

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, March 26, 2009

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MINUTES of the Meeting of The Port Authority of New York and New Jersey held Thursday, March 26, 2009 at 225 Park Avenue South, City, County and State of New York

PRESENT:

NEW JERSEY

Hon. Anthony R. Coscia, Chairman
 Hon. Virginia S. Bauer
 Hon. Raymond M. Pocino
 Hon. David S. Steiner

NEW YORK

Hon. Henry R. Silverman, Vice-Chairman
 Hon. Stanley E. Grayson
 Hon. Fred P. Hochberg
 Hon. David S. Mack

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

Diana E. Beecher, Chief Technology Officer
 A. Paul Blanco, Chief Financial Officer
 John D. Brill, Director, Audit
 Ernesto L. Butcher, Chief Operating Officer
 Arthur J. Cifelli, Director, PABT Air Rights Development
 Steven J. Coleman, Assistant Director, Media Relations, Public Affairs
 William R. DeCota, Director, Aviation
 John C. Denise, Audio Visual Supervisor, Public Affairs
 Michael P. DePallo, Director, Rail Transit
 Pasquale DiFulco, Executive Communications Specialist, Media Relations, Public Affairs
 Francis A. DiMola, Director, Real Estate Services
 John J. Drobny, Director, Security Projects
 Michael G. Fabiano, Deputy Chief Financial Officer/Comptroller
 Michael B. Francois, Chief, Real Estate & Development
 Richard Friedman, Senior Advisor to the Executive Director
 Iris L. Goldstein, Esq., Law
 Glenn P. Guzi, Senior External Affairs Representative, Government & Community Affairs
 Linda C. Handel, Assistant Secretary
 Mark D. Hoffer, Special Advisor to the Executive Director
 Howard G. Kadin, Esq., Law
 Victoria C. Kelly, Director, Tunnels, Bridges and Terminals
 Kevin J. Kirchman, Director, Marketing, Public Affairs
 Louis J. LaCapra, Chief Administrative Officer
 Conor Lanz, Special Assistant to the Executive Director
 Dennis Lombardi, Deputy Director, Port Commerce
 Francis J. Lombardi, Chief Engineer
 Thomas P. Maher, Assistant Director of Real Estate, World Trade Center Redevelopment
 Stephen Marinko, Esq., Law
 Catherine M. Massab, Supervising Office Assistant, Office of the Secretary
 Candace McAdams, Director, Media Relations, Public Affairs
 James E. McCoy, Manager, Board Management Support, Office of the Secretary

Sanjay S. Mody, Advisor to the Chairman
Christopher J. Mohr, Senior Board Management Support Specialist, Office of the Secretary
Anne Marie C. Mulligan, Treasurer
Diane Paonessa, Associate Board Management Support Specialist, Office of the Secretary
Steven P. Plate, Director, World Trade Center Construction
Alan L. Reiss, Deputy Director, World Trade Center Construction
Risa A. Resnick, Esq., Law
Jessica Schultz, Senior Government Community Affairs Manager, Government and
Community Affairs
Ronald M. Senio, Esq., Law
Stephen H. Sigmund, Chief, Public and Government Affairs
Timothy G. Stickelman, Assistant General Counsel
Gerald B. Stoughton, Director, Office of Financial Analysis
Ralph Tragale, Assistant Director, Government and Community Affairs
David B. Tweedy, Chief, Capital Programs
Lillian D. Valenti, Director, Procurement
Sheree R. Van Duyne, Manager, Policies and Protocol, Office of the Secretary
Andrew S. Warshaw, Chief of Staff to the Executive Director
Peter J. Zipf, Deputy Chief Engineer/Director of Engineering

Guest:

Sonia Frontera, Authorities Unit, Office of the Governor of New Jersey

Speakers:

Aurelia Brown, SEIU Local 32BJ
Steven Papageorge, Unite Here

The public meeting was called to order by Chairman Coscia at 1:02 p.m. and ended at 1:20 p.m. The Board met in executive session prior to the public session and on March 24, 2009. Commissioner Sartor was present for the executive session.

Action on Minutes

The Secretary submitted for approval Minutes of the meetings of February 19, 2009 and March 5, 2009. 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 February 20, 2009 and March 6, 2009, respectively. She reported further that the time for action by the Governors of New York and New Jersey expired at midnight on March 6, 2009 and March 20, 2009, respectively.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Documents Filed with the Board

Consistent with Article IX of the By-Laws, modifications to the Port Authority's Transportation Regulations for Hazardous Materials at Tunnel and Bridge Facilities became effective on March 15, 2009.

Report of Security Committee

The Security Committee reported, for information, on matters discussed in public session at its meeting on March 26, 2009, which included discussion of an item for planning to enhance the access control system at certain tunnel, bridge and bus terminal facilities, and the report was received.

Report of 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 March 26, 2009, which included discussion of an item for planning to replace the suspender ropes and rehabilitate the cables on the George Washington Bridge, and an overview of the Port roadway improvement program, 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 March 26, 2009, which included discussion of an item that authorizes amendments to certain agreements with the City of New York, and a review of 2008 Port Cargo Statistics, as well as matters discussed and action taken in executive session, which included matters related to collective bargaining or negotiations, 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 session at its meeting on March 26, 2009, which included discussion of the final terms of a lease at One World Trade Center, and the purchase, fabrication and erection of structural steel for portions of the World Trade Center Transportation Hub, and the report was received.

GEORGE WASHINGTON BRIDGE – SUSPENDER ROPES REPLACEMENT, MAIN CABLES REHABILITATION AND CABLE STRANDS REHABILITATION IN ANCHORAGES – PLANNING AUTHORIZATION AND AUTHORIZATION TO ENTER INTO A PROFESSIONAL SERVICES AGREEMENT

It was recommended that the Board authorize: (1) \$4.5 million for planning and engineering services related to the replacement of suspender ropes and rehabilitation of the main cables and cable strands, and replacement of sidewalks, hand rails and affected electrical components at the George Washington Bridge (GWB); and (2) the Executive Director to enter into a professional services agreement with Ammann & Whitney Consulting Engineers, PC, pursuant to a publicly advertised Request for Proposals process, with a total value of up to \$14.9 million, inclusive of project change/contingency (if needed), of which \$2.5 million is being requested as part of this planning authorization.

The existing suspender ropes, main cables and cable strands are from the original installation when the GWB was opened in 1931. Inspections and studies indicate that these ropes are in need of replacement. The main cables are composed of individual wires from the original construction of the GWB and need to be inspected, cleaned and rehabilitated. This work is needed to maintain the structural integrity of the GWB.

Although routine federally mandated biennial inspections have not revealed any conditions requiring immediate action to these bridge components, it is prudent to initiate this planning effort for such work. Testing completed in 2008 revealed that the suspender ropes are approaching the end of their useful life to support the traffic loads on the GWB. The replacement of the suspender ropes and rehabilitation of the main cables and cable strands in the anchorages should be planned and completed to ensure that the continued structural integrity of these vital components is maintained. The expenditure of additional funds under the professional services agreement being authorized herein would be subject to further authorization.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Bauer, Coscia, Grayson, Hochberg, Mack, Pocino, Silverman and Steiner voting in favor; none against:

RESOLVED, that \$4.5 million for planning and engineering services related to the replacement of suspender ropes and rehabilitation of the main cables and cable strands, and replacement of sidewalks, hand rails and affected electrical components at the George Washington Bridge, 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 professional services agreement with Ammann & Whitney Consulting Engineers, PC, with a total value of up to \$14.9 million, inclusive of project change/contingency (if needed), of which \$2.5 million in funding is being requested as part of this planning authorization; 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, 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 planning work shall be subject to the approval of General Counsel or his authorized representative.

GEORGE WASHINGTON BRIDGE AND BUS STATION, HOLLAND TUNNEL, LINCOLN TUNNEL AND PORT AUTHORITY BUS TERMINAL – ACCESS CONTROL SYSTEM ENHANCEMENT – PLANNING AUTHORIZATION AND AUTHORIZATION TO ENTER INTO A PROFESSIONAL SERVICES AGREEMENT

It was recommended that the Board authorize: (1) planning work for upgrades and enhancements to the physical and infrastructure components of the access control systems for the George Washington Bridge and Bus Station, the Holland Tunnel, the Lincoln Tunnel, and the Port Authority Bus Terminal, in an estimated amount of \$4 million; and (2) the Executive Director to enter into an agreement with URS Corporation to provide expert professional architectural and engineering services related to this effort, with a total value not to exceed \$2,232,688, including project change/contingency (if needed), of which \$2 million is being requested as part of this planning authorization.

Based on risk and operational assessments, staff has identified the need for additional access control, intrusion detection, and video surveillance equipment in order to enhance public and employee safety and to continue to protect critical structural, utility and operational areas from unauthorized access. In addition, some of the existing equipment is no longer receiving manufacturer support and should be replaced in order to maintain serviceability.

The existing access control system is composed of card readers, motion sensors, closed-circuit television cameras, video recording equipment, fence sensors and electronic door locks, all integrated within a network configuration, and was installed in the late 1990s.

Upgrades to the access control system computer software and hardware and network equipment, including servers and workstations, will be performed under a separate Enterprise Access Control System project. The expenditure of additional funds under the professional services agreement being authorized herein would be subject to further authorization.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Bauer, Coscia, Grayson, Hochberg, Mack, Pocino, Silverman and Steiner voting in favor; none against:

RESOLVED, that planning work related to upgrades and enhancements to the access control systems at the George Washington Bridge and Bus Station, the Holland Tunnel, the Lincoln Tunnel and the Port Authority Bus Terminal, in an estimated amount of \$4 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 an agreement with URS Corporation for expert professional architectural and engineering services in connection with the upgrade and enhancement effort, in an amount not to exceed \$2,232,688, including project change/contingency (if needed), of which \$2 million is being requested as part of this planning authorization; and it is further

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

AMENDMENT OF AGREEMENT TO FUND QUEENS PROJECTS ENTERED INTO IN CONNECTION WITH LEASE WITH THE CITY OF NEW YORK REGARDING JOHN F. KENNEDY INTERNATIONAL AND LAGUARDIA AIRPORTS, AND AMENDMENT OF CERTAIN TERMS OF SALE OF QUEENS WEST WATERFRONT DEVELOPMENT PROPERTY TO NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION

It was recommended that the Board authorize the Executive Director to enter into amendments of: (1) the agreement to fund Queens projects (Queens Projects Agreement) entered into simultaneously and in connection with the November 24, 2004 lease with the City of New York (City) for John F. Kennedy International and LaGuardia Airports, and (2) the December 12, 2007 Contract of Sale (Contract of Sale) to the City's designee, the New York City Economic Development Corporation (NYCEDC), of the land owned by the Port Authority in Stages III and IV of the Queens West Waterfront Development (Queens West Property), to allow the mutual offset or exchange of the Port Authority's obligation under the Queens Projects Agreement to provide \$100 million to fund capital projects in the Borough of Queens (Queens) and NYCEDC's obligation to make a \$100 million payment to the Port Authority in connection with the Port Authority's conveyance to NYCEDC of the Queens West Property.

On the one hand, the Port Authority is obligated to provide a total of \$100 million to fund capital projects in Queens under the terms of the Queens Projects Agreement. On the other hand, NYCEDC is obligated to make a payment of \$100 million to the Port Authority under the terms of the Contract of Sale. It is proposed that these obligations be swapped or offset. In lieu of NYCEDC's payment to the Port Authority of \$100 million, the City would invest \$100 million in capital projects in Queens.

The Queens Projects Agreement obligates the Port Authority to provide a total of \$100 million to fund projects in Queens identified by the City and which qualify as being eligible for Port Authority capital expenditures. The Queens Projects Agreement anticipated that the funds would be provided over a five-year period beginning in 2005 and ending in 2009. To date, while the City has proposed \$52.5 million in projects, no funds have been provided by the Port Authority.

In 2006, the Board authorized the sale of the Queens West Property to the City or a local development corporation designated by the City. Pursuant to that authorization, the Port Authority entered into the Contract of Sale with NYCEDC; among other obligations of the transaction, NYCEDC is required to make a payment to the Port Authority in the amount of \$100 million. The City has now proposed that, in lieu of NYCEDC's \$100 million payment to the Port Authority, the City would assume the Port Authority's obligation under the Queens Projects Agreement to provide \$100 million in funding for Queens capital projects. The City has agreed that it will abide by the terms of the Queens Projects Agreement, as amended, and provide the funding for capital projects within Queens. The amended agreement would require that the City execute funding agreements with project sponsors or other entities responsible for effectuating the respective projects within a five-year period from the date of execution of the amendment to the Queens Projects Agreement.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Bauer, Coscia, Grayson, Hochberg, Mack, Pocino, Silverman and Steiner voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into amendments of: (1) the agreement to fund Queens projects (Queens Projects Agreement) entered into simultaneously and in connection with the November 24, 2004 lease with the City of New York for John F. Kennedy International and LaGuardia Airports, and (2) the December 12, 2007 Contract of Sale to the New York City Economic Development Corporation (NYCEDC) of the land owned by the Port Authority in Stages III and IV of the Queens West Waterfront Development (Queens West Property), to allow the mutual offset or exchange of the Port Authority's obligation under the Queens Projects Agreement to provide \$100 million to fund capital projects in the Borough of Queens and NYCEDC's obligation to make a \$100 million payment to the Port Authority in connection with the Port Authority's conveyance to NYCEDC of the Queens West Property, 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 take any and all action to effectuate the foregoing, including the execution of contracts, agreements and other documents, together with amendments and supplements thereof, or amendments and supplements to existing contracts, agreements and other documents, and to take action in accordance with the terms of such contracts, agreements and documents, as may be necessary in connection therewith; 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.

ONE WORLD TRADE CENTER (THE FREEDOM TOWER) – CHINA CENTER NEW YORK LLC – AUTHORIZATION OF FINAL LEASE TERMS

It was recommended that the Board authorize the final terms of a lease agreement between 1 World Trade Center LLC (1 WTC LLC) and China Center New York LLC (China Center) under which China Center would lease approximately 190,810 rentable square feet (rsf) of office space and approximately 4,921 rsf of mechanical space and below-grade storage space in One World Trade Center, for an initial term of 20 years, nine months, with up to two, 10-year renewal options. This lease is a significant milestone; it represents the first such agreement with a private tenant for space in One World Trade Center.

In June 2008, the Board authorized a lease with China Center for five mid-level contiguous floors in One World Trade Center, with an option for China Center to lease up to an additional two contiguous full floors on the same terms and conditions. Given the passage of time since the lease was authorized and the fact that certain provisions of the lease have been modified as a result of negotiations, staff requested approval of the final terms. Among the significant changes in the proposed final terms of the lease transaction since the original authorization are the addition of 1,372 rsf of office space on a portion of the adjacent transfer floor and the inclusion of above-grade mechanical space. In addition, the initial lease term would be reduced by two years, and as a result, the total aggregate rental over the lease term is now estimated at \$333.3 million. Further, China Center's right to lease up to two additional contiguous floors would be extended to December 31, 2009; and, in lieu of 1 WTC LLC's obligation to pay money damages in the event of substantial delays in turning over the leased premises to China Center, additional periods of free rent would be provided.

Also, certain termination rights would be added to the lease terms in favor of both parties.

The terms of the brokerage agreement with Jones Lang LaSalle Americas, Inc. for professional real estate brokerage services in connection with the proposed transaction remain unchanged from the June 2008 authorization.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Bauer, Coscia, Grayson, Hochberg, Pocino, Silverman and Steiner voting in favor, none against; Commissioner Mack recused:

RESOLVED, that the Board authorize 1 World Trade Center LLC to enter into: (1) a lease agreement with China Center New York LLC for the leasing of office space and mechanical and below-grade storage space in One World Trade Center; and (2) a brokerage agreement with Jones Lang LaSalle Americas, Inc. for professional real estate brokerage services in connection with this transaction, substantially in accordance with the terms outlined to the Board; and it is further

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

**AGREEMENT WITH JAMAICA BUSINESS RESOURCE CENTER –
CONSTRUCTION SERVICES TECHNICAL AND FINANCIAL ASSISTANCE
PROGRAM**

It was recommended that the Board authorize the Executive Director to enter into an agreement with the Jamaica Business Resource Center (JBRC) whereby the Port Authority would provide funding, in the amount of \$200,000, for the development of a construction services technical and financial assistance program that would assist Port Authority-certified minority and women-owned and small business enterprises (M/W/SBEs) for a one-year period.

JBRC is a not-for-profit organization located in Southeast Queens that provides business research, technical assistance, capital access, business training and procurement assistance to local firms. In a proposal submitted to the Port Authority by the JBRC, JBRC stated that since becoming operational in 1995, it has provided technical and financial assistance to over 7,000 new and established businesses, secured nearly \$500 million in financing and procurement opportunities for M/W/SBEs, and provided high quality, in-depth training in the fundamentals of business management to over 6,000 entrepreneurs.

The proposed funding would provide for a series of educational workshops, conducted by leading industry construction, legal and finance professionals, specifically designed to provide information to M/W/SBEs aimed at helping those firms to obtain their first bond and/or increase their bonding capacity, as well as to secure capital to perform on Port Authority contracts.

In addition to the Port Authority, other organizations participating in this program include the Empire State Development Corporation, the New York State Insurance Department and the surety industry.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Bauer, Coscia, Grayson, Hochberg, Mack, Pocino, Silverman and Steiner voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into an agreement with the Jamaica Business Resource Center whereby the Port Authority will provide funding, for a one-year period at a cost not to exceed \$200,000, for the development of a construction services technical and financial assistance program to assist Port Authority-certified minority, women-owned and small business enterprises; 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 – WORLD TRADE CENTER
TRANSPORTATION HUB – PROCUREMENT, FABRICATION AND
ERECTION OF STRUCTURAL STEEL FOR BELOW-GRADE
CONSTRUCTION**

It was recommended that the Board authorize: (1) the Executive Director to: (a) direct Phoenix Constructors (Phoenix), a joint venture of Fluor, Slattery Skanska, Granite Construction Northeast, Inc., and Bovis Lend Lease and the construction manager/general contractor (CM/GC) for the World Trade Center Transportation Hub (WTC Hub) project, to award a contract to DCM Erectors, Inc. for the procurement, fabrication and erection of structural steel required for below-grade work associated with the construction of the WTC Hub, at an estimated amount of \$338.8 million (exclusive of an eight-percent allowance for extra work); and (b) provide compensation under the Port Authority's existing agreement with Phoenix for the full amount of the steel contract being awarded by Phoenix inclusive of extra work, plus CM/GC services associated with the steel contract, at an estimated amount of \$36.5 million; and (2) an increase in compensation under the Port Authority's existing agreement with Downtown Design Partnership (DDP), a joint venture of AECOM (formerly DMJM+Harris, Inc.), and STV, Inc., for related construction support services, at an estimated amount of \$15 million.

Three bids were received by Phoenix for the structural steel work in early March pursuant to a Request for Qualifications process, and Best and Final Offers were received on March 16, 2009. It was recommended that the contract be awarded to DCM Erectors, Inc., which submitted the overall best value proposal, which also was the lowest price proposal.

As detailed in the October 2008 *World Trade Center Report: A Roadmap Forward*, the construction of the PATH Hall Roof for the WTC Hub was identified as a priority, because it is required to support the scheduled opening of the World Trade Center (WTC) Memorial on September 11, 2011. To achieve this, the design of the WTC Hub was simplified, with the strategic placement of columns and other conventional elements without diluting the iconic vision of the architect, Santiago Calatrava, and without requiring a massive re-design process. Because of this priority, staff has been able to initiate the procurement process for WTC Hub below-grade steel that is required for the PATH Hall Roof, the New York City Transit #1 Subway Line passageway, and the Transit Hall below-grade steel. The steel for the Oculus will be purchased separately. In addition, the construction solution – a deck-over approach – decouples the construction of the PATH Hall Roof from the platform work below, facilitating construction of the roof of the PATH Mezzanine, which serves as the Plaza for the WTC Memorial, thus facilitating the opening of the Memorial Plaza by September 11, 2011.

The below-grade structural steel work is composed of the structural steel for the WTC site West and East Bathtubs up to street level.

It is necessary to increase the compensation under the existing agreement with DDP for construction support services related to this particular work package, because these construction support services are not part of the current DDP agreement. Approval for construction support services for upcoming work packages will be included in the authorization requests for those particular work packages.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Bauer, Coscia, Grayson, Hochberg, Mack, Pocino, Silverman and Steiner voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to direct Phoenix Constructors (Phoenix) to award a contract to DCM Erectors, Inc. for the procurement, fabrication and erection of structural steel required for below-grade work associated with the construction of the World Trade Center Transportation Hub, at an estimated amount of \$338.8 million, exclusive of 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 provide compensation under the Port Authority's existing agreement with Phoenix for the full amount of the steel contract being awarded by Phoenix, inclusive of extra work, plus construction management and general contracting services to support the completion of the below-grade steel work, at an estimated amount of \$36.5 million; and it is further

RESOLVED, that an increase in compensation under the Port Authority's existing agreement with Downtown Design Partnership for related construction support services, at an estimated amount of \$15 million, be and it hereby is authorized; 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 the General Counsel or his authorized representative.

Whereupon, the meeting was adjourned.

Secretary