

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

**MINUTES
May 26, 2005**

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, May 26, 2005, at 225 Park Avenue South, City, County and State of New York.

PRESENT:

NEW JERSEY

Hon. Anthony R. Coscia, Chairman
 Hon. Angelo J. Genova
 Hon. Raymond M. Pocino
 Hon. Anthony J. Sartor
 Hon. Jack G. Sinagra
 Hon. David S. Steiner

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. Bruce A. Blakeman
 Hon. Henry R. Silverman

Kenneth J. Ringler Jr., Executive Director
 Darrell B. Buchbinder, General Counsel
 Karen E. Eastman, Secretary

Gwendolyn Archie, Senior Administrator, Office of the Secretary
 A. Paul Blanco, Chief Financial Officer
 Gregory G. Burnham, Chief Technology Officer
 Ernesto L. Butcher, Chief Operating Officer
 Timothy Castano, Senior Business Consultant, Office of the Chairman
 Anthony B. Ciavolella, Public Information Officer, Public Affairs
 Arthur J. Cifelli, Deputy Chief of Staff
 Steven J. Coleman, Public Information Officer, Public Affairs
 Anthony G. Cracchiolo, Director, Priority Capital Programs
 William R. DeCota, Director, Aviation
 John C. Denise, Supervisor, Audio Visual/Photography, Public Affairs
 Michael P. DePallo, Director, PATH
 Pasquale DiFulco, Public Information Officer, Public Affairs
 Francis A. DiMola, Director, Real Estate
 John J. Drobny, Director, Project Management
 Michael G. Fabiano, Comptroller
 James P. Fox, Deputy Executive Director
 Michael B. Francois, Chief of Real Estate/Regional and Economic Development
 Linda C. Handel, Assistant Secretary
 L. Jay Hector, Senior Policy Advisor to the Executive Director/Vice-Chairman
 Edward L. Jackson, Director, Financial Services
 Howard G. Kadin, Senior Attorney, Law
 Victoria C. Kelly, Director, Tunnels, Bridges and Terminals
 Kevin J. Kirchman, Deputy Director, Public Affairs
 Louis J. LaCapra, Chief Administrative Officer
 Richard M. Larrabee, Director, Port Commerce
 Shawn K. Laurenti, Director, Government and Community Affairs
 Francis J. Lombardi, Chief Engineer
 Robert F. Lurie, Chief of Strategic Planning
 Stephen Marinko, Attorney, Law
 James E. McCoy, Manager, Board Management Support, Office of the Secretary
 Anne Marie C. Mulligan, Treasurer
 Lynn A. Nerney, Senior Administrator, Office of the Secretary
 Michael A. Petralia, Chief of Public and Government Affairs

Samuel J. Plumeri, Jr., Superintendent of Police/Director, Public Safety
Alan L. Reiss, Deputy Director, Aviation
Edmond F. Schorno, Chief of Staff
Lysa C. Scully, Assistant Director, Customer, Cargo, Concessions and Airport Services, Aviation
Kenneth W. Snapp, Senior Policy Advisor, Office of the Deputy Executive Director
Gerald B. Stoughton, General Manager, Forecasting and Capital Planning, Financial Services
Ralph Tragale, Client Manager, Government and Community Affairs
Sheree R. Van Duyne, Manager of Policies and Protocol, Office of the Secretary
Peter J. Zipf, Deputy Chief Engineer

The public session was called to order by Chairman Coscia at 2:00 p.m. and ended at 2:20 p.m. The Board met in executive session prior to the public session.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of April 27, 2005. She reported that copies of these Minutes were sent to all of the Commissioners and to the Governors of New York and New Jersey. She reported further that the time for action by the Governors of New York and New Jersey has expired.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Committee on Finance

The Committee on Finance reported, for information, on matters discussed and action taken in executive session at its meeting on May 26, 2005, which included discussion of certain contract matters, matters related to or which could impact upon the issuance, sale, resale, or redemption of Port Authority bonds, notes or other obligations, and matters which could affect the competitive economic position of the Port Authority, the Port District or businesses with which we deal, in addition to matters filed with the Committee pursuant to Board action or separately reported to the Board of Commissioners at this meeting of the Board, and the report was received and is included with these minutes.

Report of Committee on Construction

The Committee on Construction reported, for information, on matters discussed at its meeting on May 26, 2005, which included discussion of a contract to repair or replace damaged timber fender systems at Port Authority Marine Terminal facilities, in addition to matters filed with the Committee pursuant to Board action or separately reported to the Board of Commissioners at this meeting of the Board, and the report was received and is included with these minutes.

Report of Committee on Operations

The Committee on Operations reported, for information, on matters discussed in executive session at its meeting on May 26, 2005, which included discussion of lease matters, in addition to matters filed with the Committee pursuant to Board action or separately reported to the Board of Commissioners at this meeting of the Board, and the report was received and is included with these minutes.

Staff Reports

Presentations were made by staff on the World Trade Center Artifacts Preservation Program and Customer Service enhancements at various Port Authority facilities.

JOHN F. KENNEDY INTERNATIONAL AIRPORT – INCREASE IN PROGRAM AUTHORIZATION FOR WORLD TRADE CENTER ARTIFACTS PRESERVATION AND OPERATION AND MAINTENANCE SERVICES FOR HANGAR 17 – AWARD OF SUPPLEMENTAL AGREEMENT

It was recommended that the Board authorize an increase estimated at \$4.9 million in the authorization for the World Trade Center (WTC) Artifacts Program (Program), resulting in a total authorization of \$10.65 million, for: (1) continued storage, inventory and preservation of the artifacts; (2) award of a supplemental operation and maintenance services contract for Hangar 17 at John F. Kennedy International Airport (JFK), where the artifacts are stored, to Meridian Management Corporation (Meridian) at an estimated cost of \$525,000; and (3) provision of necessary capital improvements (for structural building maintenance) to address deficiencies at Hangar 17.

On October 24, 2002, the Board authorized the Program to protect, catalog, decontaminate and store artifacts from the WTC site that have been collected by the Port Authority since September 11, 2001, at an estimated cost of \$5.75 million, for an estimated four-year period, and authorized the Executive Director to ratify or enter into contracts for professional services and such other agreements as may be necessary to effectuate the Program. Hangar 17 (formerly a Tower Air hangar) at JFK was made available to accommodate all the artifacts in an organized fashion, in addition to a decontamination chamber. In April 2004, and again in April 2005, the Port Authority publicly reaffirmed this commitment as part of the historic resources evaluation process set forth in Section 106 of the National Historic Preservation Act of 1966.

Pursuant to the current authorization, a Port Authority call-in consultant, Voorsanger and Associates (Voorsanger), and its sub-consultant, Art Preservation Services (APS), were retained to provide architectural, technical and conservation services related to the artifacts archive. Through these consultants, the archive has been able to have access to and draw upon the resources of a range of curators and conservators who have provided specialized knowledge and input, ensuring the integrity of the objects and collections is appropriately maintained.

At the same time, Hangar 17 was prepared to receive more than 800 objects, including tremendous weights and lengths of steel, and to provide an adequate working environment for the overall upkeep, visitation and conservation efforts. This included the installation of a new metal-halide lighting system, ongoing oversight and maintenance of the boiler system, a thorough and hygienic initial cleaning and ongoing cleaning and routine maintenance efforts. In addition, the roof was patched.

Through 2003, a “cleaning” program was developed for the artifacts. Subsequently, the cleaning area and enclosure have been used as a sealed, dehumidified storage area for more than 20 vehicles that are part of the collection.

Voorsanger also developed a cataloging system to number and photograph all objects. A two-volume inventory entitled *WTC Archive: Artifacts Inventory Report* was prepared and completed in October 2004. The volume catalogues the 800-plus objects that are stored in Hangar 17. Additional artifacts identified for the archive also will be catalogued, and the inventory will be updated periodically.

Through 2004, specialized maintenance services were provided at Hangar 17 through existing agreements. In late 2004 these agreements expired. Since that time, no specialized maintenance services have been available. In addition, in December 2004, emergency repairs to the Hangar 17 roof were required to repair leaks that were threatening the artifacts.

Through early 2005, approximately \$4.1 million has been expended for the transport, storage, decontamination, cleaning (stabilization) and inventory of the artifacts. It is expected that the Port Authority will maintain custody of these artifacts for five to seven years, and more permanent storage and maintenance arrangements therefore are necessary.

Staff advised that, in order for the Port Authority to continue its commitments made in agreements with federal and state agencies concerning the preservation of these important artifacts, the preservation activities need to be continued, and an additional scope of work in terms of construction and operations and maintenance of the hangar needs to be advanced. The bidding of a construction contract is anticipated in the near future for hangar repairs and artifact enclosure construction and modifications.

The general Program scope includes staff management, consulting services and use of contractors to continue to provide architectural, technical, conservation, and general maintenance services with respect to the WTC artifacts. Staff would perform general oversight of archive consultants and Hangar 17 operations and maintenance. Staff also would coordinate with the Lower Manhattan Development Corporation (LMDC) and related parties to develop and track the long-term future of the artifact archive. The archive consultants (Voorsanger, APS and Severud Associates) would perform general hangar oversight via inspections of the hangar and its contents (tarp protective coverings of artifacts, dehumidifier and hygrothermograph monitoring), and artifact storage design. Consultant tasks may also include, but not be limited to, archive research (steel from both WTC towers, the antennae, vehicles, column signatures and dedications, etc.) through interface with cultural and educational institutions and obtaining expertise on the long-term future of the archive (in relation to the WTC Memorial Center, as well as other installations).

The construction contract is anticipated to provide for: Hangar 17 roof rehabilitation, beyond immediate repairs recently completed, to extend the useful life of the roof for five to seven years, bird-proofing, sliding hangar door repair, modification of designated hangar man-doors, construction of a fence around a portion of the hangar, and miscellaneous repairs on an as-needed basis. In terms of the artifacts themselves, additional protective enclosures for recently removed (from the WTC site) parking columns and slabs and the last column delivered and modifications to existing enclosures housing the vehicles and antennae are expected to be included.

An existing contract with Meridian for operation and maintenance services for buildings at JFK would be supplemented to include the provision of mechanical equipment for and maintenance of artifact protective structures, removal and replacement of tarpaulins for the protection of steel items and other artifacts, and the movement and relocations of the artifacts themselves within Hangar 17. This contract also includes specialized maintenance services, including bird-proofing system maintenance, rodent/pigeon dropping removal, general cleaning services, painting, light carpentry, roof repairs for unexpected leaks as needed, re-lamping of metal-halide lights, dehumidifier maintenance and the opening/closing of hangar doors. Meridian was solicited to perform this work as a result of currently being mobilized at the JFK facility, where they perform basic operations and maintenance services at Hangar 17 as specified in their existing contract at JFK.

Although a substantial portion of the existing inventory will be utilized at the WTC Memorial Center, final disposition of the remaining artifacts is to be determined. This may include permanent loan to other museum facilities and/or public organizations. Failure to authorize additional funds for this project could result in damage to the artifacts and would severely jeopardize the progress and overall efforts of this important preservation and conservation program. The Program is an important endeavor to memorialize the tragic events of September 11th and honor those who were lost in the attacks for generations to come.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Coscia, Gargano, Genova, Pocino, Sartor, Silverman, Sinagra and Steiner voting in favor; none against:

RESOLVED, that an increase estimated at \$4.9 million in the authorization for the World Trade Center Artifacts Program (Program), resulting in a total authorization of \$10.65 million, for: (1) continued storage, inventory and preservation of the artifacts; (2) award of a supplemental operation and maintenance services contract for Hangar 17 at John F. Kennedy International Airport, where the artifacts are stored, to Meridian Management Corporation at an estimated cost of \$525,000; and (3) provision of necessary capital improvements (for structural building maintenance) to address deficiencies at Hangar 17, be and it hereby is authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into contracts for professional and advisory services and construction services related to the foregoing Program as he deems in the best interest of the Port Authority, and to enter into such other agreements as may be necessary to effectuate the Program, subject to advising the Commissioners of individual contracts or agreements to be acted upon pursuant to this authorization prior to taking or authorizing such action; 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 supplemental agreement to an existing contract with Meridian Management Corporation to perform operation and maintenance services for Hangar 17 in connection with the Program, as outlined to the Board, at an estimated amount of \$525,000 for a 4-½ year term; and it is further

RESOLVED, that the form of all agreements in connection with the foregoing shall be subject to the approval of General Counsel or his authorized representative.

DOWNTOWN RESTORATION PROGRAM – PERMANENT WORLD TRADE CENTER PATH TERMINAL – INCREASE IN PLANNING AUTHORIZATION

It was recommended that the Board authorize an increase estimated at \$10 million in the planning authorization for the Permanent World Trade Center (WTC) Port Authority Trans-Hudson (PATH) system Terminal Project, resulting in a total planning authorization of \$95 million, to continue project design work, including the beginning of final design (Stage 3) and the preparation of plans to minimize impacts on the local community and the environment during construction and the development of necessary interagency project development agreements.

In December 2001, the Board authorized the expenditure of \$10 million to begin the conceptual design and engineering analysis work for a Permanent WTC PATH Terminal Project to fully restore and enhance the transportation functions at the WTC site that existed prior to September 11, 2001. (A PATH Restoration Program was separately authorized, including construction of a temporary WTC PATH Station that opened for service in November 2003).

In August 2002, the federal government announced the availability of up to \$4.55 billion in federal aid for Lower Manhattan transportation improvements, including combined Federal Emergency Management Agency (FEMA) and Federal Transit Administration (FTA) funds, to be administered by the FTA. In January 2003, New York Governor George E. Pataki identified priority projects for this funding, including the Permanent WTC PATH Terminal.

In July 2003, the Board authorized an additional \$50 million in expenditures for preliminary engineering and environmental analysis for the project. The FTA and the Port Authority executed a grant for preliminary engineering and environmental review, and agreed to the terms of a Project Development Agreement in December 2003.

In August 2003, the Port Authority selected the Downtown Design Partnership (principally consisting of STV and DMJM+Harris, in association with Santiago Calatrava) to provide architectural and engineering services for the project. Certain portions of the design work are also being performed by the Port Authority. In January 2004, the conceptual design for the project was publicly unveiled.

The environmental review of the Permanent WTC PATH Terminal Project pursuant to the National Environmental Policy Act (NEPA) was initiated in July 2003, with a draft Environmental Impact Statement (EIS) issued in March 2004. The final EIS was released in May 2005.

Concurrently with the NEPA review, a comprehensive analysis of historic resources that may be impacted by the project was undertaken pursuant to Section 106 of the National Historic Preservation Act. A Memorandum of Agreement signed by the Port Authority, FTA, American Council for Historic Preservation, and the New York State Historic Preservation Office was executed on April 19, 2005. Although the environmental review and approval processes for this project have been greatly accelerated from typical durations for such reviews, the necessary FTA Record of Decision for the project to formally proceed to final design and construction is not anticipated until June 2005.

The Permanent WTC PATH Terminal Project has been well received publicly and has the support of key constituents, including Lower Manhattan commuters, office workers, and businesses, as well as the local community and elected officials.

Preliminary engineering for the Permanent WTC PATH Terminal Project is essentially complete. The additional funds included under this authorization would accommodate the commencement of final design, advanced design work in conjunction with certain project elements, such as PATH infrastructure relocations and site preparation for the WTC PATH Terminal construction, as well as other construction planning efforts, including the preparation of contract documents and specifications, and the development of necessary interagency project development agreements.

Approximately 85 percent (\$1.7 billion) of expenditures associated with the contemplated project are eligible for recovery from the FTA grant for the Permanent WTC PATH Terminal, consistent with the terms of the grant, the project development agreement, and other applicable agreements with the FTA. The Port Authority commitment of up to \$300 million is attributable to insurance proceeds already received.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Coscia, Gargano, Genova, Pocino, Sartor, Silverman, Sinagra and Steiner voting in favor; none against:

RESOLVED, that an increase estimated at \$10 million in the planning authorization for the Permanent World Trade Center Port Authority Trans-Hudson system Terminal Project, resulting in a total authorization of \$95 million, to continue project design work, including the beginning of final design (Stage 3) and the preparation of plans to minimize impacts on the local community and the environment during construction and the development of necessary interagency project development agreements, be and it hereby is authorized.

THE TELEPORT – GLOBECAST NORTH AMERICA, INC. – LEASE AGREEMENT

It was recommended that the Board authorize the Executive Director to enter into a lease agreement with GlobeCast North America, Inc. (GlobeCast) for the leasing of approximately 11 acres of open area, known as the “Infield,” located at the Teleport in Staten Island, New York. The proposed lease would be for a 16.5-month term effective August 15, 2004, at an aggregate basic rental of approximately \$860,000, with two extension options each for an additional six months at negotiated rental rates, with additional rental of approximately \$721,000 in the event GlobeCast exercises both extension options.

GlobeCast subleased the 11-acre Infield site from an affiliated entity of AT&T Corp. (AT&T), on which site GlobeCast operated and maintained the 17 satellite dishes it owns and 5 satellite dishes owned by AT&T, and further subleased from AT&T a small portion of the nearby Telecenter Building for communications support. GlobeCast’s subleasing arrangement with AT&T was intended to extend throughout the term of AT&T’s previously approved ten-year lease agreement. However, AT&T later informed the Port Authority that as a result of a change in its real estate corporate strategy, it would not execute the proposed lease agreement. Accordingly, in order to maintain continuity of operations in its telecommunication business, GlobeCast offered to lease the Infield site from the Port Authority directly and to pay to the Port Authority monthly rentals higher than those AT&T agreed to pay under its proposed leasing arrangement. The proposed GlobeCast lease would have a shorter term than the lease term originally negotiated with AT&T, because GlobeCast has decided to consolidate the location of its satellite dish installations on property it owns on the West Coast of the United States.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Coscia, Gargano, Genova, Pocino, Sartor, Silverman, Sinagra and Steiner voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a lease agreement with GlobeCast North America, Inc. covering the letting of approximately 11 acres of open area located at the Teleport for an approximate 16.5-month term, with two six-month extension options, substantially in accordance with the terms and conditions outlined to the Board, or on such other terms and conditions as the Executive Director deems appropriate, subject to the conditions set forth in the following delegation; and it is further

RESOLVED, that the Committee on Operations be and it hereby is authorized to approve the final terms and conditions of the foregoing agreement in the event the rental payment terms and/or the term of the letting are not substantially in accordance with the terms outlined to the Board; and it is further

RESOLVED, that the form of the foregoing agreement shall be subject to the approval of General Counsel or his authorized representative.

PORT AUTHORITY COMMERCIAL PAPER OBLIGATIONS – REPORT

Prudent financial planning makes it desirable for the Authority to continue the authorization for commercial paper obligations that is presently scheduled to expire on December 31, 2005. Since its inception in 1982, and through its expansion into two series (Series A and Series B) in 1988, the Authority's commercial paper obligations have been an efficient means of providing for capital expenditures on an interim basis. Generally, as outstanding commercial paper notes approach authorized limits, such notes are refunded with other obligations of the Authority.

The proposed extension would provide for the issuance of commercial paper obligations through December 31, 2010, generally consistent with the Authority's current practices.

Currently, the aggregate principal amount of commercial paper notes which may be outstanding at any one time is \$500 million, on the basis that the aggregate principal amount of Series A outstanding at any one time may not exceed \$300 million and the aggregate principal amount of Series B outstanding at any one time may not exceed \$200 million.

The principal of and interest on the commercial paper obligations of each series would continue to be a special obligation of the Authority payable from the proceeds of obligations issued for such purposes, including Consolidated Bonds issued in whole or in part for such purposes, or from certain specified net revenues deposited to the Consolidated Bond Reserve Fund, and in the event such proceeds or net revenues are insufficient therefor, from other moneys of the Authority legally available for such payments when due. The principal of and interest on the commercial paper obligations would not be payable from the General Reserve Fund, and the payment thereof would be subject in all respects to (1) payment of debt service on Consolidated Bonds as required by the applicable provisions of the Consolidated Bond Resolution; and (2) 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.

Commercial paper obligations of each series issued prior to the commencement of the issuance of commercial paper obligations of such series under today's recommended action and outstanding thereafter would continue to be subject to the Port Authority Commercial Paper Resolution, as adopted on June 29, 2000. While such previously issued commercial paper obligations are outstanding, their aggregate principal amount would be taken into account in determining the maximum aggregate principal amount of commercial paper obligations that could be issued under today's recommended action. Upon the commencement of the issuance of commercial paper obligations of each series under today's recommended action, no further obligations of such series would be issued under the Port Authority Commercial Paper Resolution, as adopted on June 29, 2000.

In order to effectively market tax-exempt commercial paper notes, it continues to be necessary for issuers to have a separate credit facility in support of the payment of such commercial paper notes at maturity. In view of the Authority's continued strong financial rating, a line of credit in the form of a stand-by revolving credit facility continues to be sufficient. The selection of the banking institution or institutions which would provide the stand-by revolving

credit facilities for each series of commercial paper obligations would be based on a request for proposals process.

In view of the satisfactory services provided by Goldman, Sachs & Co. (Goldman) and Lehman Brothers Inc. (Lehman), as commercial paper dealers, Goldman would be reappointed as the exclusive dealer for Series A and Lehman would be reappointed as the exclusive dealer for Series B, in each case, on essentially the same terms and conditions currently in effect.

In view of the satisfactory services provided by JP Morgan Chase Bank (JP Morgan Chase), as the issuing and paying agent for the commercial paper notes of both series, JP Morgan Chase would be reappointed as such issuing and paying agent, on essentially the same terms and conditions currently in effect.

An authorized officer would also be authorized to take any action which such authorized officer deems appropriate to effectuate the issuance of commercial paper obligations, including the authorization and approval of the appointment of, and agreements with, one or more additional or substitute dealers, issuing and paying agents, or providers of stand-by revolving credit facilities. Any such agreements would contain terms and conditions not inconsistent with the extended authorization. Additionally, General Counsel would be authorized to take all action with respect to the continuation of the law firm of Orrick, Herrington & Sutcliffe LLP, which, together with General Counsel, has acted as bond counsel for commercial paper obligations since January 1988, in such capacity, in connection with the Authority's continuing issuance of commercial paper obligations.

Public hearings, consistent with and to the extent provided by the public approval provisions of the Internal Revenue Code of 1986, were held on November 17, 2004, in connection with the Authority's current plan of financing, pursuant to public notices published on November 1, 2004, in *The New York Times* and in *The Star-Ledger*. In pertinent part, the public notices described various series of short, intermediate and long term obligations to be issued under such plan of financing, including "Commercial Paper Obligations under an amended and supplemented Port Authority Commercial Paper Resolution in a total aggregate principal amount of up to \$500 million". Various actions were previously taken by the Board under such plan of financing in connection with other obligations included therein on November 18, 2004.

PORT AUTHORITY COMMERCIAL PAPER OBLIGATIONS – RESOLUTION

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Gargano, Genova, Pocino, Sartor, Silverman and Sinagra voting in favor; none against; Commissioners Coscia and Steiner recused:

WHEREAS, The Port Authority of New York and New Jersey (hereinafter referred to as the Authority) has been authorized and empowered to issue bonds, notes, or other obligations or evidences of indebtedness to provide capital funds for the financing of its facilities; and

WHEREAS, on September 9, 1982, the Authority established and authorized an issue of special obligations known as “Port Authority Commercial Paper”; and

WHEREAS, the authorization for the issuance of commercial paper obligations, which has been amended and supplemented from time to time since 1982, presently provides, as a result of the June 29, 2000 amendment and supplement, for an aggregate principal amount of commercial paper obligations to be outstanding at any one time not in excess of Five Hundred Million Dollars (\$500,000,000), with commercial paper obligations to be issued in two separate series, with the aggregate principal amount of Series A outstanding at any one time not to be in excess of Three Hundred Million Dollars (\$300,000,000) and with the aggregate principal amount of Series B outstanding at any one time not to be in excess of Two Hundred Million Dollars (\$200,000,000), and with the final maturity date of any of such obligations to be not later than December 31, 2005; and

WHEREAS, the Authority has determined to authorize a further amendment of and supplement to the authorization for the issuance of commercial paper obligations providing for Port Authority Commercial Paper Obligations (such term and all other terms of special meaning having the meaning ascribed to such terms in or pursuant to Article I of this Resolution) to be issued on and after the Effective Date for a period ending on December 31, 2010, in two separate series including stand-by revolving credit facilities, in unlimited aggregate principal amounts during such period; *provided, however*, that the aggregate principal amount of Port Authority Commercial Paper Obligations, Series A, outstanding at any one time during such period shall not exceed Three Hundred Million Dollars (\$300,000,000), and the aggregate principal amount of Port Authority Commercial Paper Obligations, Series B, outstanding at any one time during such period shall not exceed Two Hundred Million Dollars (\$200,000,000), with the proceeds thereof to be applied in accordance with the provisions of Section 2.04 of this Resolution; and

WHEREAS, Port Authority Commercial Paper Obligations shall be an issue of special obligations of the Authority payable from the sources of payment and to the extent provided in Section 2.03 of this Resolution;

NOW, THEREFORE, be it resolved by the Authority that the resolution of September 9, 1982 (appearing at pages 263 *et seq.* of the Official Minutes of the Authority of that date), as heretofore amended and supplemented by the resolutions of June 9, 1983 (appearing at pages 251 *et seq.* of the Official Minutes of the Authority of that date), of October 13, 1983 (appearing at pages 395 *et seq.* of the Official Minutes of the Authority of that date), of July 11, 1985 (appearing at pages 297 *et seq.* of the Official Minutes of the Authority of that date), of

November 14, 1985 (appearing at pages 411 *et seq.* of the Official Minutes of the Authority of that date), of January 7, 1988 (appearing at pages 6 *et seq.* of the Official Minutes of the Authority of that date), of October 11, 1990 (appearing at pages 450 *et seq.* of the Official Minutes of the Authority of that date), of November 9, 1995 (appearing at pages 504 *et seq.* of the Official Minutes of the Authority of that date) and of June 29, 2000 (appearing at pages 327 *et seq.* of the Official Minutes of the Authority of that date), is hereby further amended and supplemented, with respect to Port Authority Commercial Paper Obligations to be issued on and after the Effective Date, to read as follows:

ARTICLE I. DEFINITIONS.

Unless the context shall clearly indicate some other meaning or may otherwise require, the terms defined in this Article I shall, for all purposes of this Resolution and of any resolution amendatory hereof or supplemental hereto and of any opinion, instrument or document herein or therein mentioned (unless otherwise defined therein), have the meanings specified in this Article I, with the following definitions to be equally applicable to both the singular and plural forms of any terms defined in this Article I and *vice versa*. Any words or phrases not otherwise defined in this Article I and specifically defined in the Consolidated Bond Resolution shall be read and construed in accordance with such specific definitions (except as herein otherwise expressly provided or unless the context otherwise requires).

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; Deputy Executive Director; Chief Financial Officer; Treasurer; or Assistant Treasurer of the Authority.

The term “Consolidated Bond Reserve Fund” shall mean the special fund by that name established by Section 7 of the Consolidated Bond Resolution.

The term “Consolidated Bond Resolution” shall mean the resolution of the Authority adopted October 9, 1952, entitled “*Consolidated Bonds-Establishment of Issue*”.

The term “Consolidated Bonds” shall mean the issue of obligations of the Authority known as “Consolidated Bonds” (which also includes short-term bonds known as “Consolidated Notes”).

The term “Effective Date” shall mean, with respect to each series of Port Authority Commercial Paper Obligations, the date on which Notes of such series are initially issued.

The term “Final Maturity Date” shall mean December 31, 2010.

The term “General Reserve Fund” shall mean the special fund by that name established by the General Reserve Fund Statutes.

The term “General Reserve Fund Resolution” shall mean the resolution of the Authority adopted March 9, 1931, entitled “*General Reserve Fund Supporting Bonds Legal for Investment*”, as amended by the resolution of the Authority adopted May 5, 1932, entitled “*Investments: Authority of Finance Committee*”, as further amended by the Consolidated Bond Resolution to conform to the provisions of Section 6 of the Consolidated Bond Resolution.

The term “General Reserve Fund Statutes” shall mean Chapter 5 of the Laws of New Jersey of 1931, as amended, and Chapter 48 of the Laws of New York of 1931, as amended.

The term “Maturity Date” shall mean the date on which the principal of and interest on any of the Port Authority Commercial Paper Obligations is due and owing to the holder thereof.

The term “Net Revenues”, solely for the purpose of this Resolution, shall mean, with respect to any date of calculation, the revenues of the Authority pledged under the Consolidated Bond Resolution and remaining after (1) payment or provision for payment of debt service on Consolidated Bonds as required by the applicable provisions of the Consolidated Bond Resolution; (2) 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; and (3) applications to purposes authorized in accordance with Section 7 of the Consolidated Bond Resolution.

The term “Notes” shall mean any Series A Notes or Series B Notes.

The term “Port Authority Commercial Paper Obligations” shall mean the issue of special obligations of the Authority known as “Port Authority Commercial Paper Obligations”.

The term “Port Authority Commercial Paper Obligations Resolution” or “this Resolution” shall mean this resolution of the Authority adopted May 26, 2005, entitled “*Port Authority Commercial Paper Obligations Resolution*”, including any amendments, modifications or supplements hereto.

The term “Port Authority Commercial Paper Obligations, Series A” shall mean the series of Port Authority Commercial Paper Obligations known as “Port Authority Commercial Paper Obligations, Series A”, including any Series A Note and Series A Bank Note.

The term “Port Authority Commercial Paper Obligations, Series B” shall mean the series of Port Authority Commercial Paper Obligations known as “Port Authority Commercial Paper Obligations, Series B”, including any Series B Note and Series B Bank Note.

The term “Prior Series A Commercial Paper Obligations” shall mean those commercial paper obligations designated as “Series A”, which were issued by the Authority prior to the Effective Date and which are outstanding on and after the Effective Date.

The term “Prior Series B Commercial Paper Obligations” shall mean those commercial paper obligations designated as “Series B”, which were issued by the Authority prior to the Effective Date and which are outstanding on and after the Effective Date.

The term “Series A Advance” shall mean any borrowing by the Authority under a Series A Revolving Credit Agreement with respect to a Series A Note Settlement Deficiency.

The term “Series A Bank Note” shall mean the promissory note of the Authority, issued on the terms set forth in a Series A Revolving Credit Agreement to evidence the cumulative principal amount of Series A Advances and any repayment of Series A Advances.

The term “Series A Dealer” shall mean any dealer in sales of Series A Notes appointed by the Authority pursuant to Section 2.14 of this Resolution.

The term “Series A Dealer Agreement” shall mean an agreement, including any amendments, modifications or supplements thereto, authorized pursuant to Section 2.14 of this Resolution.

The term “Series A Issuing and Paying Agent” shall mean an issuing and paying agent for Series A Notes appointed by the Authority pursuant to Section 2.06 of this Resolution.

The term “Series A Issuing and Paying Agent Agreement” shall mean an agreement, including any amendments, modifications or supplements thereto, authorized pursuant to Section 2.06 of this Resolution.

The term “Series A Note Settlement Deficiency” shall mean the amount by which the sum of the principal of and interest on any Series A Notes payable on any Maturity Date exceeds the amount of moneys available in a Series A Settlement Account for such payment on such Maturity Date.

The term “Series A Notes” shall mean any commercial paper note or notes constituting all or a portion of Port Authority Commercial Paper Obligations, Series A.

The term “Series A Revolving Credit Agreement” shall mean an agreement, including any amendments, modifications or supplements thereto, authorized pursuant to Section 2.12 of this Resolution.

The term “Series A Settlement Account” shall mean an account, authorized pursuant to Section 3.01 of this Resolution.

The term “Series B Advance” shall mean any borrowing by the Authority under a Series B Revolving Credit Agreement with respect to a Series B Note Settlement Deficiency.

The term “Series B Bank Note” shall mean a promissory note of the Authority, issued on the terms set forth in a Series B Revolving Credit Agreement to evidence the cumulative principal amount of Series B Advances and any repayment of Series B Advances.

The term “Series B Dealer” shall mean any dealer in sales of Series B Notes appointed by the Authority pursuant to Section 2.15 of this Resolution.

The term “Series B Dealer Agreement” shall mean an agreement, including any amendments, modifications or supplements thereto, authorized pursuant to Section 2.15 of this Resolution.

The term “Series B Issuing and Paying Agent” shall mean an issuing and paying agent for Series B Notes appointed by the Authority pursuant to Section 2.07 of this Resolution.

The term “Series B Issuing and Paying Agent Agreement” shall mean an agreement, including any amendments, modifications or supplements thereto, authorized pursuant to Section 2.07 of this Resolution.

The term “Series B Note Settlement Deficiency” shall mean the amount by which the sum of the principal of and interest on any Series B Notes payable on any Maturity Date exceeds the amount of moneys available in a Series B Settlement Account for such payment on such Maturity Date.

The term “Series B Notes” shall mean any commercial paper note or notes constituting all or a portion of Port Authority Commercial Paper Obligations, Series B.

The term “Series B Revolving Credit Agreement” shall mean an agreement, including any amendments, modifications or supplements thereto, authorized pursuant to Section 2.13 of this Resolution.

The term “Series B Settlement Account” shall mean an account, authorized pursuant to Section 3.02 of this Resolution.

ARTICLE II. ESTABLISHMENT, AUTHORIZATION, TERMS AND ISSUANCE.

SECTION 2.01. Establishment and Authorization of the Issue of Commercial Paper Obligations.

An issue of special obligations of the Authority to be known as “Port Authority Commercial Paper Obligations” is established under this Resolution. Port Authority Commercial Paper Obligations shall be payable from the sources of payment and to the extent provided in Section 2.03 of this Resolution.

The issuance of Port Authority Commercial Paper Obligations in two separate series, to be known as “Port Authority Commercial Paper Obligations, Series A”, and “Port Authority Commercial Paper Obligations, Series B”, respectively, in accordance with the provisions of this Resolution, is authorized.

Port Authority Commercial Paper Obligations, Series A, may be issued in an unlimited aggregate principal amount for the purposes set forth in Section 2.04 of this Resolution for such series; *provided, however*, that the total aggregate principal amount of Port Authority Commercial Paper Obligations, Series A, which may be outstanding at any one time shall not exceed Three Hundred Million Dollars (\$300,000,000), taking into account the principal amount

of the Prior Series A Commercial Paper Obligations, until the Prior Series A Commercial Paper Obligations are no longer outstanding in accordance with their terms.

Port Authority Commercial Paper Obligations, Series B, may be issued in an unlimited aggregate principal amount for the purposes set forth in Section 2.04 of this Resolution for such series; *provided, however*, that the total aggregate principal amount of Port Authority Commercial Paper Obligations, Series B, which may be outstanding at any one time shall not exceed Two Hundred Million Dollars (\$200,000,000), taking into account the principal amount of the Prior Series B Commercial Paper Obligations, until the Prior Series B Commercial Paper Obligations are no longer outstanding in accordance with their terms.

In any computation under this Resolution of the total aggregate principal amount of Port Authority Commercial Paper Obligations (or of any series thereof) outstanding at any one time (including the Prior Series A Commercial Paper Obligations and the Prior Series B Commercial Paper Obligations), if an obligation (or portion thereof) issued or incurred by the Authority solely for the purpose of refunding any Port Authority Commercial Paper Obligations, Series A, or Port Authority Commercial Paper Obligations, Series B, or Prior Series A Commercial Paper Obligations, or Prior Series B Commercial Paper Obligations, is outstanding at the same time as such Port Authority Commercial Paper Obligations, Series A, or Port Authority Commercial Paper Obligations, Series B, or Prior Series A Commercial Paper Obligations, or Prior Series B Commercial Paper Obligations, to be refunded, then such Port Authority Commercial Paper Obligations, Series A, or Port Authority Commercial Paper Obligations, Series B, or Prior Series A Commercial Paper Obligations, or Prior Series B Commercial Paper Obligations, to be refunded, shall not be deemed to be outstanding for the purposes of such computation.

SECTION 2.02. General Terms of the Notes.

Unless otherwise determined by an Authorized Officer, the Notes shall be (1) issued on a book-entry basis under a fully registered master certificate, registered as to both principal and interest in the name of a qualified securities depository (or its nominee), as the sole registered holder of the Series A Notes and the Series B Notes, respectively; (2) evidenced by book entries (without certificates issued by the Authority) made on the books and records of the qualified securities depository (or its nominee), which is the sole registered holder of the Series A Notes and the Series B Notes, respectively, as appropriate, in the denomination of One Hundred Thousand Dollars (\$100,000) or any larger denomination that is an integral multiple of Five Thousand Dollars (\$5,000) in excess thereof; and (3) dated the date of the book entry evidencing their delivery under this Resolution.

The Notes shall mature on such Maturity Dates as shall be determined by an Authorized Officer; *provided, however*, that the term of any Note shall not exceed two hundred seventy (270) days; and *provided further, however*, that no Note shall be issued or outstanding subsequent to the Final Maturity Date. No Note shall be subject to redemption prior to its Maturity Date.

Each Note shall bear interest at a per annum rate of interest to be determined by an Authorized Officer which shall be equal to the product (converted to a percentage) of (a) a fraction, the numerator of which is the total interest payable on such Note during its term and the

denominator of which is the par value or denomination of such Note and (b) a fraction, the numerator of which is the number of days (calculated on an actual calendar day basis) in the calendar year of the issuance of such Note and the denominator of which is the number of days (calculated on an actual calendar day basis) from the date of such Note to its Maturity Date.

Unless otherwise determined by an Authorized Officer, principal of and interest on each of the Notes shall be payable in lawful money of the United States of America on the Maturity Date of such Note, by the issuing and paying agent for the series to which such Note pertains, to the qualified securities depository (or its nominee), as sole registered holder thereof.

SECTION 2.03. Sources of Payment.

The principal of and interest on Port Authority Commercial Paper Obligations of each series shall be a special obligation of the Authority and shall be payable from the proceeds of obligations of the Authority issued for such purposes, including Consolidated Bonds issued in whole or in part for such purposes, or from Net Revenues deposited to the Consolidated Bond Reserve Fund, and in the event such proceeds or Net Revenues are insufficient therefor, from other moneys of the Authority legally available for such payments when due.

The principal of and interest on Port Authority Commercial Paper Obligations shall not be payable from the General Reserve Fund and the payment thereof shall be subject in all respects to (1) payment of debt service on Consolidated Bonds as required by the applicable provisions of the Consolidated Bond Resolution and (2) 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.

SECTION 2.04. Application of Proceeds.

The proceeds of Port Authority Commercial Paper Obligations, Series A, may be allocated to capital projects in connection with facilities of the Authority and/or for purposes of refunding obligations of the Authority, in each case, consistent with the characterization of such obligations as “qualified bonds” (which are exempt facility bonds) determined under applicable Federal tax principles.

The proceeds of Port Authority Commercial Paper Obligations, Series B, may be allocated to capital projects in connection with facilities of the Authority and/or for purposes of refunding obligations of the Authority; *provided, however*, that any such allocation shall not result in the characterization of such obligations as “private activity bonds” determined under applicable Federal tax principles.

An Authorized Officer may allocate the proceeds of any of the obligations constituting a portion of a series of Port Authority Commercial Paper Obligations to purposes in connection with some but not all of the purposes authorized for such series, and to the costs of issuance of such series, and may also specifically designate any bonds, notes or other obligations of the Authority to be refunded with any of such proceeds; *provided, however*, that no portion of the

proceeds of any Port Authority Commercial Paper Obligations shall be allocated to purposes in connection with an additional facility of the Authority prior to the initial expenditure of proceeds of the first series of Consolidated Bonds issued for purposes of capital expenditures in connection with such additional facility.

SECTION 2.05. Issue, Sale and Delivery of Notes.

Notes may be issued, sold and delivered under the terms of this Resolution whenever an Authorized Officer shall prescribe the terms of such Notes (including the principal amount of, the purchase price for, the interest payable on, the issuance date of and the Maturity Date of such Notes) and deliver instructions therefor to the issuing and paying agent for such Notes, in each case, consistent with Section 2.02 of this Resolution and with the issuing and paying agent agreement and the dealer agreement pertaining to such Notes. Such instructions prescribing the terms of the Notes may be given orally, but in such event an Authorized Officer shall deliver to the issuing and paying agent for such Notes written confirmation of such prescribed terms within twenty-four (24) hours of such oral instructions (unless such instructions are transmitted by electronic means, in which event such electronic transmission shall be considered to be written instructions).

SECTION 2.06. Appointment of Series A Issuing and Paying Agent.

An Authorized Officer may appoint issuing and paying agents for and in connection with the Series A Notes and may enter into an issuing and paying agent agreement, which may contain terms and conditions not inconsistent with this Resolution, with each of such issuing and paying agents, providing for such services as an Authorized Officer deems appropriate to effectuate the issuance and payment of Series A Notes. An Authorized Officer may also establish and maintain non-interest bearing bank accounts in the name of and on behalf of the Authority with each of the Series A Issuing and Paying Agents as partial compensation to each of such Series A Issuing and Paying Agents; *provided, however*, that the amounts on deposit in any of such bank accounts shall not be in excess of the amount determined by such Authorized Officer to be appropriate to provide such partial compensation.

SECTION 2.07. Appointment of Series B Issuing and Paying Agent.

An Authorized Officer may appoint issuing and paying agents for and in connection with the Series B Notes and may enter into an issuing and paying agent agreement, which may contain terms and conditions not inconsistent with this Resolution, with each of such issuing and paying agents, providing for such services as an Authorized Officer deems appropriate to effectuate the issuance and payment of Series B Notes. An Authorized Officer may also establish and maintain non-interest bearing bank accounts in the name of and on behalf of the Authority with each of the Series B Issuing and Paying Agents as partial compensation to each of such Series B Issuing and Paying Agents; *provided, however*, that the amounts on deposit in any of such bank accounts shall not be in excess of the amount determined by such Authorized Officer to be appropriate to provide such partial compensation.

SECTION 2.08. Authorization of Book-Entry System.

An Authorized Officer may take all action in connection with (1) the establishment, maintenance, continuation or termination of a book-entry system for recordation and transfer of ownership interests in the Notes; (2) the effectuation of the issuance of the Notes as registered Notes subject to such book-entry system; (3) the selection of successor depositories; and (4) in the event that any such book-entry system is terminated, the effectuation of the issuance of the Notes in registered or bearer form, as appropriate.

SECTION 2.09. Evidence of Ownership of Notes.

Unless otherwise determined by an Authorized Officer, the Authority and any issuing and paying agent may treat the holder of a Note in whose name such Note is registered as the absolute owner of such Note for the purpose of receiving payment of the principal thereof and interest thereon and for all other purposes, and neither the Authority nor such issuing and paying agent shall be affected by any notice or knowledge to the contrary.

SECTION 2.10. Mutilated, Lost or Destroyed Notes.

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 instruct the appropriate issuing and paying agent to 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. Upon the issuance of any substitute Note, the Authority, at its option, may require the applicant for such substitute Note to pay a sum sufficient to reimburse the Authority 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 2.10 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 with all other Notes issued under this Resolution.

SECTION 2.11. Authorization of Distribution of Disclosure Documents.

An Authorized Officer may arrange (1) for the preparation and distribution of disclosure documents, including offering memoranda or statements and other offering materials pertaining to the sale by the Authority of the Notes and (2) for the preparation and distribution of such other documents giving pertinent data with respect to the Authority and its finances as such Authorized Officer deems appropriate, in each case, in the name and on behalf of the Authority.

SECTION 2.12. Authorization of Series A Revolving Credit Agreement and Series A Bank Note.

An Authorized Officer may enter into stand-by revolving credit, liquidity or other facilities pertaining to the Series A Notes with such entities as such Authorized Officer deems appropriate to effectuate the issuance of Series A Notes, and execute and deliver a bank note or bank notes under such facilities. Any such Series A Revolving Credit Agreements may contain terms and conditions not inconsistent with this Resolution, and may provide for Series A Advances in an unlimited aggregate principal amount, in support of the payment at its Maturity Date of the principal of and interest on any Series A Note; *provided, however*, that the aggregate principal amount of Series A Advances shall not exceed Three Hundred Million Dollars (\$300,000,000) outstanding at any one time, and may also provide for the execution and delivery of one or more Series A Bank Notes thereunder.

SECTION 2.13. Authorization of Series B Revolving Credit Agreement and Series B Bank Note.

An Authorized Officer may enter into stand-by revolving credit, liquidity or other facilities pertaining to the Series B Notes with such entities as such Authorized Officer deems appropriate to effectuate the issuance of Series B Notes, and execute and deliver a bank note or bank notes under such facilities. Any such Series B Revolving Credit Agreements may contain terms and conditions not inconsistent with this Resolution, and may provide for Series B Advances in an unlimited aggregate principal amount, in support of the payment at its Maturity Date of the principal of and interest on any Series B Note; *provided, however*, that the aggregate principal amount of Series B Advances shall not exceed Two Hundred Million Dollars (\$200,000,000) outstanding at any one time, and may also provide for the execution and delivery of one or more Series B Bank Notes thereunder.

SECTION 2.14. Appointment of Series A Dealers.

An Authorized Officer may appoint dealers for Series A Notes and enter into agreements, which may contain terms and conditions not inconsistent with this Resolution, with each of such dealers.

SECTION 2.15. Appointment of Series B Dealers.

An Authorized Officer may appoint dealers for Series B Notes and enter into agreements, which may contain terms and conditions not inconsistent with this Resolution, with each of such dealers.

ARTICLE III. SETTLEMENT ACCOUNTS.

SECTION 3.01. Establishment of Series A Settlement Accounts.

An Authorized Officer may establish a Series A Settlement Account for the Series A Notes with each Series A Issuing and Paying Agent. Each Series A Settlement Account shall be held and maintained by the Series A Issuing and Paying Agent with which such account has been established, for the account of the Authority, in accordance with the terms of this Resolution and the Series A Issuing and Paying Agent Agreement between the Authority and such Series A Issuing and Paying Agent.

SECTION 3.02. Establishment of Series B Settlement Accounts.

An Authorized Officer may establish a Series B Settlement Account for the Series B Notes with each Series B Issuing and Paying Agent. Each Series B Settlement Account shall be held and maintained by the Series B Issuing and Paying Agent with which such account has been established, for the account of the Authority, in accordance with the terms of this Resolution and the Series B Issuing and Paying Agent Agreement between the Authority and such Series B Issuing and Paying Agent.

SECTION 3.03. Deposits to and Disbursements from Series A Settlement Accounts.

There shall be deposited into the Series A Settlement Accounts such portion of the proceeds of the sale of Series A Notes as an Authorized Officer shall direct, all Series A Advances and such amounts as the Authority may elect to deposit or cause to be deposited in such Series A Settlement Accounts from moneys available for such deposit. Disbursements from the Series A Settlement Accounts shall be made upon the instructions of an Authorized Officer.

SECTION 3.04. Deposits to and Disbursements from Series B Settlement Accounts.

There shall be deposited into the Series B Settlement Accounts such portion of the proceeds of the sale of Series B Notes as an Authorized Officer shall direct, all Series B Advances and such amounts as the Authority may elect to deposit or cause to be deposited in such Series B Settlement Accounts from moneys available for such deposit. Disbursements from the Series B Settlement Accounts shall be made upon the instructions of an Authorized Officer.

ARTICLE IV. FORM AND EXECUTION OF NOTES.

SECTION 4.01. Form of Notes.

The form of certificate for each series of Notes, including provisions with respect to assignment, shall be determined by an Authorized Officer.

SECTION 4.02. Execution of Notes.

Each of the Notes shall have the official seal of the Authority, or a facsimile thereof, affixed thereto or printed or impressed thereon, and, unless otherwise determined by an Authorized Officer, shall be manually signed by an Authorized Officer.

SECTION 4.03. Validity of Signatures on Notes.

In case any Authorized Officer whose signature shall appear on 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 whose signature appears on such Notes had not ceased to be such Authorized Officer.

ARTICLE V. COVENANTS.

The Authority hereby covenants and agrees that:

(a) The Authority shall duly and punctually pay or cause to be paid to the holder of a Note the principal of and interest on such Note, when due, in the manner, to the extent and as specified in such Note.

(b) Upon the date of issuance of any Note, all conditions, acts and things required by the Constitution or statutes of the States of New York and New Jersey or of the United States of America, or this Resolution to exist, to have happened and to have been performed precedent to or in the issuance of such Note shall exist, have happened and have been performed and such Note, together with all other indebtedness of the Authority, shall be within every debt and other limit prescribed thereby.

(c) Upon the date of issuance of any Note, a Series A Revolving Credit Agreement or a Series B Revolving Credit Agreement, as appropriate, applicable to such Note shall be in effect to provide support for the payment of such Note at its Maturity Date.

(d) As soon as practicable after the occurrence of an event which terminates a stand-by revolving credit facility provider's obligation to provide support for the payment of any outstanding Note at its Maturity Date, the Authority shall cause a notice of such event to be published on a financial newswire, or, in the event the Authority does not have access to such a newswire, in a financial newspaper of general circulation.

(e) The Authority shall take all action and shall do all things which it is authorized by law to take and to do in order to fulfill all of its obligations under the provisions of this Resolution, in accordance with the terms of such provisions.

ARTICLE VI. MISCELLANEOUS.

SECTION 6.01. Contract.

The provisions of this Resolution shall constitute a contract with the holders of the Notes issued pursuant to this Resolution, and with each such holder.

SECTION 6.02. Amendments.

The Authority may modify or amend this Resolution or any agreement authorized by this Resolution at any time by a supplemental resolution or agreement, as applicable, without notice to or the consent of any holder of the Notes, but only in regard to such provisions as shall not materially and adversely affect the interests of such holders of the Notes then outstanding.

SECTION 6.03. Liability.

Neither any Commissioner nor any officer, agent, representative or employee of the Authority or Authorized Officer shall be held personally liable to any purchaser or holder of any of the Port Authority Commercial Paper Obligations under such Port Authority Commercial Paper Obligations, or under this Resolution or any resolution hereafter adopted relating to the Port Authority Commercial Paper Obligations, or because of the issuance or attempted issuance of any of the Port Authority Commercial Paper Obligations, or because of any act or omission in connection with the construction, acquisition, effectuation, operation or maintenance of any facility of the Authority, or because of any act or omission in connection with the investment or management of the revenues, funds or moneys of the Authority, or otherwise in connection with the management of its affairs, excepting solely for things willfully done by such person with an intent to defraud or willfully omitted to be done by such person with an intent to defraud.

SECTION 6.04. Certifications.

An Authorized Officer may take any action which such Authorized Officer deems appropriate to assure that Port Authority Commercial Paper Obligations, Series A, and Port Authority Commercial Paper Obligations, Series B, are issued, and during their terms are outstanding, on the basis that the obligations constituting each of such series are in conformity with, and the interest on such obligations is not 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. An Authorized Officer may certify on behalf of the Authority as to the need for the issuance of the Port Authority Commercial Paper Obligations for the purposes for which such Port Authority Commercial Paper Obligations are issued, as to the status of the projects for which the proceeds of the Port Authority Commercial Paper Obligations would be used, as to the Authority's intentions with respect to the application and investment of such proceeds, and as to such other matters as such Authorized Officer deems appropriate.

SECTION 6.05. Determinations.

Whenever in this Resolution it is provided that any selection, designation, determination or estimate shall or may be made in connection with Port Authority Commercial Paper Obligations, or that any action may be taken or withheld in connection with Port Authority Commercial Paper Obligations, or that any action which shall or may be taken or withheld is dependent upon opinion, discretion or judgment, then such selection, designation, determination, estimate or action so made, taken or withheld shall be conclusive for the purposes of this Resolution, whether required to be made, taken or withheld as a condition precedent to the

issuance of any of the Port Authority Commercial Paper Obligations or for the purpose of determining if all conditions precedent to the issuance of any such Port Authority Commercial Paper Obligations exist, or otherwise, the Authority adopting such selection, designation, determination, estimate or action so made, taken or withheld as its own.

SECTION 6.06. Authorized Officers.

An Authorized Officer may, in connection with Port Authority Commercial Paper Obligations, take any action, which such Authorized Officer deems appropriate to effectuate the issuance of Port Authority Commercial Paper Obligations under this Resolution.

SECTION 6.07. Titles.

Titles to the Articles and Sections of this Resolution are solely for convenience and are not an aid in the interpretation of this Resolution or any part of this Resolution.

CONTINUATION OF BOND COUNSEL FOR PORT AUTHORITY COMMERCIAL PAPER OBLIGATIONS

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Gargano, Genova, Pocino, Sartor, Silverman and Sinagra voting in favor; none against; Commissioners Coscia and Steiner recused:

RESOLVED, that General Counsel may take all action with respect to the continuation of the law firm of Orrick, Herrington & Sutcliffe LLP as bond counsel, together with General Counsel, in connection with the issuance of the Authority's commercial paper obligations.

**SETTLEMENT OF CLAIM – JOHN AND DOLORES FERRISO v. THE PORT
AUTHORITY OF NEW YORK AND NEW JERSEY**

It was recommended that the Board authorize General Counsel, for and on behalf of the Port Authority, to enter into a settlement of a personal injury claim in the action entitled John and Dolores Ferriso v. The Port Authority of New York and New Jersey by paying to plaintiffs the sum of \$150,000, inclusive of attorneys' fees, costs and disbursements. In return, plaintiffs would provide a General Release and Stipulation of Discontinuance with Prejudice.

On February 26, 1993, the date of the terrorist bombing of The World Trade Center (WTC), plaintiff, John Ferriso, a 67-year-old independent broker for the Commodities Exchange, was about to park his vehicle on the B-2 Level of the WTC when the terrorists' bomb exploded. As a result, the glass on plaintiff's vehicle blew out, causing severe lacerations to plaintiff's face and torso. He was taken by ambulance to Downtown Beekman Hospital, where he remained for five days. His injuries included five fractured ribs, surgery to remove glass from his eyes, and partial loss of hearing in both ears. He also claims loss of earnings of \$50,000 for the period he was unable to work, and damage to his vehicle. His wife claims loss of services.

Plaintiffs initially demanded \$250,000 to settle this action, but through aggressive negotiation and with the assistance of the trial court, the parties agreed upon the proposed settlement amount, subject to Board approval, of \$150,000. The Port Authority would be fully reimbursed for the settlement amount by its excess insurance carriers, because the Port Authority's self-insured retention has already been exhausted.

It was hereby recommended that General Counsel be authorized to finalize the settlement of this action by paying to plaintiffs the sum of \$150,000, inclusive of attorneys' fees, costs and disbursements.

Pursuant to the foregoing report, the following resolution was adopted in executive session with Commissioners Blakeman, Coscia, Gargano, Genova, Pocino, Sartor, Silverman, Sinagra and Steiner voting in favor; none against:

RESOLVED, that General Counsel be and he hereby is authorized, for and on behalf of the Port Authority, to enter into an agreement to settle the action entitled John and Dolores Ferriso v. The Port Authority of New York and New Jersey by paying to plaintiffs the sum of \$150,000, inclusive of attorneys' fees, costs and disbursements.

CONTRACT AND PURCHASE ORDER AUTHORIZATIONS AND AMENDMENTS – QUARTERLY REPORT

REPORT: In accordance with Article XII, sections (g)(1) and (g)(2) of the By-Laws, the Executive Director reported, for information only, that the following contracts were awarded or amended for the period of January 1, 2005 through March 31, 2005.

AWARDEE	DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Associated Auto Parts	Aftermarket Auto Parts - NY Facilities	\$220,000	Government Contract
Boss Systems	Card Access & Security Maintenance	\$378,844	Publicly Bid/Low Bid
IESI NY Corporation	Trash and Recycling - PABT	\$485,745	Publicly Bid/Low Bid
Knoll, Inc.	Knoll workstations - Police Academy – PATC	\$179,681	Government Contract
ICOM America, Inc.	ICOM Radios	\$87,468	Government Contract
Longo Electrical-Mechanical Inc.	Pump Repair – EWR	\$174,370	Publicly Bid/Low Bid
JC Auto & Truck Parts	Aftermarket Auto Parts - NJ Facilities	\$420,000	Government Contract
W.W. Grainger, Inc.	Electric Lamps	\$367,843	Government Contract
DHL Express	Courier Services – Agency Contract	\$250,000	Government Contract
Exxon Airworld Card Center	Jet Fuel - Public Safety Helicopters	\$200,000	Negotiated
Flight Safety International	Pilot Training – Public Safety Helicopters	\$167,000	Negotiated
City Fire Equipment Co., Inc.	Hydrotesting Fire Extinguishers	\$156,375	Publicly Bid/Low Bid

AWARDEE	DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Lund Fire Products Co., Inc.	Fire Extinguishers	\$110,932	Publicly Bid/Low Bid
Syntec Corporation	Water Treatment – Engineering	\$221,798	Publicly Bid/Low Bid
Diversified Optical Products, Inc.	Handheld Thermal and Viper Cameras – OEM	\$273,345	Government Contract
Control Environmental	Landscaping Contract- GWB	\$277,932	Publicly Bid/Low Bid
Dejana Enterprises, Inc.	Aeronautical Sweeping – EWR	\$314,820	Publicly Bid/Low Bid
TSS Wireless, Inc.	Maintenance & Support, Taxi Dispatch System – JFK	\$90,300	Negotiated
Motorola Communications & Electronics	Motorola Radios	\$361,525	Government Contract
Trico Equipment	Genuine Case Brand Replacement Parts – CAD	\$125,000	Government Contract
Wachovia Bank, N.A.	PATH Fare Receipts Processing	\$500,000	Government Contract
Precise Plumbing, Inc.	Call-in Plumbing - EWR	\$134,000	Publicly Bid/Low Bid
Johnstone Supply / DBA Z & Z Supply	Air Conditioners – Agency Contract	\$75,925	Publicly Bid/Low Bid
Lawmen Supply Company of NJ	Police Vests and other Protective Equipment	\$89,604	Government Contract
Motorola Communications & Electronics	800 MHz Bi-Directional Amplifier	\$161,088	Government Contract
Novell, Inc.	Novell Maintenance - TSD	\$295,878	Government Contract
Quality Communications	Panasonic Toughbooks & Related Items – OEM	\$119,508	Government Contract

AWARDEE	DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Xybernaut Solutions, Inc.	CAPTRAK System Support & Training	\$150,000	Negotiated
National Reprographics, Inc.	Black & White Copying - Engineering Drawings	\$353,319	Publicly Bid/Low Bid
Work Area Protection Corp.	Traffic Cones	\$249,600	Government Contract
Xerox Corporation	XEROX Docucolor 6060 Maintenance – Print Shop	\$90,160	Government Contract
Hewlett Packard	Microsoft Software - Agency Contract	\$500,000	Government Contract

Tort Claim Settlements – Quarterly Report

The Executive Director reported, for information only, that in accordance with the authority granted under Article XII, section (g)(4) of the By-Laws, the following claims were previously settled and reported closed during the period January 1, 2005 to March 31, 2005.

TORT CLAIMS OF THE PORT AUTHORITY, CLOSED

<u>NAME</u>	<u>FACILITY</u>	<u>AMOUNT COLLECTED</u>
TELEPORT COMMUNICATION	LT	\$427,000.00
SHUTTLE ASSOCIATION	JFK	2,872.46
MORENO WILSON D	GWB	1,642.49
BITTLES KATHLEEN	GWB	5,607.35
SUBURBAN TRANSIT	LT	1,642.49
APPLIED HOUSING MGT	OP	7,999.33
AMERICAN AIRLINES	LGA	3,428.72
BIVINS DAVID	GB	5,348.06
ANTONOWICZ ROBERT	GWB	21,332.85
FJC SECURITY SVCS	GWB	1,622.10
BOYS CLUB OF LODI	EWR	1,949.73
AMERICAN STEVEDORE	BPAMT	34,482.15
RVP CORPORATION	GWBBS	45,675.71
COHEN HELENE	BPAMT	2,784.91
GHALMI BRAHIM	EWR	312.50
INTEK AUTO LEASING	PN	1,168.75
RUTZ RAYMOND	OP	4,598.64
COACH LEASING	PABT	3,431.40
RAMEUMARI POERSD	JFK	2,400.00
ANTUE OPOKU	NIA	4,278.45
	TOTAL COLLECTED	\$579,578.09

TORT CLAIMS AGAINST THE PORT AUTHORITY, CLOSED

<u>NAME</u>	<u>FACILITY</u>	<u>AMOUNT PAID</u>
TSALEVICH ALEXANDER	OP	\$ 1,000.00
MORGAN MARVIN D	EWR	6,500.00
KEHOE L – COMMERCIAL	LGA	3,274.12
CRUDUP MICHELLE	LT	25,000.00
SCHLEIN IRVING	GWB	17,500.00
STENBERG SABINA	PABT	15,000.00
PICCIALLO VITO	OP	7,500.00
JACKSON BARRY	LT	2,181.91
LESZKOWITZ DAVIS	EWR	700.00
NORFOLK SOUTHERN	PN	15,000.00
LEE JASON	GWB	1,547.55
TENNER A – STATE FARM	HT	3,000.00
PEDIKAYIL T- HERTZ CORP	LGA	9,641.87
TAM HEI CHUNG	EWR	626.15
TORRES NADYA A	LT	1,226.59
LORMEJUSTE W – TRANSP	PN	7,426.40
PIDHORECKYS CHRIS	LGA	114.06
POVELONES K–HIGH POINT	OP	1,600.00
PRATTER MARGO – MID AT	HT	1,994.57
MINAFO ALFRED R	EWR	450.00
OVADIA REBECCA	GWB	528.11
ARIAS RUBEN	LT	2,147.28
SANCHEZ MARVA	PABT	250.00
BESIGNANO JOHN	OBX	582.62
PENNEY MARK J	LGA	244.41
OTTO BONNIE MICHELLE	LGA	350.00
MARQUES JORGE	EWR	996.62
HECTOR DAWN	GWB	187.66
SIMON ROCCO J	GWB	1,100.00
MACRONE JOHN H	GWB	215.00
BAUER PAUL	EWR	225.00
ASTACIO OMAR	GWB	994.16
SONNIER & CASTLE FOOD	HT	348.21
LONDON MICHAEL	LGA	275.00
FIALLO CARLOS	GWB	1,457.18
CHARLES ROLAND	JFK	1,332.83
KATHAN JULIA	GWB	1,220.43
BENITEZ WALTER	EWR	110.00
ZALEWSKI DIANE	OP	500.00

TORT CLAIMS AGAINST THE PORT AUTHORITY, CLOSED (continued)

<u>NAME</u>	<u>FACILITY</u>	<u>AMOUNT PAID</u>
KOSZYKOWSKI KRYS	GWB	\$ 376.93
LESTER GEORGE	GB	2,647.08
BAGEAC-LEONETTI C	LT	778.84
SQUICCIARINI FRANK	OBX	231.00
LOCASTRO NICHOLAS	GB	702.21
QUINN KATIE-ANNE	EWR	130.00
OLIVERA FERNANDO	LT	486.86
DAVES SUSAN	GWB	856.32
KENT JOYCE	OBX	2,038.59
WEINSTEIN JAIME	JFK	2,146.71
KERNEY RICHARD	GB	2,189.10
MORAN MARK	BB	139.20
MC KENNA KEVIN	OBX	931.53
FILIPAK JOSEPH	GB	425.06
EVANS ELIZABETH	GWB	276.50
DESIDERIO JOHN	GB	617.13
	TOTAL	\$149,320.79

FACILITY KEY

BB – Bayonne Bridge
 BPAMT - Brooklyn-Port Authority Marine Terminal
 EPAMT – Elizabeth-Port Authority Marine Terminal
 GWB - George Washington Bridge
 GWBBS – George Washington Bridge Bus Station
 GB - Goethals Bridge
 HT - Holland Tunnel
 JFK - John F. Kennedy International Airport
 LGA - LaGuardia Airport
 LT - Lincoln Tunnel
 EWR - Newark Liberty International Airport
 OBX - Outerbridge Crossing
 PABT - Port Authority Bus Terminal
 PATC - Port Authority Technical Center
 PN - Port Newark

 OP - Off Property

FINAL CONTRACT PAYMENTS

The Comptroller reported, for information only, that the contracts set forth hereafter have been completed satisfactorily by the contractors. Final payments have been made in the period of March 1, 2005 to March 31, 2005.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND CONTRACTOR	ORIGINAL AUTHORIZATION	TOTAL AUTHORIZED	TOTAL PAYMENTS
EWR154216	BACKFLOW PREVENTION DEVICES (PHASE I) NEWARK LIBERTY INTERNATIONAL AIRPORT A & A ASSOCIATES, INC.	318,000 (A) 30,000 (C) <u>19,100 (D)</u> 367,100	318,000 30,000 <u>19,100</u> 367,100	318,000 0 <u>3,689</u> 321,689
EWR708	TERMINALS A, B, AND C - MONORAIL HAMMERHEAD EXPANSION JOINT REPLACEMENT NEWARK LIBERTY INTERNATIONAL AIRPORT CHRIS ANDERSON ROOFING AND ERECTING CO., INC.	391,870 (A) 25,000 (C) <u>31,350 (D)</u> 448,220	391,870 25,000 <u>31,350</u> 448,220	391,870 24,102 <u>0</u> 415,972
MF983902	FACILITY PRIORITY IMPROVEMENTS AND SUPPLEMENTAL AGREEMENT FOR MODIFICATIONS TO ACCOMMODATE COMPRESSED NATURAL GAS (CNG) BUSES. MULTI-FACILITY GARDNER M. BISHOP, INC. AND JOSEPH M. SANZARI, INC.	<u>7,000,000 (C)</u> 7,000,000	<u>10,500,000 (E,F,G)</u> 10,500,000	<u>9,930,047</u> 9,930,047

(A) Lump Sum.

(B) Classified Work.

(C) Net Cost - amount in the "Total Authorized" column represents the authorized estimated net cost amount. However, the amount in the "Total Payments" column is the actual net cost amount paid.

(D) Extra Work.

(E) Supplemental Agreement No.1 which provided for an increase in the amount of \$1,500,000 for net cost work on 12/10/98.

(F) Increase in net cost work in the amount of \$1,750,000 authorized on 4/27/99.

(G) Increase in net cost work in the amount of \$250,000 authorized on 11/15/2000.

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director had authorized the following security transactions during the period March 1, 2005 through March 31, 2005.

REPORT A:

Purchase of Port Authority Bonds

(Unless otherwise noted, all Port Authority Bonds are callable at par).

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Call Year</u>	<u>YTC @ Cost</u>	<u>BEY @ Cost</u>	<u>Total Principal</u>	<u>Dealer</u>
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No new transactions this period.

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Purchase of Securities

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
03/01/05	\$ 300,000	JFK-APO	6.375%	12/01/15	99.90	--	6.388%	\$ 299,700.00	JFKIAT-APO
03/02/05	25,000,000	USTB	--	03/31/05	99.80	2.490%	2.524	24,949,854.17	Mizuho
03/02/05	25,000,000	FHDN	--	05/04/05	99.54	2.655	2.697	24,883,843.75	Morgan Stanley
03/02/05	50,000,000	FHDN	--	03/30/05	99.80	2.540	2.575	49,901,222.22	Mizuho
03/02/05	50,000,000	CITICORP CP	--	03/03/05	99.99	2.450	2.480	49,996,597.22	Citicorp
03/02/05	50,000,000	CITICORP CP	--	03/03/05	99.99	2.450	2.480	49,996,597.22	Citicorp
03/02/05	8,100,000	DBKFIN CP	--	03/03/05	99.99	2.440	2.470	8,099,451.00	Deutsche Bank
03/02/05	50,000,000	UBSFIN CP	--	03/03/05	99.99	2.450	2.480	49,996,597.20	JPMorgan
03/02/05	21,680,000	UBSFIN CP	--	03/03/05	99.99	2.450	2.480	21,678,524.55	JPMorgan
03/03/05	50,000,000	USTB	--	03/15/05	99.92	2.445	2.476	49,959,250.00	Greenwich Capital
03/03/05	40,000,000	USTB	--	03/15/05	99.92	2.450	2.481	39,967,333.33	Deutsche Bank
03/03/05	50,000,000	USTB	--	06/30/05	99.11	2.700	2.749	49,553,750.00	Mizuho

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
03/03/05	\$50,000,000	USTB	--	03/15/05	99.92	2.452%	2.483%	\$49,959,133.33	Deutsche Bank
03/03/05	31,295,000	UBSFIN CP	--	03/04/05	99.99	2.500	2.532	31,292,826.75	Lehman Brothers
03/03/05	50,000,000	CITIGLOBAL	--	03/14/05	99.92	2.500	2.532	49,961,805.55	Citiglobal
03/03/05	50,000,000	CITIGLOBAL	--	03/08/05	99.97	2.500	2.532	49,982,638.89	Citiglobal
03/04/05	40,970,000	UBSFIN CP	--	03/07/05	99.98	2.470	2.501	40,961,567.02	JPMorgan
03/07/05	50,000,000	UBSFIN CP	--	03/08/05	99.99	2.500	2.532	49,996,527.80	Lehman Brothers
03/08/05	24,789,000	USTB	--	03/15/05	99.95	2.475	2.506	24,777,070.29	Greenwich Capital
03/08/05	50,000,000	GECC CP	--	03/09/05	99.99	2.480	2.511	49,996,555.56	G.E. Capital
03/08/05	50,000,000	UBSFIN CP	--	03/09/05	99.99	2.480	2.511	49,996,555.56	Banc of America
03/08/05	10,000,000	UBSFIN CP	--	03/09/05	99.99	2.480	2.511	9,999,311.11	Banc of America
03/09/05	50,000,000	USTB	--	03/15/05	99.96	2.465	2.496	49,979,458.34	Deutsche Bank
03/09/05	40,000,000	UBSFIN CP	--	03/10/05	99.99	2.460	2.491	39,997,266.68	Goldman Sachs

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
03/09/05	\$50,000,000	CITIGLOBAL	--	03/10/05	99.99	2.480%	2.511%	\$49,996,555.55	Citiglobal
03/10/05	50,000,000	USTB	--	03/15/05	99.97	2.460	2.491	49,982,916.67	Greenwich Capital
03/10/05	50,000,000	USTB	--	03/17/05	99.95	2.425	2.455	49,976,423.61	Mizuho
03/10/05	50,000,000	DBKFIN CP	--	03/11/05	99.99	2.500	2.532	49,996,527.80	Deutsche Bank
03/10/05	50,000,000	DBKFIN CP	--	03/11/05	99.99	2.500	2.532	49,996,527.80	Deutsche Bank
03/11/05	50,000,000	GECC CP	--	03/14/05	99.98	2.490	2.522	49,989,625.00	G.E. Capital
03/11/05	40,000,000	UBSFIN CP	--	03/14/05	99.98	2.490	2.522	39,991,700.00	Lehman Brothers
03/14/05	50,000,000	DBKFIN CP	--	03/17/05	99.98	2.520	2.552	49,989,500.00	Deutsche Bank
03/14/05	50,000,000	DBKFIN CP	--	03/17/05	99.98	2.520	2.552	49,989,500.00	Deutsche Bank
03/14/05	40,000,000	UBSFIN CP	--	03/15/05	99.99	2.540	2.573	39,997,177.76	JPMorgan
03/15/05	25,000,000	USTB	--	04/07/05	99.84	2.558	2.593	24,959,151.04	JPMorgan
03/15/05	25,000,000	USTB	--	09/01/05	98.60	2.955	3.021	24,651,145.83	JPMorgan

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
03/15/05	\$38,976,000	USTB	--	04/28/05	99.69	2.565%	2.602%	\$38,853,810.24	ABN AMRO
03/15/05	50,000,000	GE CORP CP	--	03/16/05	99.99	2.620	2.655	49,996,361.11	G.E. Capital
03/15/05	14,000,000	CITICORP CP	--	03/16/05	99.99	2.600	2.634	13,998,988.89	Citicorp
03/15/05	50,000,000	CITICORP CP	--	03/16/05	99.99	2.600	2.634	49,996,388.89	Citicorp
03/15/05	15,000,000	USTN	3.375%	02/28/07	99.33	--	3.733	14,899,218.75	Merrill Lynch
03/16/05	50,000,000	GE CORP CP	--	03/17/05	99.99	2.530	2.562	49,996,486.11	G.E. Capital
03/16/05	50,000,000	GE CORP CP	--	03/17/05	99.99	2.530	2.562	49,996,486.11	G.E. Capital
03/16/05	50,000,000	CITICORP CP	--	03/17/05	99.99	2.520	2.552	49,996,500.00	Citicorp
03/16/05	28,000,000	CITICORP CP	--	03/17/05	99.99	2.520	2.552	27,998,040.00	Citicorp
03/17/05	50,000,000	GE CORP CP	--	03/18/05	99.99	2.600	2.634	49,996,388.89	G.E. Capital
03/17/05	50,000,000	GE CORP CP	--	03/18/05	99.99	2.600	2.634	49,996,388.60	G.E. Capital
03/17/05	50,000,000	UBSFIN CP	--	03/18/05	99.99	2.590	2.624	49,996,402.80	Merrill Lynch

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
03/17/05	\$50,000,000	UBSFIN CP	--	03/18/05	99.99	2.590%	2.624%	\$49,996,402.80	Merrill Lynch
03/17/05	50,000,000	CITIGROUP	--	03/18/05	99.99	2.600	2.634	49,996,388.89	Citigroup
03/17/05	50,000,000	CITIGROUP	--	03/18/05	99.99	2.600	2.634	49,996,388.89	Citigroup
03/18/05	50,000,000	FCDN	--	03/29/05	99.92	2.600	2.635	49,960,277.80	Lehman Brothers
03/18/05	40,000,000	FHDN	--	04/01/05	99.90	2.620	2.656	39,959,244.44	Merrill Lynch
03/18/05	25,000,000	FHDN	--	05/20/05	99.51	2.800	2.847	24,877,500.00	Merrill Lynch
03/18/05	50,000,000	GE CORP CP	--	03/21/05	99.98	2.690	2.727	49,988,791.67	G.E. Capital
03/18/05	50,000,000	GE CORP CP	--	03/21/05	99.98	2.690	2.727	49,988,791.67	G.E. Capital
03/18/05	33,000,000	UBSFIN CP	--	03/21/05	99.98	2.690	2.727	32,992,602.49	Lehman Brothers
03/18/05	50,000,000	CITIGLOBAL	--	03/21/05	99.98	2.690	2.727	49,988,791.67	Citiglobal
03/18/05	50,000,000	CITIGLOBAL	--	03/21/05	99.98	2.690	2.727	49,988,791.67	Citiglobal
03/21/05	25,000,000	USTB	--	04/14/05	99.82	2.650	2.688	24,955,833.33	Merrill Lynch

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
03/21/05	\$50,000,000	FHDN	--	04/27/05	99.72	2.710%	2.751%	\$49,860,736.11	Merrill Lynch
03/21/05	50,000,000	FHDN	--	04/08/05	99.87	2.650	2.687	49,933,750.00	Merrill Lynch
03/21/05	50,000,000	FHDN	--	04/13/05	99.83	2.690	2.729	49,914,069.44	Mizuho
03/21/05	28,250,000	GE CORP CP	--	03/22/05	99.99	2.750	2.788	28,247,842.01	G.E. Capital
03/21/05	50,000,000	GE CORP CP	--	03/22/05	99.99	2.750	2.788	49,996,180.56	G.E. Capital
03/22/05	50,000,000	FHDN	--	04/20/05	99.78	2.710	2.750	49,890,847.20	Lehman Brothers
03/22/05	50,000,000	GE CORP CP	--	03/23/05	99.99	2.700	2.737	49,996,250.00	G.E. Capital
03/22/05	50,000,000	GE CORP CP	--	03/23/05	99.99	2.700	2.737	49,996,250.00	G.E. Capital
03/22/05	10,000,000	UBSFIN CP	--	03/23/05	99.99	2.690	2.727	9,999,252.78	Lehman Brothers
03/23/05	25,000,000	FHDN	--	04/20/05	99.79	2.720	2.760	24,947,111.11	Mizuho
03/23/05	25,000,000	FHDN	--	05/06/05	99.67	2.720	2.762	24,916,888.89	Mizuho
03/23/05	30,000,000	FHDN	--	05/18/05	99.57	2.790	2.836	29,869,800.00	Mizuho

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
03/23/05	\$25,000,000	FCDN	--	06/23/05	99.26	2.910%	2.964%	\$24,814,083.33	Mizuho
03/23/05	20,000,000	FHDN	--	05/20/05	99.55	2.790	2.836	19,910,100.00	Mizuho
03/23/05	19,000,000	FHDN	--	06/16/05	99.32	2.880	2.932	18,870,800.00	Mizuho
03/23/05	50,000,000	GE CORP CP	--	03/24/05	99.99	2.700	2.737	49,996,250.00	G.E. Capital
03/23/05	10,000,000	GECC CP	--	03/25/05	99.99	2.700	2.737	9,998,500.00	G.E. Capital
03/23/05	22,000,000	UBSFIN CP	--	03/24/05	99.99	2.700	2.737	21,998,350.00	Lehman Brothers
03/24/05	50,000,000	USTB	--	04/21/05	99.79	2.675	2.714	49,895,972.22	JPMorgan
03/24/05	40,000,000	USTB	--	04/21/05	99.79	2.675	2.714	39,916,777.78	JPMorgan
03/24/05	50,000,000	USTB	--	04/21/05	99.79	2.675	2.714	49,895,972.22	JPMorgan
03/24/05	50,000,000	USTB	--	04/21/05	99.79	2.675	2.714	49,895,972.22	JPMorgan
03/24/05	10,743,000	USTB	--	04/21/05	99.79	2.663	2.701	10,720,753.04	JPMorgan
03/24/05	30,142,000	USTB	--	05/26/05	99.53	2.690	2.733	30,000,106.54	JPMorgan

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
03/24/05	\$17,275,000	UBSFIN CP	--	03/28/05	99.97	2.700%	2.737%	\$17,269,817.50	Banc of America
03/24/05	50,000,000	UBSFIN CP	--	03/28/05	99.97	2.700	2.737	49,985,000.00	Banc of America
03/24/05	15,000,000	USTN	3.375%	02/28/07	99.19	--	3.813	14,878,125.00	ABN AMRO
03/24/05	10,000,000	USTN	3.375	02/15/08	98.08	--	4.080	9,807,812.50	Citiglobal
03/28/05	10,000,000	USTN	3.375	02/15/08	98.21	--	4.032	9,821,093.75	ABN AMRO
03/28/05	35,000,000	FCDN	--	04/05/05	99.94	2.660	2.697	34,979,311.11	Mizuho
03/28/05	50,000,000	GE CORP CP	--	04/01/05	99.97	2.740	2.778	49,984,777.78	G.E. Capital
03/28/05	37,648,000	GECC CP	--	03/29/05	99.99	2.780	2.819	37,645,092.74	G.E. Capital
03/29/05	50,000,000	FCDN	--	04/11/05	99.90	2.650	2.687	49,952,152.80	Lehman Brothers
03/29/05	9,000,000	GE CORP CP	--	03/30/05	99.99	2.780	2.819	8,999,305.00	G.E. Capital
03/29/05	22,480,000	UBSFIN CP	--	03/30/05	99.99	2.770	2.809	22,478,270.30	Lehman Brothers
03/30/05	50,000,000	CITICORP CP	--	04/06/05	99.95	2.750	2.789	49,973,263.89	Citicorp

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
03/30/05	\$30,475,000	UBSFIN CP	--	03/31/05	99.99	2.730%	2.768%	\$30,472,688.98	Banc of America
03/31/05	50,000,000	USTB	--	06/30/05	99.30	2.760	2.808	49,651,166.67	Greenwich Capital
03/31/05	30,000,000	USTB	--	09/29/05	98.45	3.060	3.132	29,535,900.00	Merrill Lynch
03/31/05	30,665,000	USTB	--	08/25/05	98.78	2.993	3.057	30,290,292.87	JPMorgan
03/31/05	43,000,000	FHDN	--	04/27/05	99.80	2.700	2.740	42,912,925.00	Mizuho
03/31/05	21,000,000	FCDN	--	04/11/05	99.92	2.650	2.687	20,982,995.83	Mizuho
03/31/05	15,000,000	FHDN	--	05/05/05	99.74	2.710	2.751	14,960,479.17	Mizuho
03/31/05	43,413,000	UBSFIN CP	--	04/01/05	99.99	2.830	2.871	43,409,586.26	Banc of America
03/31/05	10,000,000	USTN	3.125%	01/31/07	98.74	--	3.837	9,874,218.75	Lehman Brothers
03/31/05	15,000,000	USTN	3.375	02/28/07	99.15	--	3.838	14,872,265.63	JPMorgan
	<u>\$3,956,201,000</u>							<u>\$3,950,330,611.29</u>	

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Sale of Securities

<u>Sale Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Sale Price</u>	<u>Discount Rate</u>	<u>Principal</u>	<u>Dealer</u>
03/28/05	<u>\$10,000,000</u>	USTN	3.375%	02/15/08	98.24	--	<u>\$9,824,218.75</u>	ABN AMRO
	<u><u>\$10,000,000</u></u>						<u><u>\$9,824,218.75</u></u>	

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Lehman Brothers	03/01/05	03/03/05	\$35,910,000	2.470%	\$ 4,857.83 *
Lehman Brothers	03/01/05	03/03/05	35,910,000	2.470	4,857.83 *
Dresdner	03/02/05	03/07/05	13,167,000	2.400	4,389.00
Daiwa	03/02/05	03/03/05	15,209,000	2.400	1,013.93
Dresdner	03/02/05	03/07/05	17,483,000	2.400	5,827.67
Dresdner	03/02/05	03/07/05	21,914,000	2.400	7,304.67
Dresdner	03/02/05	03/07/05	24,431,000	2.400	8,143.67
Daiwa	03/02/05	03/03/05	26,564,000	2.400	1,770.93
Dresdner	03/02/05	03/07/05	28,409,000	2.400	9,469.67
Dresdner	03/02/05	03/07/05	30,483,000	2.400	10,161.00
Dresdner	03/02/05	03/07/05	32,460,000	2.400	10,820.00
Lehman Brothers	03/02/05	03/03/05	41,895,000	2.400	2,793.00 *

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Lehman Brothers	03/02/05	03/03/05	\$41,895,000	2.400%	\$ 2,793.00 *
Daiwa	03/02/05	03/03/05	48,161,000	2.400	3,210.73
Daiwa	03/02/05	03/03/05	48,161,000	2.400	3,210.73
Daiwa	03/03/05	03/04/05	24,770,000	2.490	1,713.26
Daiwa	03/03/05	03/04/05	25,347,000	2.490	1,753.17
Mizuho	03/03/05	03/10/05	35,910,000	2.500	17,196.91 *
Mizuho	03/03/05	03/10/05	35,910,000	2.500	17,196.91 *
Daiwa	03/04/05	03/07/05	14,449,000	2.440	2,937.96
Daiwa	03/04/05	03/07/05	24,770,000	2.440	5,036.57
Nomura	03/07/05	03/10/05	12,216,000	2.470	2,514.46
Mizuho	03/07/05	03/08/05	14,452,000	2.470	991.57
ABN AMRO	03/07/05	03/11/05	14,962,500	2.450	4,093.90 *

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Nomura	03/07/05	03/10/05	\$17,439,000	2.470%	\$ 3,589.53
Nomura	03/07/05	03/10/05	21,921,000	2.470	4,512.07
Nomura	03/07/05	03/10/05	22,905,000	2.470	4,714.61
Nomura	03/07/05	03/10/05	23,434,000	2.470	4,823.50
Mizuho	03/07/05	03/08/05	24,775,000	2.470	1,699.84
Nomura	03/07/05	03/10/05	28,585,000	2.470	5,883.75
Nomura	03/07/05	03/10/05	32,471,000	2.470	6,683.61
Nomura	03/10/05	03/14/05	12,070,000	2.460	3,299.13
Nomura	03/10/05	03/14/05	14,556,000	2.460	3,978.64
Nomura	03/10/05	03/14/05	17,303,000	2.460	4,729.49
Nomura	03/10/05	03/14/05	21,926,000	2.460	5,993.11
Nomura	03/10/05	03/14/05	22,890,000	2.460	6,256.60

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Nomura	03/10/05	03/14/05	\$28,059,000	2.460%	\$ 7,669.46
Nomura	03/10/05	03/14/05	32,478,000	2.460	8,877.32
Nomura	03/14/05	03/17/05	12,073,000	2.490	2,505.15
Nomura	03/14/05	03/17/05	14,560,000	2.490	3,021.20
ABN AMRO	03/14/05	03/31/05	14,925,000	2.500	18,378.51 *
Nomura	03/14/05	03/17/05	17,308,000	2.490	3,591.41
Nomura	03/14/05	03/17/05	21,931,000	2.490	4,550.68
Nomura	03/14/05	03/17/05	22,897,000	2.490	4,751.13
Lehman Brothers	03/14/05	03/18/05	24,887,500	2.500	7,023.81 *
Nomura	03/14/05	03/17/05	28,066,000	2.490	5,823.70
Nomura	03/14/05	03/17/05	32,487,000	2.490	6,741.05
Daiwa	03/15/05	03/16/05	25,000,000	2.590	1,798.61

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Morgan Stanley	03/15/05	03/18/05	\$35,398,000	2.530%	\$ 7,463.08
ABN AMRO	03/16/05	03/31/05	14,925,000	2.480	16,284.85 *
Nomura	03/16/05	03/21/05	25,000,000	2.520	8,750.00
Daiwa	03/17/05	03/21/05	6,837,000	2.550	1,937.15
Daiwa	03/17/05	03/21/05	8,064,000	2.550	2,284.80
Daiwa	03/17/05	03/21/05	14,623,000	2.550	4,143.18
Daiwa	03/17/05	03/21/05	20,783,000	2.550	5,888.52
Daiwa	03/17/05	03/21/05	22,017,000	2.550	6,238.15
ABN AMRO	03/17/05	Open	24,750,000 *	Variable **	27,087.51 ***
Daiwa	03/17/05	03/21/05	26,519,000	2.550	7,513.72
Daiwa	03/17/05	03/21/05	32,493,000	2.550	9,206.35
Lehman Brothers	03/17/05	03/30/05	43,868,000	2.570	41,735.53 *

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Lehman Brothers	03/17/05	03/30/05	\$43,868,000	2.570%	\$41,735.53 *
Lehman Brothers	03/17/05	03/30/05	43,868,000	2.570	41,735.53 *
Mizuho	03/17/05	03/18/05	44,000,000	2.550	3,116.67
BNP Paribas	03/18/05	03/21/05	35,400,000	2.660	7,847.00
Greenwich	03/21/05	03/24/05	6,839,000	2.700	1,538.78
Greenwich	03/21/05	03/24/05	8,066,000	2.700	1,814.85
Greenwich	03/21/05	03/24/05	14,627,000	2.700	3,291.08
Greenwich	03/21/05	03/24/05	20,789,000	2.700	4,677.53
Greenwich	03/21/05	03/24/05	22,023,000	2.700	4,955.18
Greenwich	03/21/05	03/24/05	26,526,000	2.700	5,968.35
ABN AMRO	03/21/05	Open	29,812,500 *	Variable **	23,932.83 ***
Greenwich	03/21/05	03/24/05	32,502,000	2.700	7,312.95

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Daiwa	03/21/05	03/22/05	\$35,468,000	2.700%	\$ 2,660.10
Lehman Brothers	03/22/05	03/30/05	670,000	2.650	391.76 *
BNP Paribas	03/22/05	03/23/05	35,470,000	2.640	2,601.13
Daiwa	03/22/05	Open	46,613,000 *	Variable **	34,480.68 ***
Lehman Brothers	03/22/05	03/30/05	48,955,000	2.650	28,625.07 *
BNP Paribas	03/23/05	03/24/05	35,473,000	2.600	2,561.94
BNP Paribas	03/24/05	03/28/05	5,753,000	2.570	1,642.80
BNP Paribas	03/24/05	03/28/05	21,558,000	2.570	6,156.01
BNP Paribas	03/24/05	03/28/05	26,346,000	2.570	7,523.25
BNP Paribas	03/24/05	03/28/05	30,642,000	2.570	8,749.99
BNP Paribas	03/24/05	03/28/05	32,614,000	2.570	9,313.11
BNP Paribas	03/24/05	03/28/05	33,846,000	2.570	9,664.91

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
BNP Paribas	03/24/05	03/28/05	\$34,529,000	2.570%	\$ 9,859.95
BNP Paribas	03/28/05	04/04/05	5,660,000	2.680	1,685.42
ABN AMRO	03/28/05	Open	14,906,250 *	Variable **	4,389.07 ***
BNP Paribas	03/28/05	04/04/05	21,564,000	2.680	6,421.28
BNP Paribas	03/28/05	04/04/05	26,296,000	2.680	7,830.37
BNP Paribas	03/28/05	04/04/05	30,618,000	2.680	9,117.36
BNP Paribas	03/28/05	04/04/05	32,479,000	2.680	9,671.53
BNP Paribas	03/28/05	04/04/05	32,623,000	2.680	9,714.41
BNP Paribas	03/28/05	04/04/05	34,416,000	2.680	10,248.32
Lehman Brothers	03/30/05	03/31/05	915,000	2.600	66.08 *
Lehman Brothers	03/30/05	03/31/05	43,868,000	2.600	3,168.24 *
Lehman Brothers	03/30/05	03/31/05	43,868,000	2.600	3,168.24 *

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Lehman Brothers	03/30/05	03/31/05	\$43,868,000	2.600%	\$ 3,168.24 *
Lehman Brothers	03/30/05	03/31/05	48,710,000	2.600	3,517.94 *
Daiwa	03/31/05	04/01/05	19,835,000	2.660	1,465.59
Daiwa	03/31/05	04/01/05	24,325,000	2.660	1,797.35
ABN AMRO	03/31/05	Open	29,812,500 *	Variable **	2,153.13 ***

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Reverse Repurchase Transactions (All transactions are executed simultaneously with a like repurchase agreement)

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
Lehman Brothers	03/01/05	03/03/05	\$35,910,000	2.250%	\$ 3,940.13
Lehman Brothers	03/01/05	03/03/05	35,910,000	2.250	3,940.13
Lehman Brothers	03/02/05	03/03/05	41,895,000	1.700	1,978.38
Lehman Brothers	03/02/05	03/03/05	41,895,000	1.700	1,978.38
Mizuho	03/03/05	03/10/05	35,910,000	2.350	15,650.78
Mizuho	03/03/05	03/10/05	35,910,000	2.350	15,650.78
ABN AMRO	03/07/05	03/11/05	14,962,500	2.100	3,802.97
Lehman Brothers	03/14/05	03/18/05	24,887,500	2.300	6,498.40
ABN AMRO	03/14/05	03/31/05	14,925,000	2.350	16,624.79
ABN AMRO	03/16/05	03/31/05	14,925,000	2.280	14,696.98
Lehman Brothers	03/17/05	03/30/05	43,868,000	2.420	38,347.94
Lehman Brothers	03/17/05	03/30/05	43,868,000	2.420	38,347.93

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Reverse Repurchase Transactions (All transactions are executed simultaneously with a like repurchase agreement)

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
Lehman Brothers	03/17/05	03/30/05	\$43,868,000	2.420%	\$38,347.93
ABN AMRO	03/17/05	Open	24,750,000	Variable *	25,746.89 **
ABN AMRO	03/21/05	Open	29,812,500	Variable *	22,566.42 **
Lehman Brothers	03/22/05	03/30/05	49,625,000	2.500	26,673.44
Daiwa	03/22/05	Open	46,613,000	Variable *	33,121.12 **
ABN AMRO	03/28/05	Open	14,906,250	Variable *	3,395.32 **
Lehman Brothers	03/30/05	03/31/05	49,625,000	2.200	3,032.64
Lehman Brothers	03/30/05	03/31/05	43,868,000	1.600	1,949.69
Lehman Brothers	03/30/05	03/31/05	43,868,000	1.600	1,949.69
Lehman Brothers	03/30/05	03/31/05	43,868,000	1.600	1,949.69

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Reverse Repurchase Transactions (All transactions are executed simultaneously with a like repurchase agreement)

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
ABN AMRO	03/31/05	Open	\$29,812,500	Variable *	\$1,407.81 **

* This rate subject to change daily.

** Total interest paid is to the last day of the month.

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

REPORT B: In addition to the transactions described in Report A of this report, the Executive Director also reports the following transactions during the period of March 1, 2005 through March 31, 2005, pertaining to investments in United States Treasury securities and interest rate options contracts with respect to United States Treasury securities pursuant to the guidelines established by the Board of Commissioners on August 25, 1988.

Options Transactions - Purchased

<u>Transaction Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Price</u>	<u>Exercise Price</u>	<u>Expirations/ Settlement</u>	<u>Dealer</u>	<u>Option Premium</u>
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No new transactions this period.

Options Transactions - Sold

<u>Transaction Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Price</u>	<u>Exercise Price</u>	<u>Expirations/ Settlement</u>	<u>Dealer</u>	<u>Option Premium</u>
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No new transactions this period.

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

REPORT C: In addition to the transactions described in Report A and B, the Executive Director also reports the following transactions during the period of March 1, 2005 through March 31, 2005 pertaining to the execution or cancellation of Interest Rate Exchange Contracts pursuant to the guidelines established by the Board of Commissioners on December 10, 1992.

Interest Rate Exchange Contracts

<u>Date</u>	<u>Counterparty</u>	<u>Notional Amount</u>	<u>Start Date</u>	<u>Termination Date</u>	<u>Fixed Interest Rate Paid</u>	<u>Variable Interest Rate Received</u>
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No new transactions this period.

As of March 31, 2005, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$372.6 million, all of which pertain to refundings.

REPORT D: In addition to the transactions described in Report A, B and C, the Executive Director also reports the following transactions during the period of March 1, 2005 through March 31, 2005 under the Variable Rate Master Note Program as amended and supplemented through November 18, 2004.

Variable Rate Master Note Placements

<u>Date of Issuance</u>	<u>Amount</u>	<u>Purchaser</u>	<u>Term</u>	<u>Variable Rate Index</u>
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No new transactions this period.

INVESTMENTS, DEPOSITS, INTEREST RATE EXCHANGE CONTRACTS AND VARIABLE RATE MASTER NOTE PLACEMENTS

Report E: In addition to the transactions described in Report A, B, C, and D, the Executive Director also reports the following activity under the Futures Program authorized by the Board of Commissioners on December 10, 1987, during the period January 1, 2005 through March 31, 2005 involving the use of the Municipal Bond Futures Contracts (Muni) and the United States Treasury Bond Futures Contracts (T-Bonds) traded on the Chicago Board of Trade to manage the interest rate exposure on the future issuance of Consolidated Bonds and Notes.

Hedge for Consolidated Bonds:

<u>Date</u>	<u>Action</u>	<u>Number of Contracts</u>	<u>Short Position</u>	<u>Gains/(Losses) on Series Hedge*</u>	<u>Amount of Prospective Port Authority Debt Hedged</u>	<u>Estimated (Increase)/Decrease in Borrowing Costs on Portion of Debt Hedged</u>
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No outstanding Hedge during the 1st Quarter 2005

Whereupon, the meeting was adjourned.

Secretary