Authority.*

***Background:***

- *Since October 22, 2008, JetBlue has occupied Terminal 5 to support its passenger service operations at JFK under Lease AYD-350, which expires on November 12, 2042.*
- *JetBlue's terminal operations and customer experience at Terminal 5 have been impacted by the condition of the moving walkways located in the Skywalk. JetBlue has the ability to order the parts and quickly hire a contractor to perform the rehabilitation of the six moving walkways. This would shorten the impact on JetBlue's operations and more quickly improve customer service levels.*

**JOHN F. KENNEDY INTERNATIONAL AIRPORT – AIRTRAIN SKYWALK CONNECTOR TO TERMINAL 5 – JETBLUE AIRWAYS CORPORATION – LEASE AGREEMENT AYD-350 – SUPPLEMENT NO. 5**

It was recommended that the Board authorize the Executive Director to enter into an agreement with JetBlue Airways Corporation (JetBlue) to supplement Lease AYD-350, in order to require JetBlue to operate and maintain the AirTrain Skywalk Connector (Skywalk), consisting of approximately 25,130 square feet, and its components, including the rehabilitation of six moving walkways located between the Terminal 5 AirTrain Station vertical circulation building and the Terminal 5 fire shutter door at John F. Kennedy International Airport (JFK). JetBlue would operate and maintain such premises, through November 12, 2042, the lease expiration date, and no rent would be charged in connection therewith.

Since October 22, 2008, JetBlue has occupied Terminal 5 to support its passenger service operations at JFK under Lease AYD-350, which expires on November 12, 2042. As part of this lease, JetBlue performed all terminal work, including the construction of the Skywalk. Upon completion of construction, the Skywalk and related operations and maintenance responsibilities were transferred to the Port Authority. Currently, the operator of the AirTrain System operates and maintains the Skywalk and its components on the Port Authority's behalf under a separate agreement.

Under the proposed lease supplement, JetBlue would receive a rent reduction of up to $660,000 per year, subject to annual Consumer Pricing Index escalations, to account for JetBlue's operation and maintenance of the Skywalk and any necessary capital asset investment that may be required. The Port Authority would continue to be responsible for the operation and maintenance of the closed-circuit television cameras, digital signage, monitors and all related network infrastructures associated with the Skywalk, and would retain rights of access and ingress in order to perform these responsibilities. In addition, the supplement would provide that the Port Authority would reimburse JetBlue up to $4 million for costs that JetBlue incurs to purchase parts and provide labor to rehabilitate the six moving walkways in the Skywalk at Terminal 5, including necessary testing, commissioning and safety certifications. The supplement also would require JetBlue to cooperate, in a timely manner and at its own expense, with the operator of the AirTrain System to ensure the proper working order of the AirTrain System at the site of the connector to the Skywalk. The Port Authority would, therefore, be relieved of ongoing responsibility to procure a third-party contractor to operate and maintain the Skywalk, to insure the Skywalk, and to incur direct liability for claims arising out of the Skywalk's use, condition, operation and maintenance.

Pursuant to the foregoing report, the following resolution was adopted:

**RESOLVED,** that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a supplemental agreement to Lease AYD-350 with JetBlue Airways Corporation (JetBlue) to provide for JetBlue to operate and maintain the AirTrain Skywalk Connector (Skywalk) and its components, including the rehabilitation of six moving walkways located between the Terminal 5 AirTrain Station vertical circulation building and the Terminal 5 fire shutter door at

John F. Kennedy International Airport, from on or about January 1, 2017 through November 12, 2042, and for the Port Authority to provide related rent reductions associated with JetBlue's performance of such responsibilities, and a payment of up to $4 million to reimburse JetBlue for the cost of rehabilitating the walkways in the Skywalk, 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 his authorized representative, and the terms of such contracts, agreements and other documents shall be subject to review by General Counsel or his authorized representative.

(Board – 10/20/16)

3. ***Port Authority - Office of Medical Services - 156 William Street – 156 William Street Owner, LLC – New Lease***

***Request:***

- *This item authorizes a 15-year lease with 156 William Street Owner, LLC (Landlord) for a portion of the 4th floor of 156 William Street in New York, NY, consisting of approximately 8,459 rentable square feet, to provide office space for Port Authority Office of Medical Services staff and contractors at a total aggregate rental of approximately $8.27 million. The lease also provides the Port Authority with an option to extend the lease for a five-year term.*

***Transaction Details:***

- *The proposed lease would commence on or about April 1, 2017.*
- *Port Authority would incur certain fit-out costs, which would be partially offset by a tenant improvement allowance from the Landlord.*
- *Rent would commence on or about July 1, 2017.*
- *Port Authority is responsible for a proportional share of the building real estate tax escalations over the 2016/2017 base year amount.*
- *The Landlord is responsible for all brokerage commissions in connection with this transaction.*

***Background:***

- *In the aftermath of September 11, 2001, the Board authorized the immediate relocation of staff who were previously located in office space at One World Trade Center (WTC). Soon thereafter, a lease was executed for space at 225 and 233 Park Avenue South(PAS), which provided for interim Port Authority corporate offices, including the Office of Medical Services, until such time as office space was restored at the WTC site.*
- *Beginning in October 2014, Port Authority staff have been relocated from 233/225 PAS to 4WTC and other locations.*
- *The Office of Medical Services currently occupies the 8th Floor of 233 PAS. The lease at 233 PAS will expire on October 31, 2016 and the 233 landlord agreed to a 5-month extension through March 31, 2017.*
- *The Landlord is developing 156 William Street for medical uses, and is therefore well suited to accommodate the Port Authority's Office of Medical Services.*

**PORT AUTHORITY OFFICE OF MEDICAL SERVICES – 156 WILLIAM STREET, NEW YORK, NEW YORK - NEW LEASE AGREEMENT**

It was recommended that the Board authorize the Executive Director to enter into a new lease agreement with 156 William Street Owner, LLC (Landlord) for the Port Authority to lease and fit out a portion of the fourth floor of 156 William Street, New York, New York for the provision of office space for staff and contractors of the Port Authority's Office of Medical Services, for a term of 15 years, three months, commencing on or about April 1, 2017, with one five-year extension option.

Following the destruction of The World Trade Center (WTC) on September 11, 2001, the Board authorized certain actions to support recovery and resumption of Port Authority operations, including the immediate relocation of Port Authority staff who were formerly based at the WTC site. Soon thereafter, a lease was executed for space at 225 and 233 Park Avenue South, New York, NY (PAS), which temporarily restored the Port Authority's corporate offices, including those of the Office of Medical Services. In October 2014, Port Authority staff began to relocate from 233 and 225 PAS to 4WTC and other locations. The Office of Medical Services currently occupies the eighth floor of 233 PAS under a lease that will expire on March 31, 2017.

The building at 156 William Street is located in close proximity to the WTC site. It was redeveloped in 2014 for medical uses, with a variety of medical service providers currently occupying other portions of the building. Based on the foregoing factors, the space was deemed uniquely suited to house the Office of Medical Services.

The proposed lease would cover approximately 8,459 rentable square feet on the fourth floor of 156 William Street. The Port Authority would pay an aggregate rental over the 15-year, three-month term of approximately $8.27 million, inclusive of three months of free rent. The additional aggregate renal over the five-year extension period would be approximately $3.5 million. Upon execution of the lease, the Landlord would perform the fit-out of the space at the Port Authority's cost, which would be partially offset by a tenant improvement allowance to be provided by the Landlord. The Landlord would be responsible for the maintenance and repair of the premises. This transaction would require no Port Authority payment for brokerage fees, as the Landlord would pay all such fees.

Pursuant to the foregoing report, the following resolution was adopted:

> **RESOLVED**, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a new lease agreement with 156 William Street Owner, LLC for the Port Authority to lease and fit out a portion of the fourth floor of 156 William Street, New York, New York for the provision of office space for staff and contractors of the Port Authority's Office of Medical Services, for a term of 15 years, three months, commencing on or about April 1, 2017, with one five-year extension option, 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 his authorized representative, and the terms of such contracts, agreements and other documents shall be subject to review by General Counsel or his authorized representative.

(Board – 10/20/16)

4. ***Newark Liberty International Airport – Rehabilitation of Taxiway Z, Reconfiguration of Taxiway UB and Construction of New Taxiway Connector – Project Authorization***

***Request:***

- *This item authorizes a $16.8 million project for Rehabilitation of a portion of Taxiway Z, reconfiguration of Taxiway UB, and construction of a new connecting taxiway at Newark Liberty International Airport (EWR) including authorization to award a contract to perform this work at an estimated construction cost of $10.8 million.*

***Transaction Details:***

- *The proposed authorization would provide for milling and paving of Taxiway Z and replacement of associated lighting and signage.*
- *The project would also include the reconfiguration of existing Taxiway UB and the construction of a new connecting taxiway to facilitate access to the future United Parcel Service Co. (UPS) cargo area, as well as relocation of a portion of the restricted vehicle service road (RVSR) outside of the future UPS leasehold.*
- *The Taxiway Z rehabilitation is required to maintain a state of good repair while other elements of the project would improve access to the future UPS leasehold north of Taxiway Z.*

***Background:***

- *Taxiway Z was last rehabilitated approximately 13 years ago and is at the end of its useful life.*
- *Under a companion item, UPS will develop a new cargo handling facility directly north of Taxiway Z.*

**NEWARK LIBERTY INTERNATIONAL AIRPORT – REHABILITATION OF TAXIWAY Z, RECONFIGURATION OF TAXIWAY UB AND CONSTRUCTION OF NEW TAXIWAY CONNECTOR – PROJECT AUTHORIZATION**

It was recommended that the Board authorize: (1) a project for: (a) the rehabilitation of a portion of Taxiway Z at Newark Liberty International Airport (EWR) to maintain a state of good repair, (b) the reconfiguration of Taxiway UB, and (c) the construction of a new connecting taxiway to accommodate the future relocation of United Parcel Service Co. (UPS) cargo operations at EWR to the north side of the airport (collectively, the Project), at an estimated total project cost of $16.8 million; and (2) the Executive Director to award a contract to perform the construction work associated with the rehabilitation of Taxiway Z and access improvements to the future UPS site, at an estimated construction cost of $10.8 million, inclusive of extra work and net cost work.

The Taxiway Z pavement between the runway edge and Taxiway UA (approximately 2,000 linear feet) was last rehabilitated approximately 13 years ago, and exhibits surface distress consistent with normal wear and weathering. The proposed project would provide for the milling and repaving of that portion of Taxiway Z, as well as replacement of existing taxiway lighting and signage with new light-emitting-diode (LED) fixtures to meet current Federal Aviation Administration (FAA) standards.

The Project also would provide for the reconfiguration of the existing Taxiway UB and the construction of a new taxiway to provide access between the future UPS cargo facility adjacent to Taxiway Z and the aeronautical operations area. In addition, a portion of the restricted vehicle service road adjacent to Taxiway Z, which is currently located on portions of UPS' future leasehold, would be relocated as part of the Project.

Bids for the project work would be solicited from a list of pre-qualified aeronautical paving contractors developed from a publicly advertised Request for Qualifications, with award to the lowest-priced qualified bidder.

Partial funding for this project is available through FAA Airport Improvement Program grants.

Pursuant to the foregoing report, the following resolution was adopted:

**RESOLVED** that a project for the rehabilitation of a portion of Taxiway Z at Newark Liberty International Airport to maintain a state of good repair. the reconfiguration of Taxiway UB, and the construction of a new connecting taxiway to accommodate the future relocation of United Parcel Service Co. (UPS) cargo operations to the north side of the airport (the Project), at an estimated total project cost of $16.8 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 a contract to perform the construction work associated with the rehabilitation of Taxiway Z and access improvements to the future UPS site, at an estimated construction cost of $10.8 million, inclusive of extra

work and net cost 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 construction contracts, contracts for professional and advisory services and such other contracts and agreements as may be necessary to effectuate the foregoing project, pursuant to authority granted in the By-Laws or other resolution adopted by the Board; and it is further

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

(Board – 10/20/16)

5. ***George Washington Bridge – Rehabilitation of Trans-Manhattan Expressway Overpasses – Planning Authorization***

***Request:***

- *This item authorizes $4.6 million in planning for the rehabilitation of Trans-Manhattan Expressway overpasses at the George Washington Bridge (GWB).*

***Transaction Details:***

- *The proposed authorization will provide for the investigation and evaluation of the six overpasses and prioritization of the most critical repairs, identification of selected repairs, and recommendations with respect to the cost-effectiveness of repair, rehabilitation or a replacement based on life-cycle cost analyses.*

***Background:***

- *The six overpasses were constructed as part of the lower level expansion of the GWB.*
- *While biennial inspections are performed in accordance with federal requirements, there is insufficient detailed information available for these structures to conduct analytical modeling to determine the condition of the bridges.*
- *Four of the overpasses are concrete bridges with pre-stressed strands which are encased in concrete and there is no reliable method to inspect and measure the degree of deterioration.*
- *The planning effort includes an extensive condition survey that includes hands-on inspection (requiring lane closures on the Trans-Manhattan Expressway), three-dimensional modeling analysis and load testing (requiring road closures on each of the six overpasses).*

**GEORGE WASHINGTON BRIDGE – REHABILITATION OF TRANS-MANHATTAN EXPRESSWAY OVERPASSES – PLANNING AUTHORIZATION**

It was recommended that the Board authorize planning work and engineering services related to the future rehabilitation of six Trans-Manhattan Expressway (TME) overpasses on the New York side of the George Washington Bridge (GWB), at an estimated total planning cost of $4.6 million.

The GWB, which opened in 1931, is a critical link between New York and New Jersey. The Port Authority expanded the GWB in the 1960s, when it built the Lower Level, which included the construction of six TME overpasses that connect New York City streets (Fort Washington Avenue, Broadway, Wadsworth Avenue, St. Nicholas Avenue, Audubon Avenue, and Amsterdam Avenue) above the depressed roadway leading to the GWB in Manhattan. The Port Authority is currently implementing a comprehensive program, valued at more than $2 billion, to provide for the rehabilitation or replacement of structural elements of the GWB and associated approach and supporting roadways, including the six TME overpasses, to extend their useful life and maintain a state of good repair.

Pursuant to existing agreements with the City of New York (City) that were entered into during the planning for the Lower Level expansion of the GWB, the Port Authority is responsible for maintaining the bridge deck, sub-structure, superstructure and soffit elements for each of the overpasses, and the City is responsible for the maintenance of the roadway wearing surface and sidewalks.

Since their initial construction, no significant repairs have been performed to the structural elements of the elevated TME roadways. The proposed planning work would provide for the necessary architectural and engineering services, including in-depth condition surveys, three-dimensional modeling analysis and load testing, to determine the extent of rehabilitation required and to prioritize the same, in order to maintain each of these six structures in a state of good repair.

Pursuant to the foregoing report, the following resolution was adopted:

**RESOLVED**, that planning work and engineering services related to the future rehabilitation of six Trans-Manhattan Expressway overpasses on the New York side of the George Washington Bridge, at an estimated total planning cost of $4.6 million, be and they hereby are authorized; and it is further

**RESOLVED**, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to take action with respect to contracts for professional and advisory services and such other contracts and agreements as may be necessary to effectuate the foregoing planning work and engineering services, 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

his authorized representative, and the terms of such contracts, agreements and other documents shall be subject to review by General Counsel or his authorized representative.

(Board – 10/20/16)

6. ***Port Newark – Port Street Corridor Improvements – Project Re-Authorization and Award of Contracts***

***Request:***

- *This item reauthorizes a project for the construction and realignment of portions of Port Street, Corbin Street, Doremus Avenue, Marlin Street, Kellogg Street and related intersections, and demolition and replacement of the Corbin Street ramp (collectively, the Port Street Corridor Improvements Project [Project]), all located at Port Newark, to enhance safety and improve the roadway network serving as the northern gateway to Port Newark and the Elizabeth-Port Authority Marine Terminal (EPAMT), from a total estimated cost of $105 million to a total estimated cost of $132.6 million.*
- *This authorization also includes:*
  - *award of Contract PN-654.001 for the construction of the improvements at an estimated construction cost of $82.9 million;*
  - *agreements with Public Service Electric and Gas Company and Colonial Pipeline Company for the relocation of gas lines and monitoring services at an estimated cost of $800,000 and $440,000, respectively;*
  - *agreements with the New Jersey Turnpike Authority and Conrail for the purchase of real property, as needed, to construct the Project at an estimated aggregate total of approximately $100,000; and*
  - *a supplement to the Master Lease with the City of Newark (City) to provide for the City's consent to the acquisition by the Port Authority of real property interests in the City from third parties and for the Port Authority to thereafter transfer title to the acquired parcels to the City so that the parcels will become part of the Port Authority's leasehold under the Master Lease.*

***Transaction Details:***

- *The project was originally authorized at an early stage of design. As the design has progressed to completion, the project cost is estimated to increase due to: (1) additional construction costs due to site conditions including underground utilities, the condition of the existing Port Street Bridge Foundation, additional storm drainage installation, increased quantities of soil excavation and disposal and construction escalation associated with a change in the contract duration from 45 months to 66 months; and (2) additional costs for project management, engineering services, and agency allocations associated with design tasks and project duration.*

***Background:***

- *A comprehensive study of the entire roadway system at Port Newark and the EPAMT, completed in 2007, identified numerous locations that require realignment, widening and traffic signalization improvements to the roadway network, accommodate projected future growth and enhance safety. Construction to carry out a number of these recommendations is complete or underway.*
- *The Project includes worked to be performed at two of the locations identified in the comprehensive study and addresses recommendations for improving the northern access points to Port Newark and the EPAMT, namely, Port Street and Doremus Avenue. (Sixty-five percent of all traffic entering and exiting the Port utilizes these two access points.)*

**PORT NEWARK – PORT STREET CORRIDOR IMPROVEMENTS – PROJECT RE-AUTHORIZATION AND AWARD OF CONTRACTS**

It was recommended that the Board: (1) re-authorize a project for the final design, construction and realignment of portions of Port Street, Corbin Street, Doremus Avenue, Marlin Street, Kellogg Street and related intersections, and for the demolition and replacement of the Corbin Street ramp, all located at Port Newark (collectively, the Port Street Corridor Improvements Project (Project)), at a total estimated project cost of $132.6 million, (increased from a previous total estimated project cost of $105 million); and (2) authorize the Executive Director to enter into all contracts and agreements necessary to effectuate the Project (with the costs in connection with such contracts and agreements included in the project re-authorization amount), including the following: (a) Contract PN-654.001 for the construction of the Project, at an estimated construction cost of $82.9 million; (b) an agreement with Public Service Electric and Gas Company to provide for the relocation of gas distribution lines at Port Newark in connection with the Project, at an estimated total cost of $800,000; (c) an agreement with Colonial Pipeline Company (Colonial) to provide for the relocation of a gas line anode field and for pipeline monitoring services during Project construction in the vicinity of Colonial's gas pipeline, at an estimated total cost of $440,000; (d) agreements to access property or to acquire property interests (temporary and permanent), including, without limitation, agreements with Consolidated Rail Corporation (Conrail), the City of Newark (City), the New Jersey Turnpike Authority (NJTA) and other public and private entities, at an estimated aggregate total cost of approximately $100,000, and to incur all costs and expenses related to such property access agreements and property interest conveyances, including, among other things, maintenance, environmental studies, subsurface remediation, appraisals, surveys, subdivision applications and approvals, title searches and title insurance; (e) agreements with the City supplementing the *Agreement with Respect to the Newark Marine and Air Terminals*, dated September 1983, between the City and the Port Authority, as supplemented and amended (the Master Lease), providing for the City to consent to the acquisition by the Port Authority of the aforementioned real property interests located in the City from third parties, and for the Port Authority thereafter to transfer title to the acquired parcels to the City, so that the parcels would become part of the Port Authority's leasehold under the Master Lease; and (f) any other documents and agreements necessary or appropriate to effectuate the Project.

A comprehensive study of the entire roadway system at Port Newark and the Elizabeth-Port Authority Marine Terminal (EPAMT), completed in 2007, identified numerous locations that require realignment, widening and traffic signalization improvements to improve the roadway network, accommodate projected future growth and enhance safety. Construction to effectuate a number of these recommendations is complete or underway.

The Project would encompass work at two of the locations identified in the comprehensive study, and would address recommendations for improving the northern access points to Port Newark and the EPAMT (Port Street and Doremus Avenue). Construction of the Project would improve the safety and functioning of critical access points into Port Newark and the EPAMT, improve traffic flow in advance of increased container volumes projected to result from the larger containerships that are beginning to call at the Port of New York and New Jersey (Port), and would more than double the emergency bypass capacity of the northern egress for the Port.

At its meeting of June 30, 2011, the Board authorized planning work for the Project, at an estimated cost of $3.7 million. At its special meeting of December 4, 2013, the Committee on Operations, acting for and on behalf of the Board pursuant to the By-Laws, authorized the Project, at a total estimated project cost of $105 million. The Project scope of work included the construction and realignment of portions of Port Street, Corbin Street, Doremus Avenue, Marlin Street, Kellogg Street and related intersections, and the demolition and reconstruction of the Corbin Street ramp at Port Newark, including utility relocations, property acquisitions and wetland mitigation.

Project design work is 100-percent complete. However, during Stage III design, additional field investigations yielded new or updated design information that resulted in a need for additional in-scope project design development, subsequent increased construction cost and complexity and changes in construction duration. Re-authorization of the Project is required to address: (1) additional construction costs due to site conditions, including underground utilities, the condition of the existing Port Street Bridge Foundation, additional storm drainage installation, increased quantities of soil excavation, and disposal and construction escalation associated with a change in the contract duration from 45 months to 66 months; and (2) additional costs for project management, engineering services, and Port Authority-allocated costs associated with design tasks and project duration.

Under the Master Lease, the City must consent to acquisitions by the Port Authority of property located within the City for Newark Marine and Air Terminal purposes, if such property is located outside of the Terminal Area (as defined in the Lease). In addition, the Master Lease provides that the Port Authority must transfer to the City any real property located within the City that the Port Authority acquires and, upon such conveyance to the City, such property would become part of the demised premises under the Master Lease. The Port Authority and the City therefore need to supplement the Master Lease in order for the City to consent to the acquisition of certain property interests from third parties, including Conrail and the NJTA, and to memorialize that the Port Authority would thereafter transfer title to the acquired property to the City, which property then would become part of the demised premises under the Master Lease.

When completed, the Project would improve the roadway system at the gateway into Port Newark and the EPAMT, and provide for future increased traffic volumes, smoother access/egress for vehicles and enhanced safety.

Costs associated with the Project are recoverable through the Cargo Facility Charge (CFC), pursuant to the Marine Terminal Tariff - Federal Maritime Commission Schedule No. PA-10. The completion of the improvements is contingent on the continued existence of the CFC, which is expected to cover the cost of the Project.

Pursuant to the foregoing report, the following resolution was adopted:

**RESOLVED**, that a project for the final design, construction and realignment of portions of Port Street, Corbin Street, Doremus Avenue, Marlin Street, Kellogg Street and related intersections, and for the demolition and replacement of the Corbin Street ramp, all located at Port Newark (collectively, the Port Street Corridor

Improvements Project (Project)), at a total estimated project cost of $132.6 million (increased from a previous total estimated project cost of $105 million), be and it hereby is re-authorized; and it is further

**RESOLVED,** that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into all contracts and agreements necessary to effectuate the Project (with the costs in connection with such contracts and agreements included in the project re-authorization amount), including the following: (1) Contract PN-654.001 for the construction of the Project, at an estimated construction cost of $82.9 million; (2) an agreement with Public Service Electric and Gas Company to provide for the relocation of gas distribution lines at Port Newark in connection with the Project, at an estimated total cost of $800,000; (3) an agreement with Colonial Pipeline Company (Colonial) to provide for the relocation of a gas line anode field and for pipeline monitoring services during Project construction in the vicinity of Colonial's gas pipeline, at an estimated total cost of $440,000; (4) agreements to access property or to acquire property interests (temporary and permanent), including, without limitation, agreements with the Consolidated Rail Corporation, the City of Newark (City), the New Jersey Turnpike Authority and other public and private entities, at an estimated aggregate total cost to the Port Authority of approximately $100,000, and to incur all costs and expenses related to property access agreements and property interest conveyances, including, among other things, maintenance, environmental studies, subsurface remediation, appraisals, surveys, subdivision applications and approvals, title searches and title insurance; (5) agreements with the City supplementing the *Agreement with Respect to the Newark Marine and Air Terminals*, dated September 1983, between the City and the Port Authority, as supplemented and amended (the Master Lease), providing for the City to consent to the acquisition by the Port Authority of real property interests located in the City from third parties, and for the Port Authority to thereafter transfer title to the acquired parcels to the City, so that the parcels will become part of the Port Authority's leasehold under the Master Lease; and (6) any other documents and agreements necessary or appropriate to effectuate the Project; and it is further

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

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

(Board – 10/20/16)

***7. Third-Party Use of Facilities – Direction to Prepare Policy and Guidelines***

***Request:***

- *This item directs the Executive Director, with the assistance of General Counsel. to establish a Policy and Guidelines for Third-Party Use of Facilities, effective January 1, 2017.*

**THIRD-PARTY USE OF FACILITIES – DIRECTION TO PREPARE POLICY AND GUIDELINES**

The Port Authority of New York and New Jersey and its component units operate critical and iconic terminal, transportation and trade facilities. These facilities include America's busiest airport system, marine terminals and ports, the Port Authority Trans-Hudson (PATH) rail transit system, six tunnels and bridges between New York and New Jersey, the Port Authority Bus Terminal, and the World Trade Center. The Port Authority also executes major real estate and development projects related to the operation of its facilities. As such, the Port Authority receives special event, filming/photography and other requests from third parties to utilize these facilities for non-transportation and/or non-trade purposes.

To further the Port Authority's commitment to promote and protect the movement of commerce throughout the Port District, it is vital that a uniform policy be established to implement protocols and operational and financial controls with respect to the use of the facilities of the Port Authority and its component units by third parties for non-transportation or non-trade purposes.

As a result, it was recommended that the Executive Director, with the assistance of General Counsel, be directed to establish a Policy and Guidelines on Third-Party Use of Facilities, effective January 1, 2017, that would: (i) maintain safe and orderly facility operations and preserve such facilities for the purposes for which they were designed and dedicated; (ii) set forth uniform protocols for examining requests made by third parties; (iii) provide for transparent and streamlined internal authorization processes; (iv) track revenue generated by such uses; and (v) protect Port Authority intellectual property.

Pursuant to the foregoing report, the Board adopted the following resolution:

> **RESOLVED**, that the Executive Director, with the assistance of General Counsel, be and he hereby is directed to establish a Policy and Guidelines on Third-Party Use of Facilities, effective January 1, 2017, that would: (i) maintain safe and orderly facility operations and preserve such facilities for the purposes for which they were designed and dedicated; (ii) set forth uniform protocols for examining requests made by third parties; (iii) provide for transparent and streamlined internal authorization processes; (iv) track revenue generated by such uses; and (v) protect Port Authority intellectual property; and it is further
>
> **RESOLVED**, that the Executive Director be and hereby is directed to implement such Policy and Guidelines on Third-Party Use of Facilities.

(Board – 10/20/16)

8. ***Gateway Program – Gateway Program Development Corporation –Authorization of Agreement in Connection with Portal North Bridge Project***

***Request:***

- *In order to advance the Gateway Program through an entity created for that purpose, this item authorizes the Executive Director to enter into an agreement with that entity to facilitate its anticipated low-cost federal loan(s) relating to the Portal North Bridge Project.*

**GATEWAY PROGRAM – GATEWAY PROGRAM DEVELOPMENT CORPORATION – AUTHORIZATION OF AGREEMENT IN CONNECTION WITH PORTAL NORTH BRIDGE PROJECT**

In order to advance the Gateway Program through an entity created for that purpose, it was recommended that the Board authorize the Executive Director to enter into an agreement with that entity to facilitate its anticipated low-cost federal loan(s) relating to the Portal North Bridge Project.

On September 15, 2015, Governor Christie of the State of New Jersey and Governor Cuomo of the State of New York sent a letter to the President of the United States describing the critical need for infrastructure improvements between New Jersey and New York in what has become to be known as the "Gateway Program." The letter noted the importance of maintaining the region's critical major infrastructure along the Northeast Corridor – the rail line on which the existing Portal Bridge is located – that is "used by 750,000 passengers daily and serves eight states and the District of Columbia." The letter advised that "[o]ur states are committed to doing our part and to contributing funding, personnel and resources" and indicated that "[i]f the federal government will provide grants to pay for half of the cost of the project," then "the Port Authority, New York and New Jersey will take responsibility for developing a funding plan for the other half" (the "Local Share"), "[c]onvening all relevant agencies, and utilizing the proposed federal low-interest loan, local funding sources, and other funding strategies necessary to complement the federal grant commitment."

On November 12, 2015, the Governors of the States of New York and New Jersey and United States Senators Booker and Schumer announced a framework under which the federal government would cover no less than 50 percent of the costs of the Gateway Program using grants and other federal funding (the "Federal Share"). The announcement also contemplated the establishment of a development corporation to oversee the advancement of the Gateway Program.

As reported to the Board at its meeting on December 10, 2015, such corporation or other similar entity (now anticipated to be named "Gateway Program Development Corporation" or "GPDC"), the GPDC will cooperate with the United States Department of Transportation ("USDOT") and the National Railroad Passenger Corporation ("Amtrak") to identify and maximize federal grant opportunities, as well as a potential financing plan, including the utilization of low-interest loans under federal programs, for the Gateway Program.

As reported to the Board on March 24, 2016, the Gateway Program includes the construction of two replacement tubes connecting New York Penn Station ("PSNY") and New Jersey, the completion of a concrete casing to preserve tunnel right-of-way around the future tracks on the West Side of Manhattan leading from the new tunnel to PSNY, the replacement of the Portal Bridge and the Sawtooth Bridge in New Jersey, and the expansion of PSNY, Newark Penn Station in New Jersey, and Secaucus Junction in New Jersey.

It has since been determined that the first phase of the Gateway Program will include the construction of the two replacement tubes, the rehabilitation of the existing tunnel, the completion of the concrete casing, and the replacement of the Portal Bridge.

On July 14, 2016, the Gateway Program's first phase was accepted in the Project Development phase of the Federal Transit Administration's Capital Investment Grant Program ("Federal Grant Program"). This Federal Grant Program is expected to provide a significant portion of the Federal Share of funds for the Gateway Program. The Local Share for the Gateway Program is expected to be financed through loans obtained by GPDC from the federal Railroad Rehabilitation and Improvement Financing ("RRIF") Program, and/or the federal Transportation Infrastructure Finance and Innovation Act ("TIFIA") Program.

As design, planning, and other pre-construction activities are advanced for the tunnel and right-of-way preservation elements, the replacement of the Portal Bridge is being advanced as an early project in Phase 1, due to the completion of its design and environmental permitting process.

The Portal Bridge, which crosses the Hackensack River in New Jersey, was built in 1910 as part of the Pennsylvania Railroad's extension from New Jersey to Manhattan. Owned by Amtrak, the bridge serves approximately 450 New Jersey Transit Corporation and Amtrak trains, providing approximately 200,000 passenger trips every weekday. The Portal North Bridge Project ("Project") would improve reliability by providing for the replacement of the existing 106-year-old movable bridge with a fixed bridge with a higher vertical clearance. The current bridge is prone to frequent mechanical failure, thereby severing New York's access to an important segment of the workforce and a large portion of the national intercity rail network.

In support of a portion of the Local Share of the Project, it was recommended that the Executive Director be authorized to enter into an agreement with GPDC ("Funding Agreement"), subsequent to GPDC's incorporation, that would provide for payment by the Port Authority to GPDC of amounts equal to the scheduled annual debt service, when due without acceleration, and any fees, costs, or expenses associated with any low-interest federal RRIF or TIFIA loan or loans to be obtained by the GPDC ("Federal Loan"), provided that each of the following conditions is complied with: (1) if the principal of the Federal Loan does not exceed $284 million, the Port Authority shall pay amounts equal to the scheduled annual debt service, and if the principal of the Federal Loan exceeds $284 million, the amount of the Port Authority's contribution in partial support of the scheduled annual debt service shall not exceed the amount that the Port Authority determines, using RRIF or TIFIA guidelines, would be equal to the scheduled annual debt service on a Federal Loan with a principal of $284 million; (2) the total amount paid by the Port Authority in support of any associated fees, costs, or expenses—not including interest, but including any credit risk premium set by USDOT—shall not exceed $18 million; (3) the proceeds of the Federal Loan are used for no purpose other than the Project; (4) the Port Authority shall not be the borrower, guarantor, or co-applicant with respect to the Federal Loan; (5) the Port Authority shall not be responsible for any other payment, liability, or obligation with respect to the Project, including any possible cost overruns or project funding gaps; and (6) the terms of the Federal Loan are reasonable and appropriate for the benefit of the GPDC; and (7) the organizational documents of the GPDC shall be acceptable to the General Counsel of the Port Authority in his sole discretion.

It was recommended that, prior to the execution of the Funding Agreement, General Counsel or his designee would render a legal opinion, indicating whether payments to GPDC in support of the Project are authorized by the Port Compact and the various Port Authority statutes.

A facility certification is required, which must be made before the execution of such Funding Agreement.

If any part of the payments pursuant to the Funding Agreement are to be subordinated obligations, such part would be structured in the following manner: any such payments thereunder would be a special obligation of the Port Authority, payable from net revenues deposited to the Consolidated Bond Reserve Fund, and in the event such net revenues were insufficient therefor, from other moneys of the Port Authority legally available for such payments when due. Any such payments under the Funding Agreement would be subject in all respects to payment of debt service on Consolidated Bonds, as required by the applicable provisions of the Consolidated Bond Resolution, and payment into the General Reserve Fund of the amount necessary to maintain the General Reserve Fund at the amount specified in the General Reserve Fund statutes. Any such payment under the Funding Agreement would not be secured by or payable from the General Reserve Fund. Additionally, the Port Authority's special obligation with respect to any such payment under the Funding Agreement would not create any lien on, pledge of, or security interest in, any revenues, reserve funds, or other property of the Port Authority.

If any part of the payments pursuant to the Funding Agreement would not be subordinated obligations, such part would be made in accordance with the applicable provisions of the Consolidated Bond Resolution and the several applicable Resolutions Establishing and Authorizing the Issuance of Consolidated Bonds.

Pursuant to the foregoing report, the following resolution was adopted.

> **RESOLVED**, that, in support of a portion of the Portal North Bridge Project ("Project") component of the Gateway Program, the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into an agreement (Funding Agreement) with the Gateway Program Development Corporation (GPDC), subsequent to GPDC's incorporation, that would provide for payment by the Port Authority to GPDC of amounts equal to the scheduled annual debt service, when due without acceleration, and any fees, costs, or expenses associated with any low-interest federal Railroad Rehabilitation and Improvement Financing (RRIF) or Transportation Infrastructure Finance and Innovation Act (TIFIA) loan or loans to be obtained by the GPDC ("Federal Loan"), provided that each of the following conditions is complied with: (1) if the principal of the Federal Loan does not exceed $284 million, the Port Authority shall pay amounts equal to the scheduled annual debt service, and if the principal of the Federal Loan exceeds $284 million, the amount of the Port Authority's contribution in partial support of the scheduled annual debt service shall not exceed the amount that the Port Authority determines, using RRIF or TIFIA guidelines, would be equal to the scheduled annual debt service on a Federal Loan with a principal of $284 million; (2) the total amount paid by the Port Authority in support of any associated fees, costs, or expenses—not including interest, but including any credit risk premium set by USDOT—shall not exceed $18 million; (3) the proceeds of the Federal Loan are used for no purpose other than the Project; (4) the Port Authority shall not be the borrower, guarantor, or co-applicant with respect to the Federal Loan; (5) the Port Authority shall not be

responsible for any other payment, liability, or obligation with respect to the Project, including any possible cost overruns or project funding gaps; and (6) the terms of the Federal Loan are reasonable and appropriate for the benefit of the GPDC; and (7) the organizational documents of the GPDC shall be acceptable to the General Counsel of the Port Authority in his sole discretion; and it is further

**RESOLVED**, that, prior to the execution of the Funding Agreement, General Counsel or his designee shall render a legal opinion indicating whether payments to GPDC for the Project are authorized by the Port Compact and the various Port Authority statutes; and it is further

**RESOLVED**, that, a facility certification is required before such contract or agreement can be executed in support of any Federal Loan applied for by GPDC, which must be made before the execution of such Funding Agreement; and it is further

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

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