

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES*

Thursday, October 20, 2016

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* The actions set forth in these Minutes shall have no force and effect until the expiration of the statutorily required gubernatorial review period (currently expected to occur at Midnight on November 4, 2016), unless sooner approved by the Governors of both the State of New York and the State of New Jersey, or vetoed by either.

MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, October 20, 2016 at 150 Greenwich Street, City, County and State of New York

PRESENT:

NEW JERSEY

Hon. John J. Degnan, Chairman
 Hon. Richard H. Bagger
 Hon. George R. Laufenberg
 Hon. Raymond M. Pocino
 Hon. William P. Schuber
 Hon. David S. Steiner

Patrick J. Foye, Executive Director
 Michael Farbiarz, General Counsel
 Karen E. Eastman, Secretary

Julia Basile, Deputy Director, Human Resources
 Thomas E. Belfiore, Chief Security Officer
 Justin E. Bernbach, Director, Government and Community Affairs, New York
 John Bilich, First Deputy Chief Security Officer
 Vincent J. Borst, Assistant Director, Real Estate Services
 Thomas L. Bosco, Director, Aviation
 Molly C. Campbell, Director, Port
 Patricia A. Clark, Senior Advisor, Aviation Policy, Aviation
 Steven J. Coleman, Deputy Director, Media Relations
 Nicole Crifo, Senior Advisor to the Chairman
 Stephanie E. Dawson, Acting Chief Operating Officer
 John C. Denise, Audio Visual Supervisor, Marketing
 Michael Dombrowski, Audio Visual Specialist, Marketing
 Michael Donovan, Contract Staff, World Trade Center Construction
 Diannae C. Ehler, General Manager, Port Authority Bus Terminal/Lincoln Tunnel, Tunnels, Bridges and Terminals
 Benjamin S. Engle, Project Manager, Human Resources
 Michael A. Fedorko, Director, Public Safety/Superintendent of Police
 Kevin Frick, Esq., Law
 Cedrick T. Fulton, Director, Tunnels, Bridges and Terminals
 Robert E. Galvin, Chief Technology Officer
 David P. Garten, Chief of Staff to the Vice Chairman
 Gary Goldman, Manager, Property Leasing, Real Estate Services
 Linda C. Handel, Deputy Secretary
 Mary Lee Hannell, Chief, Human Capital
 Portia Henry, Program Manager, World Trade Center Construction
 Patricia Hurley, Chief of Staff to the Chairman
 Howard G. Kadin, Esq., Law
 Cristina M. Lado, Director, Government and Community Affairs, New Jersey
 William Laventhal, Executive Policy Analyst, Office of the Executive Director

NEW YORK

Hon. Steven M. Cohen, Vice-Chairman
 Hon. Michael D. Fascitelli
 Hon. Hamilton E. James
 Hon. Kenneth Lipper
 Hon. Jeffrey H. Lynford
 Hon. Scott H. Rechler

Michael Lavery, External Relations Client Manager, Government and Community Affairs,
New York
 Diana Lopez, Senior Advisor, LaGuardia Redevelopment Program
 John H. Ma, Chief of Staff to the Executive Director
 Stephen Marinko, Esq., Law
 Ronald Marsico, Director, Media Relations
 Michael G. Massiah, Chief, Capital Planning, Execution and Asset Management
 Hugh P. McCann, Director, World Trade Center Operations
 Daniel G. McCarron, Comptroller
 Elizabeth M. McCarthy, Chief Financial Officer
 James E. McCoy, General Manager, Board Unit, Office of the Secretary
 David J. McGrath, Manager, Marketing and Communications, Marketing
 Carlene V. McIntyre, Assistant General Counsel
 Mark F. Muriello, Deputy Director, Tunnels, Bridges and Terminals
 Kristine O'Brien, Leadership Fellow, Human Resources
 Matthew Pedersen, Manager, Property Analysis and Valuation, Real Estate
 Steven P. Plate, Chief, Major Capital Projects
 Suchetha Premchan, Principal Board Management and Support Specialist, Office of the
Secretary
 Alan L. Reiss, Director, World Trade Center Construction
 Beth E. Siegel, Director, Capital Programs, Capital Planning
 James A. Starace, Chief Engineer/Director of Engineering
 Timothy G. Stickelman, Assistant General Counsel
 Lillian D. Valenti, Chief Procurement and Contracting Officer
 Sheree R. Van Duynes, Manager, Policies and Protocol, Office of the Secretary
 Samantha Weston, Legal Management Executive, Procurement

Guests:

Mary Maples, Associate Counsel, Authorities Unit, Office of the Governor of New Jersey
 Martin Wachs

Speakers:

Jocelyn Andrews, Local 100
 Murray Bodin, Member of the Public
 Hon. Bill DeBlasio, Mayor, City of New York
 Margaret Donovan, Twin Towers Alliance
 Hon. Adriano Espaillat, New York State Senator
 Hector Figueroa, Local 32BJ
 Rev. Gregory Holston
 Richard Hughes, Twin Towers Alliance
 Marcela Jimenez, Local 100
 Hon. Rahaman Mohammed, Deputy Mayor, City of Newark
 Hon. Philip Murphy, Former U.S. Ambassador to Germany
 Arthur Piccolo, Bowling Green Association, Inc.
 Ambrose Richardson, Sons of Revolution
 Rand Scholet, The Alexander Hamilton Awareness Society
 Neile Weissman, New York Bicycling Coalition

The public meeting was called to order by Chairman Degnan at 12:52 p.m. and ended at 2:45 p.m. The Board also met in executive session prior to the public session. Commissioner Rechler was present for a portion of the public Board meeting and was not present for the executive session.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of September 22, 2016. She reported that copies of these Minutes were delivered to the Governors of New York (in electronic form) and New Jersey (in paper form) on September 23, 2016. The Secretary reported further that the time for action by the Governors of New York and New Jersey had expired at midnight on October 7, 2016.

Whereupon, the Board unanimously approved the Minutes of the meeting of September 22, 2016.

Report of Joint Meeting of Committees on Finance and Operations

The Committees on Finance and Operations reported, for information, on matters discussed in executive session at their joint meeting on October 20, 2016, which included discussion of matters involving ongoing negotiations or reviews of contracts or proposals, and the report was received.

Report of World Trade Center Redevelopment Subcommittee

The World Trade Center Redevelopment Subcommittee reported, for information, on matters discussed in executive session at its meeting on October 20, 2016, which included discussion of matters involving ongoing negotiations or reviews of contracts or proposals and matters related to proposed, pending, or current litigation or judicial or administrative proceedings, and the report was received.

Report of Committee on Operations

The Committee on Operations reported, for information, on matters discussed in public session at its meeting on October 20, 2016, which included discussion of an item that authorizes leases covering the relocation of certain cargo operations at Newark Liberty International Airport, and discussion of an item concerning the establishment of a policy and guidelines on third-party use of agency facilities, and the report was received.

Report of Committee on Capital Planning, Execution and Asset Management

The Committee on Capital Planning, Execution and Asset Management reported, for information, on matters discussed in public session at its meeting on October 20, 2016, which included discussion of an item that re-authorizes a project for the realignment of existing certain roadways that serve Port Newark and the Elizabeth-Port Authority Marine Terminal, and the report was received.

Report of Committee on Finance

The Committee on Finance reported, for information, on matters discussed in public session at its meeting on October 20, 2016, which included an update on financial performance results for the third quarter of 2016, and the report was received.

PENDING
GUBERNATORIAL
REVIEW

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

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

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

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

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

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

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

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

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

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

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

It was recommended that, prior to the execution of the Funding Agreement, General Counsel or his designee would render a legal opinion, indicating whether payments to GPDC in support of the Project are authorized by the Port Compact and the various Port Authority statutes. A facility certification is required, which must be made before the execution of such Funding Agreement.

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

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

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Cohen, Degnan, James, Laufenberg, Lipper, Lynford, Pocino, Schuber and Steiner voting in favor; Commissioner Fascitelli recused and did not participate in the consideration of, or vote on, this item. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

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

(6) the terms of the Federal Loan are reasonable and appropriate for the benefit of the GPDC; and (7) the organizational documents of the GPDC shall be acceptable to the General Counsel of the Port Authority in his sole discretion; and it is further

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

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

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

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

PENDING
GUBERNATORIAL
REVIEW

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

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

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

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

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

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Pocino, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

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

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

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

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

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

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

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

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Pocino, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a supplemental agreement to Lease AYD-350 with JetBlue Airways Corporation (JetBlue) to provide for JetBlue to operate and maintain the AirTrain Skywalk Connector (Skywalk) and its components,

including the rehabilitation of six moving walkways located between the Terminal 5 AirTrain Station vertical circulation building and the Terminal 5 fire shutter door at John F. Kennedy International Airport, from on or about January 1, 2017 through November 12, 2042, and for the Port Authority to provide related rent reductions associated with JetBlue's performance of such responsibilities, and a payment of up to \$4 million to reimburse JetBlue for the cost of rehabilitating the walkways in the Skywalk, substantially in accordance with the terms outlined to the Board; and it is further

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

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

PENDING
GUBERNATORIAL
REVIEW

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

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

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

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

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

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Pocino, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a new lease agreement with 156 William Street Owner, LLC for the Port Authority to lease and fit out a portion of the fourth floor of 156 William Street, New York, New York for the provision of office space for staff and contractors of the Port Authority's Office of Medical Services, for a term of 15 years, three months, commencing on or about April 1, 2017, with one five-year extension option, substantially in accordance with the terms outlined to the Board; and it is further

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

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

PENDING
GUBERNATORIAL
REVIEW

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

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

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

As a result, it was recommended that the Executive Director, with the assistance of General Counsel, be directed to establish a Policy and Guidelines on Third Party Use of Facilities, effective January 1, 2017, that would: (1) maintain safe and orderly facility operations and preserve such facilities for the purposes for which they were designed and dedicated; (2) set forth uniform protocols for examining requests made by third parties; (3) provide for transparent and streamlined internal authorization processes; (4) track revenue generated by such uses; and (5) protect Port Authority intellectual property.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Pocino, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED, that the Executive Director, with the assistance of General Counsel, be and he hereby is directed, for and on behalf of the Port Authority, to establish and implement a Policy and Guidelines on Third-Party Use of Facilities, effective January 1, 2017, that would: (1) maintain safe and orderly facility operations and preserve such facilities for the purposes for which they were designed and dedicated; (2) set forth uniform protocols for examining requests made by third parties; (3) provide for transparent and streamlined internal authorization processes; (4) track revenue generated by such uses; and (5) protect Port Authority intellectual property; and it is further

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

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

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

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

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

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

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Pocino, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

RESOLVED that a project for the rehabilitation of a portion of Taxiway Z at Newark Liberty International Airport to maintain a state of good repair, the reconfiguration of Taxiway UB, and the construction of a new connecting taxiway to accommodate the future relocation of United Parcel Service Co. (UPS) cargo operations to the north side of the airport (the Project), at an estimated total Project cost of \$16.8 million, be and it hereby is authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to award a contract to perform the construction work associated with the rehabilitation of Taxiway Z and access improvements to the

future UPS site, at an estimated construction cost of \$10.8 million, inclusive of extra work and net cost work; and it is further

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

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

PENDING
GUBERNATORIAL
REVIEW

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

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

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

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

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

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Pocino, Schuber and Steiner voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

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

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

RESOLVED, that the form of all contracts, agreements and other documents in connection with the foregoing shall be subject to the approval of General Counsel or

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

PENDING
GUBERNATORIAL
REVIEW

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

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

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

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

At its meeting of June 30, 2011, the Board authorized planning work for the Project, at an estimated cost of \$3.7 million. At its special meeting of December 4, 2013, the Committee on

Operations, acting for and on behalf of the Board pursuant to the By-Laws, authorized the Project, at a total estimated project cost of \$105 million. The Project scope of work included the construction and realignment of portions of Port Street, Corbin Street, Doremus Avenue, Marlin Street, Kellogg Street and related intersections, and the demolition and reconstruction of the Corbin Street ramp at Port Newark, including utility relocations, property acquisitions and wetland mitigation.

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

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

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

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

Pursuant to the foregoing report, the following resolution was adopted, with Commissioners Bagger, Cohen, Degnan, Fascitelli, James, Laufenberg, Lipper, Lynford, Schuber and Steiner voting in favor; Commissioner Pocino recused and did not participate in the consideration of, or vote on, this item. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

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

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

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

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

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

TRIBUTE TO SCOTT H. RECHLER

The following resolution was adopted, with Commissioners Bagger, Degnan, Fascitelli, Laufenberg, Lipper, Lynford, Pocino, Schuber and Steiner voting in favor; Commissioner Rechler did not participate in the vote on this item, to express the appreciation of the members of the Board of Commissioners of The Port Authority of New York and New Jersey to Commissioner Scott H. Rechler as he retires from the Board. Commissioners Cohen and James were not present for the vote on this item. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Board being present.

WHEREAS, from his appointment by New York Governor Andrew M. Cuomo in June 2011, Scott Rechler has given tirelessly of his time, talent and experience to further the mission and goals of the Port Authority and its wholly owned entities; and

WHEREAS, as Vice Chairman of the Port Authority from September 2011 to May 2016, Scott Rechler has been an advocate and influential leader in the implementation of numerous governance reforms to ensure the agency's commitment to the highest levels of honesty, integrity, accountability and transparency in an effort to restore and ensure public confidence in the agency; and

WHEREAS, Scott Rechler served with great distinction as a member of the Governors of New York and Jersey's *Special Panel on the Future of the Port Authority*, which was established to review and evaluate reforms of the Port Authority's mission, structure, management, operations, and overall governance, which resulted in various recommendations that provide for a recommitment of the agency to its core mission of facilitating transit through the region for the millions of commuters, visitors and cargo carriers that rely on its transportation infrastructure and to keep people and goods moving safely and dependably through the region; and

WHEREAS, as Chairman of the Committee on Capital Planning, Execution & Asset Management, Scott Rechler has provided leadership in the advancement of the agency's Capital Plan ensuring projects supported the Port Authority's mission to improve regional mobility of people and goods, as well as fostering economic growth and opportunity in the region, which included the advancement of the George Washington Bridge Rehabilitation Program, the Bayonne Bridge Navigational Clearance Program, modernization of the PATH system, efforts that will revitalize the agency's aviation facilities to better accommodate 21st Century needs, and redevelopment of the World Trade Center site; and

WHEREAS, Scott Rechler has provided sound advice and guidance in the use of innovative approaches to expand capacity, which included the largest public-private partnership in the country with the redevelopment of LaGuardia Airport's Terminal B and the largest public private partnership in the northeast with the replacement of the Goethals Bridge.

NOW, therefore, be it

RESOLVED, that the Commissioners of The Port Authority of New York and New Jersey do hereby express to the Honorable Scott H. Rechler, their sincere appreciation for his leadership and service to the agency and the region it serves; and it is further

RESOLVED, that the Board of Commissioners hereby directs that this resolution be suitably engraved and presented to the Honorable Scott H. Rechler as a token of the high esteem in which he is held by the Board and staff alike.

PENDING
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REVIEW

CONFIDENTIAL ITEM

The Board also acted on a matter in executive session, which shall not be made available for public inspection.

PENDING
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REVIEW

Whereupon, the meeting was adjourned.

Secretary

PENDING
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