

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

**SPECIAL OVERSIGHT COMMITTEE OF THE BOARD OF COMMISSIONERS
OF THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY**

MINUTES

Wednesday, July 23, 2013

Retention of Consultant(s) in Support of the Special Oversight Committee
of the Board of Commissioners of The Port Authority of New York and
New Jersey and the Special Panel on the Future of the Port Authority 3

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**MINUTES OF THE SPECIAL OVERSIGHT COMMITTEE OF THE BOARD OF
COMMISSIONERS OF THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY**

**225 Park Avenue South
New York, NY
Wednesday, July 23, 2014**

PRESENT:

Hon. Scott H. Rechler, Chair
Hon. Richard H. Bagger, Vice Chair
Hon. Jeffrey H. Lynford
Hon. Raymond M. Pocino
Committee Members

Hon. John J. Degnan
Hon. George R. Laufenberg
Hon. Kenneth Lipper
Hon. Jeffrey A. Moerdler
Hon. Rossana Rosado
Hon. David S. Steiner
Commissioners

Patrick J. Foye, Executive Director
Deborah L. Gramiccioni, Deputy Executive Director
Darrell B. Buchbinder, General Counsel
Karen E. Eastman, Secretary

Nicole Crifo, Chief of Staff to the Deputy Executive Director
Stephanie E. Dawson, Acting Chief Operating Officer
Sean Fitzpatrick, Chief of Staff to the Chairman
Robert Galvin, Chief Technology Officer
David P. Garten, Senior Advisor to the Vice Chairman
Linda C. Handel, Deputy Secretary
John H. Ma, Chief of Staff to the Executive Director
Ronald Marsico, Assistant Director, Media Relations
Elizabeth M. McCarthy, Chief Financial Officer
Carlene V. McIntyre, Assistant General Counsel
Jared Pilosio, Staff External Relations Representative, Government and Community Affairs
Brian W. Simon, Director, Government and Community Affairs, New York
Timothy G. Stickelman, Assistant General Counsel
I. Midori Valdivia, Senior Advisor to the Executive Director
Lillian D. Valenti, Chief Procurement and Contracting Officer
Peter J. Zipf, Chief Engineer

Guest:

Kerstin Sundstrom, Assistant Counsel, Authorities Unit, Office of the Governor of New Jersey

The Committee meeting was called to order in public session by Vice-Chairman Rechler at 12:16 p.m. and ended at 12:30 p.m.

RETENTION OF CONSULTANT(S) IN SUPPORT OF THE SPECIAL OVERSIGHT COMMITTEE OF THE BOARD OF COMMISSIONERS OF THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY AND THE SPECIAL PANEL ON THE FUTURE OF THE PORT AUTHORITY

At its meeting of February 19, 2014, the Board established the Special Oversight Committee of the Board of Commissioners of The Port Authority of New York and New Jersey (Special Oversight Committee) to enhance the Board's oversight of the governance and operations of the Port Authority, and approved the Charter of the Special Oversight Committee. On May 6, 2014, the bi-state Special Panel on the Future of the Port Authority (Special Panel) was formed by the Governors, in order to review and evaluate reforms of the Port Authority's mission, structure, management, operations and overall governance for the betterment of the region. On July 3, 2014, the Special Panel provided an update to the Governors of New York and New Jersey on the progress of its efforts. In that update, the Special Panel noted that its work would continue, and that it intended to retain an ethics expert to assist with its review of the agency's governance and operations.

In furtherance of these efforts, it was recommended that, pursuant to its Charter, the Special Oversight Committee authorize the retention of one or more consultants, to support the Special Oversight Committee and the Special Panel in their respective reviews of the Port Authority.

Pursuant to the foregoing report, the Special Oversight Committee adopted the following resolution, with Commissioners Bagger, Lynford, Pocino and Rechler voting in favor. General Counsel confirmed that sufficient affirmative votes were cast for the action to be taken, a quorum of the Special Oversight Committee being present.

RESOLVED, that the Chairman and Vice Chairman of the Port Authority be and they are hereby jointly authorized, for and on behalf of the Special Oversight Committee of the Board of Commissioners of The Port Authority of New York and New Jersey (Special Oversight Committee), to retain one or more consultants, to provide professional advisory services to support the Special Oversight Committee and the the bi-state Special Panel on the Future of the Port Authority in their continuing review of the Port Authority, and to take any and all action in connection with the retention of such consultant(s), including negotiation and execution of an agreement(s) pertaining to such consultant(s) services; and it is further

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

Whereupon, the meeting was adjourned.

Secretary