

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, June 30, 2011

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, June 30, 2011 at 225 Park Avenue South, City, County and State of New York

PRESENT:

NEW JERSEY

Hon. David Samson, Chairman
 Hon. Anthony R. Coscia
 Hon. Raymond M. Pocino
 Hon. Anthony J. Sartor
 Hon. David S. Steiner

NEW YORK

Hon. H. Sidney Holmes III
 Hon. Jeffrey H. Lynford
 Hon. Scott H. Rechler

Christopher O. Ward, Executive Director
 William Baroni, Jr., Deputy Executive Director
 Darrell B. Buchbinder, General Counsel
 Karen E. Eastman, Secretary

Heavyn-Leigh American, Associate Board Management and Support Specialist, Office of the Secretary
 Susan M. Baer, Director, Aviation
 Carrol V. Bennett, Manager, Real Estate and Development
 Ernesto L. Butcher, Chief Operating Officer
 Steven J. Coleman, Assistant Director, Media Relations
 John M. DeFilippo, Jr., Port Authority Police Officer
 Michael P. DePallo, Director, Rail Transit
 Gretchen P. DiMarco, Special Assistant to the Deputy Executive Director
 John J. Drobny, Director, Security Projects, Chief Operating Office
 Michael G. Fabiano, Chief Financial Officer
 Michael A. Fedorko, Director, Public Safety/Superintendent of Police
 Michael B. Francois, Chief, Real Estate and Development
 Richard Friedman, Manager, Special Projects, Office of Environmental and Energy Programs
 Cedrick T. Fulton, Director, Tunnels, Bridges and Terminals
 Fernando A. Garcia, Port Authority Police Officer
 Lash Green, Director, Office of Business Diversity and Civil Rights
 Glenn P. Guzi, Senior External Affairs Representative, Government and Community Affairs
 Linda C. Handel, Deputy Secretary
 Andrew T. Hawthorne, Director, Marketing
 Mark D. Hoffer, Director, New Port Initiatives, Port Commerce
 Kara E. Hughes, Senior External Relations Client Manager, Government and Community Affairs
 Howard G. Kadin, Esq., Law
 Shaun A. Kehoe, Port Authority Police Officer
 John P. Kelly, Director, Media Relations
 Christopher R. Kuinlan, Port Authority Police Officer
 Cristina M. Lado, Director, Government and Community Affairs
 Conor Lanz, Special Assistant to the Executive Director
 Richard M. Larrabee, Director, Port Commerce
 Jamie E. Loftus, Chief, Public and Government Affairs
 Stephen Marinko, Esq., Law
 Ronald Marsico, Assistant Director, Media Relations
 Michael G. Massiah, Director, Management and Budget

Daniel G. McCarron, Comptroller
James E. McCoy, Manager, Board Management Support, Office of the Secretary
Michael J. Miller, Port Authority Police Officer
Anne Marie C. Mulligan, Treasurer
David N. Narvaez, Port Authority Police Officer
Patrick O'Reilly, Advisor to the Chairman
Jeffrey P. Pearse, Deputy Director, Aviation
Steven P. Plate, Deputy Chief, Capital Planning/Director, World Trade Center Construction
Beth Siegel, Assistant Director, Financial Analysis
Gerald B. Stoughton, Director, Financial Analysis
Robert A. Sudman, Director, Audit
Ralph Tragale, Assistant Director, Public Affairs, Aviation
David B. Tweedy, Chief, Capital Programs
Lillian D. Valenti, Director, Procurement
Sheree Van Duyne, Manager, Policies and Protocol, Office of the Secretary
Philippe Visser, Director, World Trade Center Redevelopment
David M. Wildstein, Director, Interagency Capital Projects, Office of the Deputy Executive
Director
Peter J. Zipf, Chief Engineer

Guests:

Johanna Jones, Assistant Counsel, Authorities Unit, Office of the Governor of New Jersey

Speakers:

Kristen Clarke, Member of the Public
Margaret Donovan, Twin Towers Alliance
Fred Immendorfer, Member of the Public
Charles F. Kenny, Esq., Goethals Bridge Partnership
Jim Laing, Local President of NY Civil, Tutor Perini Corporation
Meredith B. Otten, Member of the Public
Deborah Sutton, Member of the Public

The public meeting was called to order by Chairman Samson at 1:34 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 May 25, 2011. 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 May 26, 2011. She reported further that the time for action by the Governors of New York and New Jersey expired at midnight on June 10, 2011.

Whereupon, the Board unanimously approved the Minutes of the meeting of May 25, 2011.

Report of the Committee on Capital Programs/Agency Planning

The Committee on Capital Programs/Agency Planning reported, for information, on matters discussed in public session at its meeting on June 30, 2011, which included discussion of an item that authorizes planning for the future rehabilitation, extension and widening of Runway 4L-22R at John F. Kennedy International Airport, and an item that authorizes planning for roadway capacity improvements at Port Newark, and the report was received.

Report of Committee on Operations

The Committee on Operations reported, for information, on matters discussed in executive session at its meeting on June 30, 2011, which included discussion of matters related to the purchase, sale, or lease of real property, or securities where disclosure would affect the value thereof or the public interest, and the report was received.

Report of the Committee on Construction

The Committee on Construction reported, for information, on matters discussed in public session at its meeting on June 30, 2011, which included discussion of an item that authorizes the relocation of certain vehicular roadways to accommodate the future extension of Runway 4L-22R at John F. Kennedy International Airport, and a review of the Port Authority's minority, women-owned and small business enterprise participation results for 2010, 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 public and executive sessions at its meeting on June 30, 2011, which included discussion of several contracts and agreements in connection with the continued development of the World Trade Center site, and discussion of matters involving ongoing negotiations or reviews of contracts or proposals, and matters related to the purchase, sale, or

lease of real property, or securities where disclosure would affect the value thereof or the public interest, and the report was received.

Chairman's Report

On behalf of the Board, Chairman Samson welcomed Commissioners Jeffrey H. Lynford and Scott H. Rechler and congratulated them on their recent appointments to the Board.

**JOHN F. KENNEDY INTERNATIONAL AIRPORT – RUNWAY 4L-22R
REHABILITATION PROGRAM – PHASE I – RELOCATION OF VEHICLE
ROADWAYS AND INFRASTRUCTURE – PROJECT AUTHORIZATION**

It was recommended that the Board authorize a project to relocate certain vehicular roadways and infrastructure at John F. Kennedy International Airport (JFK), including the North Boundary Road, the Aeronautical Operations Area (AOA) Patrol Road and the Port Authority Police Department Impound Lot, as part of a program to rehabilitate and extend Runway 4L-22R at JFK, at a total project cost of \$24.3 million.

Runway 4L-22R, last rehabilitated in 1999, is 11,351 feet long and 150 feet wide and is currently “Group V” aircraft-compliant. It accommodates approximately 25 percent of the annual aircraft operations at JFK.

The northern end of the runway must be extended beyond the existing AOA by December 2015, in order to comply with the Federal Aviation Administration’s (FAA) current Runway Safety Area (RSA) requirements. In addition, in order to meet FAA standards for Group VI aircraft, Runway 4L-22R must be widened to 200 feet. (Group VI aircraft currently use the runway under an FAA modification of operating standards.) A companion item being advanced at this meeting requests authorization of planning work for the rehabilitation, widening and extension of the runway, along with certain improvements on associated taxiways to reduce delays, which would constitute Phase II of the runway rehabilitation program.

As a precursor to the above improvements, the proposed project would provide for the relocation of certain vehicular roadways and related infrastructure, in order to expand the AOA to accommodate the FAA’s requirements for RSAs, which typically are graded areas extending 250 feet on either side of the runway centerline and 1,000 feet beyond each end of the runway.

Creation of the mandated RSA would require the northward extension of Runway 4L-22R, beyond JFK’s existing AOA and beyond the boundaries set forth in the existing lease with the City of New York (City) for JFK. This would require the relocation of the North Boundary Road, the AOA Patrol Road and the Port Authority Police Department Impound Lot. The expansion of the AOA to the north also would require the relocation of associated airport infrastructure. Advancing the proposed project prior to the start of construction of the runway extension and rehabilitation work would reduce construction staging complexity, impacts on airport operations and risks to the construction schedule for Phase II of the Runway 4L-22R Rehabilitation Program.

In order to perform the North Boundary Road realignment, staff is in the process of acquiring approximately four acres of real property from Logan Property Inc. (as authorized by the Board at its meeting of November 18, 2010) and additional real property from the City. Acquisition of these properties will extend the northern perimeter of JFK to Rockaway Boulevard in the Borough of Queens. Both properties will be added via a single supplemental agreement to the Port Authority’s Amended and Restated Agreement of Lease of the Municipal Air Terminals with the City.

Costs associated with this expenditure are approximately 54.5-percent recoverable through the JFK Flight Fee Agreement. Funds are fully included in the 2011 Budget and will be included in future years' budgets.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Coscia, Holmes, Lynford, Pocino, Rechler, Samson, Sartor 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 to relocate certain vehicular roadways and infrastructure at John F. Kennedy International Airport, including the North Boundary Road, the Aeronautical Operations Area Patrol Road and the Port Authority Police Department Impound Lot, at a total project cost of \$24.3 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 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, and agreements in connection with the foregoing project shall be subject to the approval of General Counsel or his authorized representative.

**JOHN F. KENNEDY INTERNATIONAL AIRPORT – RUNWAY 4L-22R
REHABILITATION PROGRAM – PHASE II – RUNWAY REHABILITATION
AND IMPROVEMENTS – PLANNING AUTHORIZATION**

It was recommended that the Board authorize: (1) planning and engineering services for the extension, widening and rehabilitation of Runway 4L-22R at John F. Kennedy International Airport (JFK) and the development of associated runway system enhancement initiatives, at an estimated cost of \$6 million; and (2) the Executive Director to enter into agreements with the Federal Aviation Administration (FAA) to provide for reimbursement to the FAA for costs and expenses, estimated at \$100,000, associated with work performed by it on the Port Authority's behalf in connection with this planning effort.

Runway 4L-22R is currently "Group V" aircraft-compliant. It accounts for 25 percent of the annual aircraft operations at JFK. Runway 4L-22R was last rehabilitated in 1999; interim repairs were performed to the southern 1,300 feet of the runway in 2008. The pavement surface has begun to exhibit the effects of normal wear and weathering, and in order to maintain a state of good repair rehabilitation of the runway was recommended.

To avoid numerous runway closures and minimize impact to airport operations, rehabilitation of the runway's pavement would be combined with the mandatory scope of the runway rehabilitation program. The components of the mandatory scope are the installation of FAA-required Runway Safety Areas (RSA) at each end of the runway by 2015 and increasing runway width for use by FAA Design "Group VI" aircraft (new large aircraft). In addition, runway modifications would require the reconfiguration of taxiways, and in order to improve operations and reduce delays, the installation of new "high-speed" taxiways would be considered.

The proposed planning work includes expert professional engineering and planning services for field inspections, design documents, reports and evaluations, constructability and operational analyses and construction staging plans.

Costs are expected to be fully recoverable through a combination of sources: the JFK Flight Fee Agreement, federal Airport Improvement Program funds committed by the FAA in a Letter of Intent, and Passenger Facility Charges.

This project would impact FAA navigational and communication systems and infrastructure and would require FAA engineering and field support under a reimbursable agreement.

A companion item being advanced at this meeting of the Board requests authorization of a project to relocate certain vehicular roadways and infrastructure at JFK, as part of the program to rehabilitate, widen and extend Runway 4L-22R.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Coscia, Holmes, Lynford, Pocino, Rechler, Samson, Sartor 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 and engineering services for the extension, widening and rehabilitation of Runway 4L-22R at John F. Kennedy International Airport and the development of associated runway system enhancement initiatives, at an estimated cost of \$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 effort, pursuant to authority granted in the By-Laws or other resolution adopted by 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 agreements with the Federal Aviation Administration (FAA), in an estimated amount of \$100,000, to provide for reimbursement to the FAA for costs and expenses associated with work performed by it on the Port Authority's behalf in connection with the foregoing planning effort; and it is further

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

PORT NEWARK – PORT STREET CAPACITY IMPROVEMENTS – PLANNING AUTHORIZATION

It was recommended that the Board authorize planning and preliminary design work in connection with the reconstruction and realignment of portions of Port Street, Corbin Street, Kellogg Street, the Corbin Street ramp and related intersections at Port Newark (collectively, the Port Street Capacity Improvements), in an estimated total amount of \$3.7 million.

A comprehensive Port Authority study of the entire roadway system at Port Newark and the Elizabeth Port Authority Marine Terminal (EPAMT) was completed in 2007. This study identified numerous locations that required realignment, widening and/or traffic signalization improvements to increase capacity and enhance safety. Two of those identified areas are located on Port Street and are included in the planning for the proposed Port Street Capacity Improvements Project.

In a related action on December 7, 2010, the Committee on Operations, acting for and on behalf of the Board pursuant to delegated authority, authorized a project for Phase 2 of the North Cargo Area and Port Street Improvement Program, to provide for the widening and realignment of Port Street and Brewster Road, in order to improve the roadway network serving Port Newark and the EPAMT in the vicinity of Newark Liberty International Airport's north entrance/exit, at a total estimated project cost of \$34.5 million. The North Cargo Area and Port Street Improvement Program area lies immediately to the west of, and abuts, the Port Street Capacity Improvements area. The Port Street Capacity Improvements Project would enhance the safety of a critical access point into and out of the Port of New York and New Jersey, and it would complement the North Cargo Area and Port Street Improvement Program. In addition to the local capacity and safety benefits that would result from the replacement of outmoded structures, both projects, when completed, would provide a more efficient traffic flow from U.S. Routes 1 & 9, Interstate 78, Doremus Avenue, and the New Jersey Turnpike to Port Newark and the EPAMT.

Planning and preliminary design work under the proposed authorization would include field inspections, documentation of existing conditions, analysis to determine appropriate methods of rehabilitation or replacement, preparation of preliminary design documents, estimation of construction costs and analysis of staging options.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Coscia, Holmes, Lynford, Pocino, Rechler, Samson, Sartor 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 and preliminary design work in connection with the reconstruction and realignment of portions of Port Street, Corbin Street, Kellogg Street, the Corbin Street ramp and related intersections at Port Newark, in an estimated total amount of \$3.7 million, be and it hereby is authorized; and it is further

RESOLVED, that the Executive Director be and hereby is authorized, for and on behalf of the Port Authority, to take action with respect to contracts for professional and advisory services and other agreements as may be necessary to

effectuate the foregoing planning and preliminary design work, pursuant to authority granted in the By-Laws or other resolution adopted by the Board; and it is further

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

**GEORGE WASHINGTON BRIDGE BUS STATION REDEVELOPMENT PROJECT –
GEORGE WASHINGTON BRIDGE BUS STATION DEVELOPMENT
VENTURE LLC – INCREASE IN REIMBURSABLE AMOUNT FOR FACILITY
IMPROVEMENTS**

It was recommended that the Board authorize the Executive Director, in connection with the George Washington Bridge Bus Station (GWBBS) Redevelopment Project, to: (1) increase the amount to be reimbursed by the Port Authority to George Washington Bridge Bus Station Development Venture LLC (Developer), a joint venture of GWB Ninety Nine LLC, WMG Associates, LLC, and GWB Blue LLC, for its costs for the redevelopment and construction of a new bus station facility, from an amount not to exceed \$49.5 million to an amount not to exceed \$52.7 million; (2) increase the amount of the Port Authority's internal costs in connection with the GWBBS Redevelopment Project, from \$28.7 million to \$30.5 million, for financial expense and Port Authority construction design review and oversight, including program management, cost control, and auditing both design and construction of the new Bus Level Pavilion and the Developer's leased space; and (3) take related actions consistent with the terms outlined to the Board.

On October 2, 2008, the Board authorized the execution of agreements for the redevelopment of the GWBBS with the Developer, including, among other agreements, an Interim Agreement that serves as a contract to subsequently enter into a lease agreement with the Developer upon the satisfaction of certain conditions precedent set forth therein. At that time, only conceptual drawings for the improvements to the GWBBS were available, which were used to develop the original budget for the improvements, at an estimated amount of \$49.5 million. The Interim Agreement was executed on April 5, 2010, and provides that during the term of the Interim Agreement, in the event that the cost estimate to redevelop and construct improvements to the GWBBS exceeded \$49.5 million, the Port Authority retained the right either to terminate the Interim Agreement or increase the budget for the improvements to the GWBBS, subject to further Board authorization.

The proposed increase in the amount to be reimbursed to the Developer is a result of the revised cost estimates for improvements to the GWBBS by Port Authority staff and the Developer after due diligence, including further analysis based on refinements to the preliminary design and scope of work. In addition, the internal Port Authority costs in connection with the GWBBS Redevelopment Project, including construction design review, oversight and financial expense, would be increased from an estimated amount of \$28.7 million to an estimated amount of \$30.5 million, bringing the total authorized project cost to \$83.2 million. Given the nature of this project, staff will provide critical oversight throughout the project's duration. The project team will be responsible for program management, cost control, and auditing of both design and construction of the new Bus Level Pavilion and Developer's leased space.

Increasing the amount to be reimbursed to the Developer for the redevelopment and construction of the GWBBS improvements, from an amount not to exceed \$49.5 million to an amount not to exceed \$52.7 million, and increasing the overall budget for the GWBBS Redevelopment Project to \$83.2 million, would facilitate the development of the GWBBS into a state-of-the-art transportation facility, providing benefits to those who use the GWBBS, the Port Authority and the region that were reported to the Board at its October 2, 2008 meeting.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Coscia, Holmes, Lynford, Pocino, Rechler, Samson, Sartor 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 hereby is authorized, for and on behalf of the Port Authority, in connection with the George Washington Bridge Bus Station (GWBBS) Redevelopment Project, to: (1) increase the amount to be reimbursed by the Port Authority to George Washington Bridge Bus Station Development Venture LLC (Developer), a joint venture of GWB Ninety Nine LLC, WMG Associates, LLC, and GWB Blue LLC, for its costs for the redevelopment and construction of the improvements to the GWBBS, from an amount not to exceed \$49.5 million to an amount not to exceed \$52.7 million; (2) increase the amount of the Port Authority's internal costs in connection with the GWBBS Redevelopment Project, from \$28.7 million to \$30.5 million, for financial expense and Port Authority construction design review and oversight, including program management, cost control, and auditing of both design and construction of the new Bus Level Pavilion and the Developer's leased space; and (3) take related actions consistent with the terms outlined to the Board, after execution of the agreement with the Developer for the lease of the GWBBS; 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 contracts and agreements necessary or appropriate in connection with the foregoing; and it is further

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

AUTHORIZATION OF MEMORANDUM OF UNDERSTANDING WITH NEW ENERGY AND INDUSTRIAL TECHNOLOGY DEVELOPMENT ORGANIZATION – ENERGY DEMONSTRATION PROJECT

It was recommended that the Board authorize the Executive Director to enter into a Memorandum of Understanding (MOU) with the New Energy and Industrial Technology Development Organization (NEDO) for the Port Authority and NEDO to work jointly to define an energy research and demonstration project for consideration at Port Authority and/or Port Authority Trans-Hudson Corporation facilities within the Port District. The proposed MOU would not obligate the Port Authority to undertake, or authorize funding for, any project. Staff would seek further Board authorization to enter into any agreement with NEDO to pursue a project identified as a result of this action. The proposed MOU would have a term of two years.

NEDO is one of Japan's largest public research and development agencies, with an annual budget of approximately \$2 billion and over 1,000 staff members deployed at offices across the world, including Beijing, New Delhi, Paris, and Washington, D.C. NEDO seeks international partners to develop collaborative research projects in the areas of energy, environmental and industrial technology. These partnerships generally are structured as bilateral agreements between NEDO and a host organization, whereby NEDO grants provide for equipment to be installed at a host site. Projects currently underway in the United States include a battery storage demonstration project with the Los Alamos National Laboratory, a renewable energy demonstration project with the Sandia National Laboratory, and a micro-grid demonstration project with the New York Power Authority.

The proposed MOU would establish a framework for initiatives to stimulate regional economic development by identifying new approaches to managing energy-intensive activities related to: communications; computing; heating, cooling, and ventilation; lighting; manufacturing; water pumping; and the movement of people and goods.

Projects identified from the proposed action could: provide operational cost savings; increase freight trade; advance the Port Authority's sustainability policy; improve Port Authority services to tenants and stakeholders; demonstrate the potential of new technologies to Port Authority tenants and stakeholders; and reinforce the Port Authority's position as a leader in innovative energy and environmental programs. Cultivating a relationship with an international energy research organization like NEDO would promote a regional clean energy economy, strengthen economic ties with international trading partners, and complement federal and state economic development initiatives.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Coscia, Holmes, Lynford, Pocino, Rechler, Samson, Sartor 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 Memorandum of Understanding with the New Energy and Industrial Technology Development Organization (NEDO), pursuant to which the Port Authority and NEDO will define a joint energy research and demonstration project within the Port District for potential development; and it is further

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

WORLD TRADE CENTER VEHICULAR SECURITY CENTER AND TOUR BUS PARKING FACILITY – AUTHORIZATION TO AWARD A CONSTRUCTION TRADE CONTRACT FOR SUPERSTRUCTURE CONCRETE AND INCREASE IN EXPERT PROFESSIONAL ARCHITECTURAL AND ENGINEERING SERVICES

It was recommended that the Board authorize the Executive Director to: (1) award a construction trade contract, through construction manager Tishman Construction Corporation (Tishman), to Navillus Contracting for superstructure concrete work associated with the construction of the World Trade Center Vehicular Security Center and Tour Bus Parking Facility (WTC VSC), at an estimated total cost of \$82,620,000, inclusive of an eight-percent allowance for extra work; and (2) increase, by an estimated amount of \$1.2 million, the compensation under the Port Authority's existing agreement with Liberty Security Partners (LSP), a joint venture of STV, Inc., AECOM and URS Corporation, for architectural and engineering services (Stage IV services) to support the construction of the WTC VSC Project.

The WTC VSC Project is critical for the redevelopment of the World Trade Center site, because it will improve vehicular circulation and access within Lower Manhattan. Once completed, the WTC VSC will accommodate off-street screening of vehicles that enter the sub-grade roadway and loading docks, as well as provide a new below-grade support for site-wide operations. The scope of work under the proposed construction trade contract includes furnishing and installing all reinforced concrete columns, walls and elevated slabs, steel beam and column encasement, architectural blast walls, bases, stairs, interior curbs, sidewalks and ramps.

It is also necessary to increase the compensation under the existing agreement with LSP to provide for architectural and engineering services (Stage IV services) to support the construction of the WTC VSC Project. Since the retention of LSP's services in connection with the WTC VSC Project was authorized initially on September 21, 2006, a total of \$58.4 million has been authorized for architectural and engineering design services to implement various components of the WTC VSC Project. Including the proposed increase, and an increase pursuant to a companion item being advanced at this Board meeting, a total of \$60.6 million will have been authorized. Approximately \$48.9 million of that amount has been expended to date.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Coscia, Holmes, Lynford, Pocino, Rechler, Samson and Steiner voting in favor; Commissioner Sartor 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 the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to award a construction trade contract, through construction manager Tishman Construction Corporation, to Navillus Contracting for superstructure concrete work associated with the construction of the World Trade Center Vehicular Security Center and Tour Bus Parking Facility (WTC VSC), at an estimated total cost of \$82,620,000, inclusive of an eight-percent allowance for extra 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 increase, by an estimated amount of \$1.2 million, the compensation under the existing agreement with Liberty Security Partners, a joint venture of STV, Inc., AECOM and URS Corporation, for architectural and engineering services to support the construction of the WTC VSC Project; and it is further

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

WORLD TRADE CENTER VEHICULAR SECURITY CENTER AND TOUR BUS PARKING FACILITY – AUTHORIZATION TO AWARD A CONSTRUCTION TRADE CONTRACT FOR VENTILATION AND INCREASE IN EXPERT PROFESSIONAL ARCHITECTURAL AND ENGINEERING SERVICES

It was recommended that the Board authorize the Executive Director to: (1) award a construction trade contract, through construction manager Tishman Construction Corporation (Tishman), to ASM Mechanical Systems for a ventilation system associated with the construction of the World Trade Center Vehicular Security Center (WTC VSC), at an estimated total cost of \$20,466,000, inclusive of an eight-percent allowance for extra work; and (2) increase, by an estimated amount of \$1 million, the compensation under the Port Authority's existing agreement with Liberty Security Partners (LSP), a joint venture of STV, Inc., AECOM and URS Corporation, for architectural and engineering services (Stage IV services) to support the construction of the WTC VSC Project.

The WTC VSC Project is critical for the redevelopment of the World Trade Center site, because it will improve vehicular circulation and access within Lower Manhattan. Once completed, the WTC VSC will accommodate off-street screening of vehicles that enter the sub-grade roadway and loading docks, as well as a new below-grade support for site-wide operations. The scope of work under the proposed construction trade contract includes furnishing and installing a complete ventilation system for the WTC VSC, including airside sheet metal ducts, fans, dampers, insulation and related equipment.

It is also necessary to increase the compensation under the existing agreement with LSP to provide for architectural and engineering services (Stage IV services) to support the construction of the WTC VSC Project. Since the retention of LSP's services in connection with the WTC VSC Project was authorized initially on September 21, 2006, a total of \$58.4 million has been authorized for architectural and engineering design services to implement various components of the WTC VSC Project. Including the proposed increase, and an increase pursuant to a companion item being advanced at this Board meeting, a total of \$60.6 million will have been authorized. Approximately \$48.9 million of that amount has been expended to date.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Coscia, Holmes, Lynford, Pocino, Rechler, Samson and Steiner voting in favor; Commissioner Sartor 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 the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to award a construction trade contract, through construction manager Tishman Construction Corporation, to ASM Mechanical Systems for a ventilation system associated with the construction of the World Trade Center Vehicular Security Center and Tour Bus Parking Facility (WTC VSC), at an estimated total cost of \$20,466,000, inclusive of an eight-percent allowance for extra 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 increase, by an estimated amount of \$1 million, the compensation under the existing agreement with Liberty Security Partners, a joint venture of STV, Inc., AECOM and URS Corporation, for architectural and engineering services to support the construction of the WTC VSC Project; and it is further

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

WORLD TRADE CENTER TRANSPORTATION HUB PROJECT – AUTHORIZATION TO AWARD A CONSTRUCTION TRADE CONTRACT FOR OCULUS GLASS, METAL PANELS AND ENTRANCE DOORS AND INCREASES IN EXPERT PROFESSIONAL ARCHITECTURAL AND ENGINEERING SERVICES AND CONSTRUCTION MANAGEMENT SERVICES

It was recommended that the Board authorize the Executive Director to: (1) award a construction trade contract, through construction manager Tishman Construction Corporation and Turner Construction Company, a Joint Venture (Tishman/Turner), to Enclos Corporation, for glass and metal panels and entrance doors associated with the construction of the World Trade Center Transportation Hub (WTC Hub) Project, at an estimated total cost of \$31,779,000, inclusive of an eight-percent allowance for extra work; (2) increase, by an estimated amount of \$1.9 million, the compensation under the Port Authority's existing agreement with Downtown Design Partnership (DDP), a joint venture of AECOM and STV, Inc., for construction-related architectural and engineering services to support the continued construction of the WTC Hub Project; and (3) increase, by an estimated amount of \$2.1 million, the compensation under the Port Authority's existing agreement with Tishman/Turner for construction management services.

The WTC Hub Project is necessary to re-establish and enhance transportation facilities and infrastructure that existed at the World Trade Center complex prior to September 11, 2011, and ensure the long-term accessibility and economic vitality of Lower Manhattan. The scope of work under the proposed contract includes furnishing and installing approximately 41,218 square feet of glass panels for the Oculus, 42,107 square feet of operable horizontal and vertical metal panels that will permit access to the Oculus skylight for inspection, maintenance and repair, and 24 glass entrance doors. The proposed contract includes a warranty for a period of five years, commencing on the date of formal acceptance. The Oculus is the Santiago Calatrava signature winged structure, which will rise over 200 feet above street level and house the Transit Hall.

The recommended award is to the lowest-price proposer, Enclos Corporation, which was selected by Tishman/Turner from a pre-qualified list of proposers. The proposed WTC Hub trade contract was procured pursuant to the procedures established in the Tishman/Turner JV Construction Management Agreement, dated August 10, 2009, and the Federal Transit Administration Lower Manhattan Recovery Office Third Party Contracting Requirements, dated August 21, 2003.

In September 2003, the Executive Director authorized an agreement with DDP to provide professional architectural and engineering services for the development of the WTC Hub Project for a five-year term, at an estimated amount of \$60 million. Through October 2010, the Board authorized increases to the existing DDP contract for additional architectural and engineering and construction support services through Stage IV of the WTC Hub Project, to implement various components of the project. To continue the implementation of the project, it is necessary to increase compensation to DDP at this time. Including the requested increase of \$1.9 million, a total of \$403.3 million will have been authorized. Approximately \$321.4 million of that amount has been expended to date.

On July 23, 2009, the Board authorized the retention of Tishman/Turner to provide construction management services to support the implementation of the WTC Hub Project. At the time of award, it was anticipated that the project would be implemented through the issuance of two major contracts to procure all trades needed to construct the Transit Hall in the East Bath tub. Through subsequent discussions with Tishman/Turner, the procurement strategy was modified to procure the construction trade packages individually, in order to best position the agency in attaining competition, flexibility and overall savings in contract value. The proposed increase in compensation to Tishman/Turner would provide for the development, management and supervision of this construction trade package. Including the requested increase of \$2.1 million, a total of \$130.2 million will have been authorized. Approximately \$29.6 million of that amount has been expended to date.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Coscia, Holmes, Lynford, Pocino, Rechler and Steiner voting in favor; Commissioners Samson and Sartor 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 the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to award a construction trade contract, through construction manager Tishman Construction Corporation and Turner Construction Company, a Joint Venture (Tishman/Turner), to Enclos Corporation, for glass and metal panels and entrance doors associated with the construction of the World Trade Center Transportation Hub (WTC Hub) Project, at an estimated total cost of \$31,779,000, inclusive of an eight-percent allowance for extra 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 increase, by an estimated amount of \$1.9 million, the compensation under the Port Authority's existing agreement with Downtown Design Partnership, a joint venture of AECOM and STV, Inc., for construction-related architectural and engineering services to support the continued construction of the WTC Hub 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 increase, by an estimated amount of \$2.1 million, the compensation under the Port Authority's existing agreement with Tishman/Turner for construction management services to support the continued construction of the WTC Hub Project; and it is further

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

DOWNTOWN RESTORATION PROGRAM – SPECIAL INSPECTION AND MONITORING INSPECTIONS SERVICES FOR VARIOUS WORLD TRADE CENTER SITE-WIDE PROJECTS – AWARD OF CONTRACT

It was recommended that the Board authorize the Executive Director to award a contract to HAKS, Engineers, Architects and Land Surveyors, for the performance of special inspection and monitoring services at various World Trade Center (WTC) site-wide projects on an as-needed basis through September 2015, at a total estimated amount of \$10,515,302, inclusive of a six-percent contingency allowance.

As the redevelopment of the WTC site progresses steadily, it is necessary to ensure that construction work, including the installation of various systems at each facility, conforms with all building codes and regulations. Special inspection services are utilized to conduct and ensure that certain field installations are adequately performed in accordance with contract specifications. City of New York (NYC) building codes provide that these services must be performed by third-party agencies that are registered with, and meet all requirements of, the NYC Department of Buildings. Such monitoring inspections services provide for expert and professional services to monitor, advise, direct and report on the actual field installations prior to and/or as they occur.

Special inspections for concrete, welding, masonry, firestop and certain steel components typically have been conducted by Port Authority staff. Additional special inspections for civil, fire protection, plumbing, heating, ventilation and air conditioning, electrical, vertical transportation, architectural and certain steel inspections were performed previously under the Port Authority's contract with PB-URS, a joint venture of Parsons Brinckerhoff and URS Corporation. A decision was made to reduce the scope of that contract and to procure the inspection services separately through a publicly advertised Request-for-Proposals (RFP) process, in an effort to benefit from economies of scale and to attract a greater response from specialized firms that are more adept at conducting complex monitoring inspection services. The proposed contract would provide for: a required third-party entity registered with the NYC Department of Buildings to perform special inspection and monitoring inspection services for One WTC, the WTC Transportation Hub (WTC Hub), the WTC Vehicular Security Center and Tour Bus Parking Facility, the WTC Streets Program and the WTC retail development / parking facilities projects.

The recommended award is based on a RFP process that provides the best overall value to the Port Authority. Costs attributable to the WTC Hub Project are eligible for reimbursement from the Federal Transit Administration (FTA) grant for the project, consistent with the grant terms and other applicable FTA agreements.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Coscia, Holmes, Lynford, Pocino, Rechler, Samson, Sartor 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 award a contract to HAKS, Engineers, Architects and Land Surveyors, for the performance of special inspection and

monitoring services at various World Trade Center site-wide projects, on an as-needed basis through September 2015, at a total estimated amount of \$10,515,302, inclusive of a six-percent contingency allowance; and it is further

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

WORLD TRADE CENTER RETAIL AND PARKING PRE-TENANT FIT-OUT PROJECTS – AUTHORIZATION TO AWARD A CONSTRUCTION TRADE CONTRACT FOR A FIRE ALARM SYSTEM

It was recommended that the Board authorize the Executive Director to enter into a construction trade contract, through construction manager Tishman Turner Joint Venture III (Tishman/Turner), a joint venture of Tishman Construction Corporation and Turner Construction Company, with Five Star Electric Corporation (Five Star) for fabricating, furnishing and installing fire alarm devices and related infrastructure for the World Trade Center (WTC) site retail and parking areas, at an estimated total amount of \$5,680,800, inclusive of an eight-percent allowance for extra work. This work is the responsibility of the Port Authority and its wholly owned entity, WTC Retail LLC, and is associated with the pre-tenant fit-out phase of the WTC retail development and parking programs.

Via several actions through June 22, 2010, the Board, and the Committee on Operations, acting for and on behalf of the Board pursuant to delegated authority, authorized the phased implementation of core and shell and pre-tenant fit-out work to support the implementation of the WTC retail development throughout the WTC site, at a total amount of \$1.426 billion.

On August 5, 2010, the Board authorized a project for the implementation of core and shell and base-building fit-out for subgrade infrastructure and parking-related improvements at the WTC site, to be located in the East and West Bathtubs, at an estimated total project cost of \$252 million.

At its meeting of February 24, 2011, the Board authorized an agreement with Tishman/Turner to provide construction management services “as agent for” the Port Authority, to implement a portion of the pre-tenant fit-out work associated with the WTC Retail and Parking Projects, at an estimated amount of \$27.4 million. The total value of the construction work being procured and/or coordinated by Tishman/Turner under that agreement is estimated at \$220.5 million, which amount is inclusive of the proposed fire alarm construction trade contract.

The scope of work under the proposed trade contract includes fabricating, furnishing and installing a complete fire alarm system, including fire alarm conduit control panels for WTC retail and parking areas located within the WTC Transportation Hub, One WTC, Towers 2, 3 and 4, and under the New York City Transit No. 1 Subway Line, as an extension of the WTC Transportation Hub and Vehicular Security Center fire alarm systems. Also included in the scope of work are the furnishing and installation of redundant fire alarm graphical and annunciator stations and all required audible and visual signaling devices at various locations throughout the WTC retail and parking areas. The fire alarm system contract includes a one-year warranty, along with emergency and routine scheduled maintenance for an additional one-year period or through December 31, 2016, whichever time period is later. The fire alarm system would conform with applicable New York City building code provisions.

Tishman/Turner, on behalf of the Port Authority, solicited bids through a publicly advertised competitive bid process, and Five Star was the lowest qualified bidder. The proposed contract with Five Star would be entered into under the Tishman/Turner construction management agreement, dated March 31, 2011.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Coscia, Holmes, Lynford, Pocino, Rechler, Samson and Steiner voting in favor; Commissioner Sartor 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 the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority and its wholly owned entity, WTC Retail LLC, to award a construction trade contract, through construction manager Tishman Turner Joint Venture III, a joint venture of Tishman Construction Corporation and Turner Construction Company, to Five Star Electric Corporation, to fabricate, furnish and install fire alarm devices and related infrastructure for the World Trade Center site retail and parking areas, at an estimated total amount of \$5,680,800, inclusive of an eight-percent allowance for extra work; and it is further

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

WORLD TRADE CENTER RETAIL AND PARKING PRE-TENANT FIT-OUT PROJECTS – AUTHORIZATION TO AWARD A CONSTRUCTION TRADE CONTRACT FOR BUILDING AUTOMATION AND TEMPERATURE CONTROL SYSTEMS

It was recommended that the Board authorize the Executive Director to award a construction trade contract, through construction manager Tishman Turner Joint Venture III, a joint venture of Tishman Construction Corporation and Turner Construction Company (Tishman/Turner), to Schneider Electric Buildings America, Inc. (Schneider) for fabricating, furnishing and installing complete, independent building automation and temperature control (BATC) systems, at an estimated total amount of \$5,503,922, inclusive of an eight-percent allowance for extra work. This work would satisfy the BATC requirements of the World Trade Center site (WTC) retail and parking areas, and is the responsibility of the Port Authority and its wholly owned entity, WTC Retail LLC.

Via several actions through June 22, 2010, the Board, and the Committee on Operations, acting for and on behalf of the Board pursuant to delegated authority, authorized the phased implementation of core and shell and pre-tenant fit-out work to support the implementation of the WTC retail development throughout the WTC site, at a total amount of \$1.426 billion.

On August 5, 2010, the Board authorized a project for the implementation of core and shell and base-building fit-out for subgrade infrastructure and parking-related improvements at the WTC site, to be located in the East and West Bathtubs, at an estimated total project cost of \$252 million.

At its meeting of February 24, 2011, the Board authorized an agreement with Tishman/Turner to provide construction management services “as agent for” the Port Authority, to implement a portion of the pre-tenant fit-out work associated with the WTC Retail and Parking Projects, at an estimated amount of \$27.4 million. The total value of the construction work being procured and/or coordinated by Tishman/Turner under that agreement is estimated at \$220.5 million in trade costs, which amount is inclusive of the proposed BATC construction trade contract.

The scope of work under the proposed trade contract includes fabricating, furnishing and installing complete, independent BATC systems for the WTC Retail and Parking Projects, including redundant central control servers, software, devices, conduit and wire, and programming and testing services. The BATC systems would be installed in the WTC retail and parking areas located within the WTC Transportation Hub, Tower 2, Tower 3 and Tower 4, and under the New York City Transit No. 1 Subway Line. The proposed contract includes a warranty for a period of one year, commencing on the date of formal acceptance or through December 31, 2016, whichever time period is later.

Tishman/Turner, on behalf of the Port Authority, solicited bids through a publicly advertised competitive bid process, and Schneider was the lowest qualified bidder. The proposed contract with Schneider would be entered into under the Tishman/Turner construction management agreement dated March 31, 2011.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Coscia, Holmes, Lynford, Pocino, Rechler, Samson and Steiner voting in favor; Commissioner Sartor 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 the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority and its wholly owned entity, WTC Retail LLC, to award a construction trade contract, through construction manager Tishman/Turner Joint Venture III, a joint venture of Tishman Construction Corporation and Turner Construction Company, to Schneider Electric Buildings America, Inc, to fabricate, furnish and install complete, independent building automation and temperature control (BATC) systems to satisfy the BATC requirements of the World Trade Center retail and parking areas, at an estimated total amount of \$5,503,922, inclusive of an eight-percent allowance for extra work; and it is further

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

FUNDING AGREEMENT WITH THE ALLIANCE FOR DOWNTOWN NEW YORK, INC. – RENEWAL

It was recommended that the Board authorize the Executive Director to enter into the following two agreements with the Alliance for Downtown New York, Inc. (Alliance) to renew the Port Authority's funding arrangement with the Alliance: (1) an agreement for a six-month term, from January 1, 2011 through June 30, 2011, for the Port Authority to provide the Alliance with an amount not to exceed \$485,400 (Agreement 1); and (2) an agreement for a ten-year term, from July 1, 2011 through June 30, 2021, for the Port Authority to provide the Alliance with an estimated amount of \$4,715,174 (Agreement 2).

The Alliance is the operating entity for the Downtown-Lower Manhattan Business Improvement District (BID), which represents the interests of the Downtown Manhattan (Downtown) real estate and business community and assists in the preservation and enhancement of Downtown property. Similar to other business improvement districts in New York City, the Alliance collects assessments from property owners and provides services to the district that benefit property owners and their tenants.

The Port Authority has made annual contributions to the Alliance since its founding in 1995. During that period, the Alliance has been a strong advocate for Lower Manhattan by marketing the area south of Chambers Street, promoting area economic development, enhancing security and sanitation, working to improve streetscape appearance and signage, and fostering cultural and community events.

The Alliance provides traditional BID-related services, in addition to conducting planning and research studies unique to Lower Manhattan. The Alliance performs a number of functions to enhance the quality of life and security of Downtown, including staffing 63 security officers at the New York City Police Department Downtown Center, deploying a 53-person sanitation staff, serving as the New York City Department of Parks and Recreation's concessionaire for two downtown parks, and maintaining and updating the Downtown way-finding signage system.

The Alliance currently is advancing several significant planning studies, including the Greenwich Street South Study, which seeks to re-integrate the Greenwich Street area below the World Trade Center (WTC) site into the growing commercial and residential hubs surrounding it, and the Water Street Study, which has created a set of recommendations for improving the pedestrian experience on Water Street and enhancing the retail and cultural developments along that corridor.

Additional Alliance programs include operating a free Downtown shuttle bus, conducting an annual holiday shopping drive to promote Lower Manhattan as a holiday shopping district, and creating and promoting Lower Manhattan programs such as "Bike Around Downtown" and Concerts at Castle Clinton and Battery Park.

Under the WTC Net Leases, the Net Lessees are responsible for contributing toward the annual BID payment, in an amount proportionate to the square footage of each net lease, including retail space. The Port Authority's wholly owned entities, 1 World Trade Center LLC (1 WTC LLC) and WTC Retail LLC, are responsible for approximately 41 percent of the BID payment. The Port Authority will be responsible for the payments allocated to 1 WTC LLC until

such time as the operating budget of 1 WTC LLC has sufficient revenue to cover the annual obligations associated with BID payment. It is anticipated that WTC Retail LLC will be responsible for payments allocated to WTC Retail LLC when its operating budget has sufficient revenue to cover the annual obligations associated with BID payment. Until such time, the Port Authority will cover the WTC Retail LLC payment.

The length of the term of Agreement 1 is designed so that the provision of funds by the Port Authority to the Alliance will coincide with the Alliance's July-through-June fiscal year cycle. Of the \$485,400 that the Port Authority would contribute to the Alliance pursuant to Agreement 1, \$72,603 would be reimbursed by the Silverstein Properties, Inc. Net Lessees (SPI). The Port Authority's annual obligation to the Alliance under Agreement 2 would be reduced to reflect only the square footage associated with One World Trade Center and a portion of the WTC retail development. The Port Authority would increase its contribution as additional square footage is built, including Tower 5 and the full retail complex. Under Agreement 2, the Port Authority would no longer make any payments or negotiate any terms on behalf of SPI, nor receive any reimbursement from SPI.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Coscia, Holmes, Lynford, Pocino, Rechler, Sartor and Steiner voting in favor; Commissioner Samson 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 the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into the following agreements with the Alliance for Downtown New York, Inc. (Alliance) to renew the Port Authority's funding arrangement with the Alliance: (1) an agreement for a term of six months, from January 1, 2011 through June 30, 2011, for the Port Authority to provide the Alliance with an amount not to exceed \$485,400; and (2) an agreement for a term of ten years, from July 1, 2011 through June 30, 2021, for the Port Authority to provide the Alliance with an estimated amount of \$4,715,174; and it is further

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

WORLD TRADE CENTER (WTC) SITE – WTC MEMORIAL PLAZA OPERATIONS – PROGRAM AUTHORIZATION AND AUTHORIZATION TO ENTER INTO VARIOUS SUPPLEMENTAL AGREEMENTS

It was recommended that the Board authorize: (1) a program to facilitate public access to the National September 11th Memorial Plaza at the World Trade Center (WTC) site on and after September 12, 2011 (Program), at an estimated total Program cost of \$4.8 million; and (2) the Executive Director to enter into various supplemental agreements to provide for the construction of necessary infrastructure to effectuate the Program, including: (a) a supplement under the existing agreement with Yonkers Contracting Company (Yonkers) for the construction of a platform at the Site 5 area of the WTC site and Cedar Street modifications, at an estimated total amount of \$750,000; (b) a supplement under the existing agreement with Skanska USA Civil Northeast, Inc./Granite Construction Northeast, Inc./Skanska USA Building, Inc., a Joint Venture (Skanska/Granite) for the construction of a visitor check-in area at Site 5, at an estimated total cost of \$1,247,400, including extra work; and (c) a supplement under the existing agreement with Atlantic Hoisting & Scaffolding, LLC (Atlantic) for the furnishing and installation of a perimeter fence and barrier along the Memorial Plaza, at an estimated total cost of \$1,242,000, including extra work.

In anticipation of the scheduled opening of the WTC Memorial Plaza on September 11, 2011, and in recognition that the Memorial Plaza will remain open to the public starting the following day, it is necessary that the Port Authority minimize impacts of the Memorial Plaza operations on the surrounding ongoing construction activity and to ensure the continued safety and security of the WTC site. As such, the proposed Program would provide for the construction of necessary infrastructure by the Port Authority to facilitate these goals, including construction of a staging area and visitor check-in at Site 5, construction of a retaining wall, sidewalk and structural support along Cedar Street, installation of perimeter fencing and barriers to support the Memorial Plaza, and installation and replacement of fencing and other work on Washington Street and West Street.

Under the public access plan for the WTC Memorial Plaza, ticketholders will gather in an open-air plaza enclosed by a perimeter security fence at Site 5, which will span the length of Albany Street between Greenwich and Washington Streets. The visitors will exit and begin their walk along the western portion of Washington Street to the corner of Washington and Cedar Street. They will then continue along Cedar Street, where they will enter 90 West Street for security screening. Once screened, visitors will proceed to the corner of Cedar and West Street, and continue north along West Street to the main entrance onto the Memorial Plaza (located immediately south of the West Vent Structure building).

Yonkers would construct a mechanically stabilized earth platform on the northern limit line of Site 5, followed by primary and secondary reinforcing, and approximately 3,500 cubic yards of fill would be placed within the limits established by the existing foundation wall. Cedar Street work to be performed by Yonkers would include construction of a new four-foot-thick retaining wall and sidewalk on the east side and additional structural support of the existing sidewalk on the west side. Due to the close proximity of its adjacent work at the WTC site, as well as its knowledge and expertise, Yonkers was deemed the most appropriate firm to perform this work.

Skanska/Granite would construct a visitor check-in plaza at Site 5, including drainage, a six-foot-high perimeter security fence with sliding entry gates on the east, south and west sides, and a ten-foot-high construction fence on the north side, including installation of lighting, conduit and fiber-optic cable. Additional site work would include installation of benches, bike racks and a visitor kiosk. Proposals for this work were solicited pursuant to a competitive proposal process, whereby Skanska/Granite submitted the lowest-cost proposal.

Atlantic would furnish and install a new perimeter security fence along the Memorial Plaza, to segregate visitors from the ongoing construction work. The fence would consist of a concrete jersey barrier with eight-foot-high chain link fencing and fence wrap. Metal gates also would be installed at various egress points, in addition to a sidewalk shed. Proposals for this work were solicited pursuant to a competitive proposal process, whereby Atlantic submitted the lowest-cost proposal.

The Program cost also covers work on Washington Street and West Street, including fencing work and installation of delta barriers, which would be subject to subsequent procurement agreements.

It is anticipated that Lower Manhattan Development Corporation would provide reimbursement, in an estimated amount of \$800,000, for a portion of the Port Authority's costs for the Program. Reimbursement of an additional portion of the Program costs may be provided by the National September 11 Memorial and Museum at the World Trade Center Foundation, Inc.

Pursuant to the foregoing report, the Board adopted the following resolution, with Commissioners Coscia, Holmes, Lynford, Pocino, Rechler, Samson, Sartor 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 program to facilitate public access to the National September 11th Memorial Plaza at the World Trade Center (WTC) site on and after September 12, 2011 (Program), at an estimated total Program cost of \$4.8 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 enter into a supplemental agreement with Yonkers Contracting Company for the construction of a platform at the Site 5 area of the WTC site and Cedar Street modifications, at an estimated total cost of \$750,000; 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 with Skanska USA Civil Northeast, Inc./Granite Construction Northeast, Inc./Skanska USA Building, Inc., a Joint Venture, for the construction of a visitor check-in area at Site 5, at an estimated total cost of \$1,247,400, including extra 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 enter into a supplemental agreement with Atlantic Hoisting & Scaffolding, LLC for the furnishing and installation of a

perimeter fence and barrier along the Memorial Plaza, at an estimated total cost of \$1,242,000, including extra 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 enter into such other contracts and agreements as may be necessary to effectuate the foregoing Program, 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 and agreements in connection with the foregoing Program shall be subject to the approval of General Counsel or his authorized representative.

TRIBUTE TO ANTHONY R. COSCIA

The following resolution was unanimously adopted to express the appreciation of the members of the Board of Commissioners of The Port Authority of New York and New Jersey to Commissioner Anthony R. Coscia as he retires from the Board. 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 Jersey Governor James E. McGreevy in 2003, Hon. Anthony R. Coscia has given tirelessly of his time, talent and experience to further the mission and goals of the Port Authority and its related corporate entities; and

WHEREAS, as Chairman of the Port Authority from April 2003 to February 2011, Anthony Coscia served with great pride and distinction in leading the agency through some of the most productive and challenging times in its history; and

WHEREAS, Anthony Coscia has been an advocate for and influential leader in the implementation of numerous governance reforms to ensure the agency's commitment to the highest levels of honesty and integrity and the agency's responsibility to conduct its business solely in the public interest and to ensure considerable public confidence in the agency, which included the implementation of policies on transparency and governance and a major revision to the agency's By-Laws; and

WHEREAS, Hon. Anthony R. Coscia has played an instrumental role in guiding staff in the identification of agency-wide cost-effective budget strategies and organizational effectiveness and change management during a period of significant economic downturn and uncertainty, to ensure that the agency's financial condition remained sound through various cost-cutting measures and zero-growth budgets; and

WHEREAS, Anthony Coscia led the agency to the adoption of its first multi-billion dollar, ten-year Capital and Strategic Plans in 2006 and has been an instrumental force in the advancement of this unprecedented capital program to ensure that the Port Authority's mission to improve regional mobility of people and goods, as well as foster economic growth and opportunity in the region, continues through projects that will serve the region for decades to come, including: the modernization of airport terminals, such as Newark Liberty International Airport's Terminal B and the new Terminal 5 - JetBlue Terminal at John F. Kennedy International Airport; the acceleration of the Port Intermodal Rail Development Program; the agency's PATH Modernization Program, providing for a new railcar fleet, improved stations for the public, and a new signal system; and planning for the development of the future effectiveness of the Bayonne and Goethals Bridges; and

WHEREAS, Hon. Anthony R. Coscia has played a significant leadership role in the implementation of numerous security initiatives, including the creation of a regional Port Security Task Force and the investment of nearly \$6 billion since 2001 to ensure the safety and security of the agency's facilities, so that the public and commerce may be ensured dependable, trustworthy passage throughout the region; and

WHEREAS, Anthony Coscia has provided vision and support in leading the agency to find innovative approaches to expand capacity for future airport passenger growth and provide

solutions to air travel delays throughout the region, which included the creation of a national Flight Delay Task Force, the agency's acquisition of its fourth passenger airport, Stewart International Airport, and the development of new technologies, such as NextGen, that will expand capacity and provide comprehensive and workable solutions to delays in air travel; and

WHEREAS, Hon. Anthony R. Coscia has been instrumental in moving the agency forward and has encouraged and admired the resiliency of staff during a period of profound grief following the tragic events of September 11, 2001, and has been at the forefront of the redevelopment of Lower Manhattan and the World Trade Center site, one of the most paramount projects in the agency's history; and

WHEREAS, Anthony Coscia has been a leader in the Port Authority's commitment to the environment, which included the adoption of an agency sustainability policy, a reduction in greenhouse gas emissions at the agency's facilities, and a clean air strategy for the Port of New York and New Jersey, as well as Leadership in Energy and Environmental Design (LEED) Gold standards for the redevelopment of the World Trade Center site; and

WHEREAS, Anthony Coscia held staff in the highest esteem, recognizing the strong commitment and breadth of knowledge and experience of the agency's staff; and to pay tribute to this outstanding public service to the agency and the region at large, established the Chairman's Award of Achievement Medal in 2006; and

WHEREAS, during his years on the Board, Anthony Coscia served with great distinction as Chairman of the Board, Chairman of the Committee on Operations, Vice Chairman of the Governance and Ethics Committee, and Vice Chairman of the Committee on Finance, and as a member of the Committee on Construction and the World Trade Center Redevelopment Subcommittee;

NOW, therefore, be it

RESOLVED, that the Commissioners of The Port Authority of New York and New Jersey hereby express to the Honorable Anthony R. Coscia 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 Anthony R. Coscia as a token of the high esteem in which he is held by the Board and staff alike.

Whereupon, the meeting was adjourned.

Secretary