

Torres Rojas, Genara

FOI#13264

From: lbs4@columbia.edu
Sent: Monday, June 18, 2012 2:37 PM
To: Duffy, Daniel
Cc: Torres Rojas, Genara; Van Duyne, Sheree
Subject: Freedom of Information Online Request Form

Information:

First Name: Lynne
Last Name: Sagalyn
Company: Columbia Business School
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State: NY
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Required copies of the records: Yes

List of specific record(s):

PA Board of Commissioners Meeting Minutes for June 2001, July 2001, October 2005

THE PORT AUTHORITY OF NY & NJ

Daniel D. Duffy
FOI Administrator

July 12, 2012

Ms. Lynne Sagalyn
Columbia Business School
3022 Broadway, 816 Uris
New York, NY 10027

Re: Freedom of Information Reference No. 13264

Dear Ms. Sagalyn:

This is a response to your June 18, 2012 request, which has been processed under the Port Authority's Freedom of Information Code (the "Code") for copies of the PA Board of Commissioners Meeting Minutes for June 2001, July 2001 and October 2005.

Material responsive to your request and available under the Code can be found on the Port Authority's website at <http://www.panynj.gov/corporate-information/foi/13264-O.pdf>. Paper copies of the available records are available upon request.

Please refer to the above FOI reference number in any future correspondence relating to your request.

Very truly yours,



Daniel D. Duffy
FOI Administrator

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, June 28, 2001

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MINUTES of a Meeting of The Port Authority of New York and New Jersey held Thursday, June 28, 2001, at One World Trade Center, City, County and State of New York.

PRESENT:

NEW JERSEY

Hon. Lewis M. Eisenberg, Chairman
Hon. Kathleen A. Donovan
Hon. William J. Martini
Hon. Alan G. Philibosian
Hon. Anthony J. Sartor
Hon. James Weinstein

Neil D. Levin, Executive Director
Jeffrey S. Green, General Counsel
Daniel D. Bergstein, Secretary

Bruce D. Bohlen, Treasurer
John D. Brill, Director, Audit
Gregory G. Burnham, Chief Technology Officer
Ernesto L. Butcher, Chief Operating Officer
Anthony G. Cracchiolo, Director, Priority Capital Programs
Joanne Crowley, Deputy Director, Tunnels, Bridges & Terminals
William R. DeCota, Director, Aviation
Michael P. DePallo, Director/General Manager, PATH
Karen E. Eastman, Advisor to the Executive Director
Edward L. Jackson, Director, Financial Services
Howard G. Kadin, Senior Attorney, Law
Louis J. LaCapra, Chief of Staff
Richard M. Larrabee, Director, Port Commerce
Stephen Marinko, Attorney, Law
Charles F. McClafferty, Chief Financial Officer
James E. McCoy, Senior Administrator, Office of the Secretary
Catherine F. Pavelec, Executive Assistant to the Secretary
Alan L. Reiss, Director, World Trade
Richard E. Rowan, Supervising Financial Analyst, Office of Forecasting and Capital Planning
Paul D. Segalini, Director, Human Resources
Cosmo Servidio, Special Assistant to the Chairman
Ronald H. Shiftan, Deputy Executive Director
Gregory J. Trevor, Senior Public Information Officer, Media Relations
Christopher O. Ward, Chief of Corporate Planning and External Affairs
Peter Yerkes, Press Secretary
Robert D. Williams, Executive Assistant to the Deputy Executive Director
Margaret R. Zoch, Comptroller

Guest:

John G. Donnelly, Authorities Unit, Office of the Governor of New Jersey

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
Hon. Bruce A. Blakeman
Hon. Michael J. Chasanoff
Hon. David S. Mack
Hon. Bradford J. Race, Jr.
Hon. Anastasia M. Song

(Board – 6/28/01)

Commissioner Song served as Acting Chair for the public meeting which was called to order by at 2:31 p.m. and ended at 2:41 p.m. The Board met in executive session prior to the public meeting. Commissioners Eisenberg, Gargano, Philibosian and Race were present during executive session.

Action on Minutes

The Secretary submitted for approval Minutes of action taken at the Board's meeting of April 26, 2001. He reported that copies of these Minutes were sent to all of the Commissioners and to the Governors of New York and New Jersey. He reported further that the time for action by the Governors of New York and New Jersey has expired.

Report of Audit Committee

The Audit Committee reported in executive session, for information, on matters discussed in executive session at its meeting on May 31, 2001, which included discussion of internal audit matters, and the report was received.

Report of Committee on Finance

The Committee on Finance reported in executive session, for information, on action taken and matters discussed in executive session at its meetings on May 31, 2001 and June 28, 2001, which included discussion of contract matters and matters which could affect the competitive economic position of the Port Authority, the Port District and businesses with which we deal and matters related to the purchase or sale of securities, in addition to matters filed with the Committee pursuant to Board action or separately reported to the Board of Commissioners at this meeting of the Board, and the report was received and is included with these minutes.

Report of Committee on Capital Programs/Port Planning

The Committee on Capital Programs/Port Planning reported in executive session, for information, on matters discussed in executive session at its meeting on June 28, 2001, which included discussion of matters which could affect the competitive economic position of the Port Authority, the Port District and businesses with which we deal, and the report was received.

Report of Committee on Construction

The Committee on Construction reported, for information, on matters discussed at its meeting on June 28, 2001, which included discussion of a project authorization to replace the N25 Bridge and to reconstruct Brewster Road South at Newark International Airport and an award of contract for the design and construction of cooling towers for the central heating and refrigeration plant at Newark International Airport, in addition to matters filed with the Committee pursuant to Board action or separately reported to the Board of Commissioners at this meeting of the Board, and the report was received and is included with these minutes.

(Board – 5/31/01)

Report of Committee on Operations

The Committee on Operations reported in executive session, for information, on matters discussed in executive session at its meeting on June 28, 2001, which included discussion of matters which could affect the competitive economic position of the Port Authority, the Port District and businesses with which we deal, in addition to matters filed with the Committee pursuant to Board action or separately reported to the Board of Commissioners at this meeting of the Board, and the report was received and is included with these minutes.

Staff Report

A presentation was made by staff on the Newark International Airport Redevelopment Program – Parking Update.

(Board – 6/28/01)

NEWARK INTERNATIONAL AIRPORT – N25 BRIDGE REPLACEMENT AND RECONSTRUCTION OF BREWSTER ROAD SOUTH – PROJECT AUTHORIZATION AND AWARD OF CONTRACT EWR-154.269

It was recommended that the Board authorize: (1) a project at Newark International Airport (Airport) for the replacement of the N25 Bridge and the reconstruction of the southerly portion of Brewster Road at a total estimated project cost of \$19.1 million; and (2) the Executive Director to (a) award Contract EWR-154.269, “N25 Bridge Replacement and Reconstruction of Brewster Road South,” for the construction, demolition, paving and other work under the project at a total estimated construction cost of \$12.5 million, and (b) enter into such other contracts and agreements as may be necessary to effectuate the project.

Vehicular traffic at the south end of the Airport has increased commensurate with the increase in cargo activity, resulting in queues of trucks on Brewster Road waiting to enter the south area cargo facilities and traffic backups behind these trucks and on the N25 Bridge exiting the Airport. The proposed project would alleviate these traffic conditions by rehabilitating and widening the existing two-lane Brewster Road to three lanes from the new N25 Bridge to a point past the south area cargo facilities. This widening would allow for bi-directional traffic lanes and an additional turning lane adjacent to each of the cargo facility entrances to allow trucks to turn into the entrances without impeding the normal flow of traffic. Further roadway widening would also be preserved by maintaining a landscaped right-of-way adjacent to eastbound Brewster Road. From the area of the cargo facilities to Terminal A, Brewster Road would be repaved while maintaining its current two lanes. The existing two-lane N25 Bridge would be demolished upon completion of the new three-lane N25 Bridge, which would provide two lanes for exiting traffic and a wider turning radius for trucks exiting the Airport. The project would also include the installation of landscaping, drainage improvements, new bridge lighting, light pole relocations, a spare conduit along the new N25 Bridge to provide for future expansion of utilities into the proposed parking lot at Interchange 13A, and the relocation of gas lines.

New Jersey Department of Environmental Protection Stream Encroachment and Freshwater Wetlands permit applications have been submitted, with permits and approvals expected by August 2001. No environmental impacts are anticipated. It is expected that construction would commence in August 2001 and be completed in August 2002. The cost of this project would be fully recoverable through the Airport Services Formula of the Airport Master Lease.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Donovan, Mack, Martini, Sartor, Song and Weinstein voting in favor; none against:

RESOLVED, that a project at Newark International Airport for the replacement of the N25 Bridge and the reconstruction of the southerly portion of Brewster Road at a total estimated project cost of \$19.1 million, including payments to contractors, allowances for extra work (if necessary) and net cost work, administrative, engineering and financial expenses and a project contingency (if necessary), be and it hereby is authorized; and it is further

RESOLVED, that the Executive Director be and he hereby is

(Board – 6/28/01)

authorized, for and on behalf of the Port Authority, to: (1) take action with respect to construction contracts and contracts for professional and advisory services related to the foregoing project as he deems in the best interest of the Port Authority, including, without limitation, award of Contract EWR-154.269, “N25 Bridge Replacement and Reconstruction of Brewster Road South,” for the foregoing construction, demolition, paving and other work under the project at a total estimated construction cost of \$12.5 million, to the lowest bidder who, in his opinion, is qualified by reason of responsibility, experience and capacity to perform the work and whose bid price he deems reasonable; or to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more other bidders or contractors; (2) execute contracts and supplemental agreements with such bidders or contractors as he deems in the best interest of the Port Authority and to order extra work (if necessary) and net cost work in connection with each contract, including supplemental agreements thereto; and (3) enter into such other agreements, including, without limitation, agreements for the relocation of utilities, as may be necessary to effectuate the 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.

(Board – 6/28/01)

JOHN F. KENNEDY INTERNATIONAL AIRPORT – SKY CHEFS, INC. – IN-FLIGHT CATERING FACILITIES – SUPPLEMENTS TO LEASES AY-911, AYA-418, AYC-526 AND AYB-834

It was recommended that the Board authorize the Executive Director to enter into supplements to Leases AY-911, AYA-418, AYC-526 and AYB-834 with Sky Chefs, Inc. (Sky Chefs) at John F. Kennedy International Airport (JFK) to extend the terms thereunder to a common expiration date of June 30, 2008 and to provide for rental credits based upon Sky Chefs' ongoing investment in the in-flight catering facilities covered by these leases and for the phase-out of exemption amounts.

Lease AY-911, covering Buildings 110 and 196 at JFK, and Lease AYA-418, covering Building 146, currently are due to expire on June 30, 2001; Lease AYC-526, covering Building 143, is due to expire on October 31, 2004; and Lease AYB-834, covering Buildings 137 and 139, is due to expire on October 17, 2003. The supplements would extend these leases to June 30, 2008 at market rental rates, but the supplement to Lease AYB-834 and the increased rentals, rental credits and elimination of the exemption amounts with respect to Lease AYB-834 would not become effective until October 18, 2003. Sky Chefs would pay a percentage rental of 8 percent of gross receipts under Leases AY-911 and AYA-418. During the first year of the extensions of these two leases, gross receipts against which the 8 percent rental would be paid would continue to be reduced by annual exemption amounts. Effective July 1, 2002, these exemption amounts would be eliminated, and Sky Chefs would pay an additional rental under these two leases equivalent to the rental benefit Sky Chefs received, on a net present value basis, from the exemption amounts during the first year of the extension. The existing percentage rentals and exemption amounts provided for in Lease AYB-834 would continue until October 17, 2003, and thereafter all exemption amounts would be eliminated and Sky Chefs would pay a percentage rental of 8 percent on all gross receipts. In addition, Sky Chefs would be entitled to receive rental credits not to exceed a total of \$8,805,000 under all four leases, based upon qualified investment made in the premises by Sky Chefs subsequent to the assumption of Leases AY-911 and AYA-418 by Sky Chefs in 1998.

Sky Chefs would have the right to terminate Leases AY-911, AYA-418 and AYC-526 without cause upon 180 days' notice, satisfaction of applicable lease requirements and payment of a termination penalty equal to one year's minimum basic rental under these leases. Effective October 18, 2003, this termination right would include Lease AYB-834, and one year's minimum basic rental thereunder would be included in the termination penalty. In addition, Sky Chefs and the Port Authority would have the right to terminate the letting of the Building 110 premises under Lease AYB-911 without cause or penalty, upon 90 days' notice.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Donovan, Mack, Martini, Sartor, Song and Weinstein 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 supplemental agreements to Leases AY-911, AYA-418, AYC-526 and AYB-834 with Sky Chefs, Inc. at John F. Kennedy International Airport extending the terms thereof to a common expiration date of June 30, 2008, providing for rental

(Board – 6/28/01)

credits based upon ongoing qualified investment in the premises thereunder, and for the phasing out of exemption amounts, substantially in accordance to the terms and conditions outlined to the Board; the form of the supplements shall be subject to the approval of General Counsel or his authorized representative.

(Board – 6/28/01)

LAGUARDIA AIRPORT – AUTHORIZATION TO ENTER INTO AGREEMENTS WITH THE FEDERAL AVIATION ADMINISTRATION FOR A NEW AIR TRAFFIC CONTROL TOWER

It was recommended that the Board authorize the Executive Director to enter into a License Agreement (AGA-453) (License Agreement) and an Agreement for the Operation of an Airport Traffic Control Tower (AGA-588) with the United States of America, acting by and through the Federal Aviation Administration (FAA), for the construction, use, and operation of a new Control Tower at LaGuardia Airport (LGA).

The FAA has proposed the construction of a new Control Tower on approximately 0.85 acres of land adjacent to the departure level exit ramp at the Central Terminal Building Garage at LGA. The License Agreement will grant the FAA permission to use and occupy that land for the construction of the new Control Tower. The design, construction and operation costs for the new Control Tower will be funded by the FAA. The FAA has agreed, subject to the availability of funds, to demolish the current Control Tower to the extent that it would remove a line-of-sight obstruction for the operation of the new Control Tower.

The FAA and the Port Authority each may terminate the License Agreement without cause, upon 120 days' written notice. If the Port Authority terminates the License Agreement without cause, it will be obligated to pay the FAA either its unamortized investment if the new tower is not to be demolished, up to a maximum of \$40 million, or, if the tower is to be demolished, an amount based upon the cost of demolition and the number of months remaining until December 30, 2015.

The Agreement for Operation of an Airport Traffic Control Tower (AGA-588) will obligate the FAA to operate the new Control Tower at its expense and will be coterminous with the License Agreement.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Donovan, Mack, Martini, Sartor, Song and Weinstein 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 agreements with the United States of America, acting by and through the Federal Aviation Administration, for the construction, use, and operation of a new Air Traffic Control Tower at LaGuardia Airport, substantially in accordance with the terms and conditions outlined to the Board; and it is further

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

(Board – 6/28/01)

**TETERBORO AIRPORT – EXTENSION OF USE AND OCCUPANCY AGREEMENT
WITH AVIATION HALL OF FAME OF NEW JERSEY**

It was recommended that the Board authorize the Executive Director to enter into a supplemental agreement with Aviation Hall of Fame of New Jersey (AHOF) extending for a period of twelve years and four months AHOF's Use and Occupancy Agreement TA-146 (Agreement TA-146) covering 1.2 acres of land at Teterboro Airport (TEB) for the operation of a Museum and Educational Facility, at a fee of \$1 per annum, modifying rental rates previously authorized and consented to by the Port Authority under an agreement with Johnson Controls World Services Inc. (JCWS), the former operator of TEB, and AHOF.

On December 10, 1992, the Board authorized the Executive Director to consent to an extension of Agreement TA-146 between JCWS and AHOF for a term of twenty years, providing for an expansion of AHOF's facilities at TEB. The extension provided for a rental of \$1 per annum and for the Port Authority to reimburse AHOF its unamortized cost of construction of the museum expansion in an amount not to exceed \$750,000 should the agreement be terminated without cause. The authorization also provided that, should the agreement between JCWS and AHOF be terminated or expire, any new airport operator would be obligated to enter into an agreement with AHOF under substantially the same terms, but with an annual rental of \$5,554, plus an increase of 4 percent each year from the effective date of the agreement. Because the Port Authority has resumed control of TEB and recognizes AHOF's limited financial resources, due to its not-for-profit status, it was recommended that Agreement TA-146 be continued on the same terms and conditions as had been provided for in AHOF's agreement with JCWS.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Donovan, Mack, Martini, Sartor, Song and Weinstein voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a supplemental agreement with Aviation Hall of Fame of New Jersey extending Use and Occupancy Agreement TA-146 at Teterboro Airport, substantially in accordance with the terms and conditions outlined to the Board; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

(Board – 6/28/01)

ALL AIRPORTS – AUTHORIZATION TO ENTER INTO A REIMBURSABLE AGREEMENT WITH THE FEDERAL AVIATION ADMINISTRATION

It was recommended that the Board: 1) authorize the Executive Director to enter into a three-year agreement with the Federal Aviation Administration (FAA) to provide for reimbursement to the FAA for costs and expenses associated with work performed on the Port Authority's behalf in connection with capital and operating improvement projects at Port Authority Airports, including related analyses, up to a total amount of \$3 million; and 2) authorize the Director of Aviation to enter into project-specific amendments as contemplated by the agreement.

Port Authority airfield improvement projects routinely impact FAA navigational and communication systems and infrastructure. When Port Authority projects create such impacts, the FAA requests reimbursement for the costs that they incur in order to allow the improvement to be completed. Our past experience in negotiating the terms and conditions of these agreements with the FAA on a project-by-project basis has proven to be an inefficient and time-consuming process.

The proposed agreement will provide the terms and conditions of reimbursement to the FAA for work performed by it in conjunction with various airport improvement and delay reduction projects. For each mutually agreed upon project, an amendment will set forth the project scope and estimated cost of the work to be performed and any project-specific conditions. This agreement will eliminate the delays in project implementation that have occurred in the past, and will enable key projects to proceed in a timely manner.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Donovan, Mack, Martini, Sartor, Song and Weinstein voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a three- year agreement with the Federal Aviation Administration (FAA) to provide for reimbursement to the FAA for costs and expenses associated with work performed on the Port Authority's behalf in connection with capital and operating improvement projects at Port Authority Airports, including related analyses, up to a total amount of \$3 million; and it is further

RESOLVED, that the Director of Aviation be and he hereby is authorized to enter into project-specific amendments as contemplated by the above-described agreement; and it is further

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

(Board – 6/28/01)

THE PRUDENTIAL INSURANCE COMPANY OF AMERICA – DEMUTUALIZATION

It was reported that the Board of Directors of the Prudential Insurance Company of America (Prudential Insurance) has adopted a plan of demutualization. Demutualization is the process by which an insurance company changes its structure from a mutual company owned by policyholders to a stock insurance company owned by shareholders. The Port Authority (and Port Authority Trans-Hudson (PATH) Corporation) are policyholders of Prudential Insurance, holding several group term life and health insurance policies.

It was recommended that the Executive Director be authorized to determine whether to exercise the vote or votes allocated to the Port Authority (and PATH, if any) in favor of or against the demutualization plan; to determine whether to hold or transfer the shares of stock to be received, and under what circumstances or timing (including a revision to existing investment policies); and to take other actions, including retention of experts, in connection with the demutualization proceeding.

The demutualization of Prudential Insurance is to occur subsequent to approval of a reorganization plan by policyholders and the New Jersey Commissioner of Banking and Insurance. Policyholder votes on the reorganization plan must be received by July 31, 2001. Upon approval of the reorganization plan, Prudential Insurance will convert from a mutual company to a stock life insurance company and become a wholly owned indirect subsidiary of Prudential Financial, Inc. The value of Prudential Insurance will be distributed to eligible policyholders in the form of shares of Prudential Financial, Inc.'s common stock, cash or policy credits (in the case of the Port Authority, only stock is involved). In exchange, policyholders will give up all ownership interest in the existing insurance company including, but not limited to, voting rights with regard to any surplus and the right to receive compensation in a demutualization. There is to be no adverse change as a result of the demutualization with regard to premiums or benefits, cash values, policy dividend eligibility or any other policy guarantees/obligations.

The compensation received by an eligible policyholder will be based on the number of shares of common stock notionally allocated to that policyholder. The formula for allocating notional shares of common stock has two components. Every eligible policyholder will be entitled to receive a minimum allocation of eight notional shares (the basic fixed component of compensation), regardless of the number of policies owned or their value. Eligible policyholders will also be entitled to receive an allocation of notional shares (the basic variable component) if the eligible policies they own have contributed to Prudential Insurance's surplus. The amount of the basic variable component will be calculated based upon actuarial formulas. In addition, eligible policyholders receiving cash or policy credits but not common stock will be entitled to an additional allocation of notional shares equal to approximately 10 percent of the aggregate of such policyholder's basic fixed and variable components, subject to a minimum of two additional notional shares.

(Board – 6/28/01)

Prudential has fixed the right of eligible policyholders to receive compensation as of December 15, 2000, the date on which Prudential Insurance's Board of Directors adopted the plan of reorganization. After an initial public offering later in the year 2001, Prudential will distribute to all eligible policyholders actual shares of common stock in the new Prudential Financial, Inc. The estimate (or estimated range) of the number of shares allocated to the Port Authority is currently 388,856 – 432,062.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Donovan, Mack, Martini, Sartor, Song and Weinstein voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority and Port Authority Trans-Hudson (PATH) Corporation, to take all actions necessary or appropriate for policyholders in connection with the pending plan of reorganization involved in the demutualization of the Prudential Insurance Company of America (Prudential Insurance), including: (i) the determination of whether to vote in favor of or against such demutualization plan; (ii) entering into contracts for professional and advisory services related to the demutualization of Prudential Insurance as he deems in the best interest of the Port Authority and PATH; and (iii) entering into such other agreements as may be necessary to effectuate the participation of the Port Authority and PATH in the demutualization; and it is further

RESOLVED, that, in addition to those instruments in which operating funds may now be invested, subsequent to the issuance of the stock of Prudential Financial, Inc., the Executive Director, Deputy Executive Director, Chief Financial Officer, Treasurer or Assistant Treasurer are each authorized to invest Port Authority operating funds in the securities of Prudential Financial, Inc., distributed to the Port Authority or PATH as a result of the demutualization of Prudential Insurance (including any dividends, earnings or distributions related thereto), and to enter into such other related agreements as may be necessary or appropriate to effectuate investment in such securities; and it is further

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

(Board – 6/28/01)

**SETTLEMENT OF CLAIM – CATHERINE M. KENNEDY v. THE PORT AUTHORITY
OF NEW YORK AND NEW JERSEY**

It was recommended that the Board authorize General Counsel to settle the pending lawsuit entitled Catherine M. Kennedy v. The Port Authority of New York and New Jersey, by paying to Catherine M. Kennedy (plaintiff), and her attorneys the sum of \$125,000, inclusive of attorneys' fees, liens, costs and disbursements, in return for a General Release and a Stipulation of Dismissal, with prejudice.

Plaintiff filed this action in the Superior Court of New Jersey, Middlesex County, to recover for serious permanent injuries suffered in a fall while walking on a covered pedestrian walkway at Newark International Airport Terminal A on February 8, 1998. The walkway is owned and maintained by the Port Authority. Plaintiff sustained a displaced fracture of her left femur just above a recent total knee replacement, which required manipulation via surgical procedure. She was hospitalized for approximately three weeks, was required to wear a leg brace until April 1998, and now uses a soft knee brace. As a result of this settlement, the Port Authority would make a lump-sum payment to plaintiff and would avoid a potentially larger jury verdict.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Donovan, Mack, Martini, Sartor, Song and Weinstein voting in favor; none against:

RESOLVED, that General Counsel be and he hereby is authorized, for and on behalf of the Port Authority, to settle the pending civil action entitled Catherine M. Kennedy v. The Port Authority of New York and New Jersey, for the total amount of \$125,000, inclusive of attorneys' fees, liens, costs and disbursements, in return for a General Release and Stipulation of Dismissal, with prejudice.

(Board – 6/28/01)

CONFIDENTIAL ITEM

This item shall not be available for public inspection until otherwise agreed to by the parties involved.

FINAL CONTRACTS PAYMENTS

The Comptroller's Department reported, for information only, that the contracts set forth hereafter have been completed satisfactorily by the contractors. Final Payments have been made in the period of March 1, 2001 to March 31, 2001.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND CONTRACTOR	TOTAL AUTHORIZED		TOTAL PAYMENTS	
GWB438	REHABILITATION OF IMPACT ATTENUATORS	887,800.00	(A)	887,800.00	(A)
	GEORGE WASHINGTON BRIDGE	53,270.00	(D)	53,270.00	(D)
	PRIMER CONSTRUCTION CORP	15,000.00	(F)	14,661.00	(F)
		956,070.00		955,731.00	
GWB395	HIGHWAY ADVISORY RADIO SYSTEMS	184,600.00	(A)	39,679.00	(A,G)
	GEORGE WASHINGTON BRIDGE	11,076.00	(D)	--0--	(D)
	J.G. SALAS & SONS, INC	195,676.00		39,679.00	
GWB430	NEW YORK WASTE STORAGE FACILITY	114,600.00	(A)	114,600.00	(A)
	GEORGE WASHINGTON BRIDGE	13,000.00	(C)	4,365.00	(C)
	REGIS CONTRACTING, INC	9,200.00	(D)	3,350.00	(D)
		136,800.00		122,315.00	
EWR704	BUILDINGS #155 & 156	57,600.00	(A)	57,600.00	(A)
	SOFFIT REHABILITATION	7,500.00	(C)	19,190.00	(C)
	NEWARK INTERNATIONAL AIRPORT	4,608.00	(D)	--0--	(D)
	ARKAY CONSTRUCTION, INC	69,708.00		76,790.00	
BT392	SOUTH WING-5TH FLOOR-VEHICULAR	180,000.00	(A)	180,000.00	(A)
	TRAFFIC BEARING SURFACE	10,000.00	(C)	--0--	(C)
	PORT AUTHORITY BUS TERMINAL	14,400.00	(D)	1,500.00	(D)
	PLATO GENERAL CONSTRUCTION CORP	204,400.00		181,500.00	
EWR995201	BUILDING 10 FIRE ALARM & SMOKE	74,820.00	(A)	74,820.00	(A)
	DETECTOR SYSTEM UPGRADE	25,000.00	(C)	6,584.00	(C)
	NEWARK INTERNATIONAL AIRPORT	4,500.00	(D)	4,500.00	(D)
	CORREA ELECTRICAL CONTRACTORS CORP	10,500.00	(H)	4,880.00	(H)
	114,820.00		90,784.00		

(Board - 6/28/01)

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND CONTRACTOR	TOTAL AUTHORIZED		TOTAL PAYMENTS	
EXD207	UNINTERRUPTABLE POWER SUPPLY	136,777.00	(A)	136,777.00	(A)
	UPGRADE	20,000.00	(C)	--0--	(C)
	WORLD TRADE CENTER	10,950.00	(D)	--0--	(D)
	E-J ELECTRIC INSTALLATION COMPANY	167,727.00		136,777.00	
BP364018	PIER 12 STRUCTURAL REPAIRS	793,904.00	(A)	793,904.00	(A)
	BROOKLYN PORT AUTHORITY MARINE	227,500.00	(B)	227,500.00	(B)
	TERMINAL	275,000.00	(C)	91,328.00	(C)
	SIMPSON & BROWN, INC	61,284.00	(D)	61,284.00	(D)
		130,000.00	(I)	130,000.00	(I)
		22,750.00	(J)	7,680.00	(J)
		120,000.00	(K)	98,856.00	(K)
		1,630,438.00		1,410,552.00	
EWR454033	DEMOLITION OF BUILDINGS 150 & 153	927,000.00	(A)	927,000.00	(A)
	NEWARK INTERNATIONAL AIRPORT	350,000.00	(C)	168,772.00	(C)
	MERCER WRECKING RECYCLING CORP	74,160.00	(D)	48,586	(D)
		11,657.00	(E)	11,657.00	(E)
		1,362,817.00		1,156,015.00	
JFK843	REPAVING OF NORTH HANGAR ROAD	129,690.00	(A)	76,057.00	(A,M)
	JOHN F. KENNEDY INTERNATIONAL AIRPORT	270,433.00	(B)	270,433.00	(B)
	OVAN CONSTRUCTION CO, INC	20,000.00	(C)	--0--	(C)
		24,007.00	(D)	12,881.00	(D)
		27,043.00	(J)	16,713.00	(J)
		471,173.00		376,084.00	
JFK534006	REDEVELOPED ROADWAY NETWORK	1,219,219.00	(A)	862,097.00	(A,P)
	JOHN F. KENNEDY INTERNATIONAL AIRPORT	150,000.00	(C)	21,588.00	(C)
	WILLIAM A. GROSS CONSTRUCTION	73,153.00	(D)	73,153.00	(D)
	ASSOCIATES INC.	75,000.00	(N)	75,000.00	(N)
		63,519.00	(O)	63,519.00	(O)
		1,580,891.00		1,095,357.00	

(Board - 6/28/01)

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND CONTRACTOR	TOTAL AUTHORIZED		TOTAL PAYMENTS	
LGA635	PARKING LOT 10E	738,000.00	(A)	738,000.00	(A)
	BRANCH CIRCUITS UPGRADE	44,300.00	(D)	44,300.00	(D)
	LAGUARDIA AIRPORT	51,000.00	(Q)	51,000.00	(Q)
	ARC ELECTRICAL & MECHANICAL	49,700.00	(R)	26,427.00	(R)
	CONTRACTORS CORP	883,000		859,727	
	.				
GWB433	REPLACEMENT OF TOWER FLOOD LIGHTS	284,484.00	(A)	284,484.00	(A)
	FOR UPPER & LOWER NJ TOLL PLAZAS	17,069.00	(D)	17,069.00	(D)
	GEORGE WASHINGTON BRIDGE	27,131.00	(S)	13,081.00	(S)
	FAMULARO ELECTRICAL CONTRACTING	328,684.00		314,634.00	
	CORP				
EP384026	DEMOLITION OF BUILDING 2250	336,500.00	(A)	23,622.00	(A,U)
	ELIZABETH PA MARINE TERMINAL	80,000.00	(C)	--0--	(C)
	BLANDFORD LAND CLEANING CORP	20,190.00	(D)	--0--	(D)
		63,310.00	(T)	--0--	(T)
		500,000.00		23,622.00	
JFK829	LEFFERTS BOULEVARD	524,092.00	(A)	420,603.00	(A,V)
	5KV POWER DISTRIBUTION SYSTEM	50,000.00	(C)	222,801.00	(C)
	JOHN F. KENNEDY INTERNATIONAL AIRPORT	32,000.00	(D)	15,500.00	(D)
	IEA ELECTRIC GROUP, INC	8,741.00	(E)	8,741.00	(E)
		614,833.00		667,645.00	
BT373	UPGRADE OF LIFE SAFETY CONTROL SYSTEM	85,542.00	(A)	85,542.00	(A)
	AT 41ST STREET VENTILATION BUILDING.	6,840.00	(D)	6,840.00	(D)
	PYROSIGNAL & SUPPRESSION, INC	35,000.00	(W)	12,675.00	(W)
		127,382.00		105,057.00	
MFP364008	BUILDINGS 30,31,32,56,101,102,111,112 & 157	532,000.00	(A)	532,000.00	(A)
	ROOF REPLACEMENT	75,000.00	(C)	11,317.00	(C)
	BROOKLYN PA MARINE TERMINAL	32,000.00	(D)	7,000.00	(D)
	ADVANCED CONSTRUCTION MANAGEMENT	5,724.00	(E)	5,724.00	(E)
	CORP	644,724.00		556,041.00	

(Board - 6/28/01)

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND CONTRACTOR	TOTAL AUTHORIZED		TOTAL PAYMENTS	
GWB432	FORT WASHINGTON AVENUE	179,000.00	(A)	179,000.00	(A)
	ADA ACCESS LIFT	14,300.00	(D)	14,300.00	(D)
	GEORGE WASHINGTON BRIDGE	14,000.00	(X)	12,533.00	(X)
	INDUS GENERAL CONSTRUCTION, INC	207,300.00		205,833.00	
LT403	SUMP PUMP VERTIFICATION SYSTEM	52,986.00	(A)	52,986	(A)
	LINCOLN TUNNEL	5,000.00	(C)	--0--	(C)
	LEROY NUNERY & SONS, INC	4,239.00	(D)	1,300	(D)
		62,225.00		54,286.00	
GWB412	HUDSON TERRACE CCTV & RAMP #2 GATE	371,300.00	(A)	371,300.00	(A)
	GEORGE WASHINGTON BRIDGE	23,000.00	(D)	23,000.00	(D)
	JG SALAS & SONS, INC	7,000.00	(Y)	7,000.00	(Y)
		4,000.00	(Z)	3,701.00	(Z)
		405,300.00		405,001.00	
JFK554106	FORMER AMOCO SERVICE STATION	274,162.00	(A)	274,162.00	(A)
	REMEDATION SYSTEM UPGRADE	337,037.00	(B)	337,037.00	(B)
	JOHN F. KENNEDY INTERNATIONAL AIRPORT	70,000.00	(C)	--0--	(C)
	FLUOR DANIEL GTI, INC	36,671.00	(D)	4,884.00	(D)
		717,870.00		616,083.00	
EWR184064	LAND ACCESS PROJECT	835,000.00	(A)	829,853.00	(A,AG)
	LONG TERM PARKING LOT MODIFICATIONS	12,600.00	(B)	256.00	(B)
	AND CANOPIES AT STATIONS D1 & D3	80,000.00	(C)	80,000.00	(C)
	NEWARK INTERNATIONAL AIRPORT	85,000.00	(D)	85,000.00	(D)
	AUSTIN HELLE COMPANY, INC	150,000.00	(AA)	150,000.00	(AA)
		1,520,000.00	(AB)	1,520,000.00	(AB)
		250,000.00	(AC)	35,894.00	(AC)
		121,600.00	(AD)	121,600.00	(AD)
		541,000.00	(AE)	406,828.00	(AE)
		--0--	(AF)	414.00	(AF)
		3,595,200.00		3,229,845.00	

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CONTRACT NUMBER	CONTRACT TITLE FACILITY AND CONTRACTOR	TOTAL AUTHORIZED		TOTAL PAYMENTS	
WTC819076	HVAC MODIFICATIONS-CONCOURSE	1,936,000.00	(A)	1,936,000.00	(A)
	COOLING & B6 REFRIGERATION PLANT	100,000.00	(C)	104,230.00	(C)
	WORLD TRADE CENTER	116,160.00	(D)	116,160.00	(D)
	DURR MECHANICAL CONSTRUCTION, INC	40,000.00	(AH)	31,730.00	(AH)
		--0--	(AI)	7,600.00	(AI)
		2,192,160.00		2,195,720.00	
JFK134137	FUEL TANKER TRUCK PARKING AREA	2,493,250.00	(A)	2,479,250.00	(A,AM)
	JOHN F. KENNEDY INTERNATIONAL AIRPORT	--0--	(C)	21,828.00	(C)
	NEW YORK PAVING, INC	149,595.00	(D)	149,595.00	(D)
		290,000.00	(AJ)	290,000.00	(AJ)
		125,000.00	(AK)	125,000.00	(AK)
		125,000.00	(AL)	83,655.00	(AL)
		3,182,845.00		3,149,328.00	
LGA571	INTEGRATED AIRPORT SECURITY SYSTEM	748,400.00	(A)	748,400.00	(A)
	CCTV-EXPANSION	59,840.00	(D)	59,840.00	(D)
	LAGUARDIA AIRPORT	190,160.00	(AN)	183,500.00	(AN)
	T&R ALARM SYSTEMS INC	998,400.00		991,740.00	
PN354004	SEWERAGE, DOMESTIC & FIRE SERVICE	7,513,284.00	(A)	7,505,526.00	(A,L)
	WATER SYSTEM IMPROVEMENTS	475,100.00	(B)	389,148.00	(B)
	PORT NEWARK/PORT ELIZABETH MARINE	700,000.00	(C)	728,302.00	(C)
	TERMINAL	480,000.00	(D)	399,139.00	(D)
	J. FLETCHER CREAMER & SON, INC	755,105.00	(AO)	755,105.00	(AO)
		85,000.00	(AP)	85,000.00	(AP)
		45,300.00	(AQ)	--0--	(AQ)
		10,053,789.00		9,862,220.00	

- (A) Lump Sum
- (B) Classified Work
- (C) Net Cost - amount in the "Total Authorized" column represents the estimated net cost amount. However, the amount in the "Total Payments" column is the authorized net cost amount.
- (D) Extra Work.
- (E) Premium for furnishing performance and payment bond as provided for in the contract.
- (F) Increase in extra work in the amount of \$15,000 authorized on 10/5/2000.
- (G) The difference between "Total Authorized" and "Total Payments" represents the fact that the contract work could not be completed as bid, therefore the contract was mutually terminated, with the Port Authority paying the contractor the amount of \$39,679 for all work performed up to the point of mutual termination.
- (H) Increase in extra work in the amount of \$10,500 authorized on 5/13/99.
- (I) Increase in classified work in the amount of \$130,000 authorized on 12/7/99.
- (J) Classified work may exceed authorization amount limited to 10% or \$250,000 (whichever is less) without further authorization as per the "Management of Engineering Design and Construction Service Manual".
- (K) Increase in extra work in the amount of \$120,000 authorized on 12/7/99.
- (L) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$7,758 for the deletion of part of the work .
- (M) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$1,450 for changes in the scope of the work and a deduction from compensation in the amount of \$52,183 for deficiencies in asphalt pavement density.
- (N) Increase in extra work in the amount of \$75,000 authorized on 8/30/99.
- (O) Increase in extra work in the amount of \$63,519 authorized on 7/17/2000.
- (P) The difference between "Total Authorized" and "Total Payments" represents credit change orders in the total amount of \$357,122 for changes in the scope of the work.
- (Q) Increase in extra work in the amount of \$51,000 authorized on 8/11/99.
- (R) Increase in extra work in the amount of \$49,700 authorized on 3/8/2000.
- (S) Increase in extra work in the amount of \$27,131 authorized on 10/5/2000.
- (T) Increase in extra work in the amount of \$63,310 authorized on 6/12/2000.
- (U) The difference between "Total Authorized" and "Total Payments" represents the fact that the contract work could not be completed as bid, therefore the contract was mutually terminated, with the Port Authority paying the contractor the amount of \$23,622 for all work performed up to the point of mutual termination.
- (V) The difference between "Total Authorized" and "Total Payments" represents the fact that the original contractor was breached and the subsequent contractor, Hellman Electric Corporation, performed the completion work on a net cost basis

- (W) Increase in extra work in the amount of \$35,000 authorized on 8/11/99.
- (X) Increase in extra work in the amount of \$14,000 authorized on 5/4/99.
- (Y) Increase in extra work in the amount of \$7,000 authorized on 5/7/99.
- (Z) Increase in extra work in the amount of \$4,000 authorized on 12/20/99.
- (AA) Increase in extra work in the amount of \$150,000 authorized on 6/20/95.
- (AB) Supplemental Agreement No.1 which included an increase in the amount of \$1,520,000 for lump sum work on 9/10/96.
- (AC) Supplemental Agreement No.1 which included an increase in the amount of \$250,000 for net cost work on 9/10/96.
- (AD) Supplemental Agreement No.1 which included an increase in the amount of \$121,600 for extra work on 9/10/96.
- (AE) Increase in extra work in the amount of \$541,000 authorized on 11/7/97.
- (AF) Increase in compensation pursuant to "Emergency Delays" clause, in the amount of \$414 as provided for in the contract.
- (AG) The difference between "Total Authorized" and "Total Payments" represents credit change orders in the total amount of \$5,147 for changes in the scope of the work.
- (AH) Increase in extra work in the amount of \$40,000 authorized on 11/18/99.
- (AI) Increase in compensation pursuant to an insurance clause, as provided for in the contract.
- (AJ) Supplemental Agreement No.1 which provided for an increase in the amount of \$290,000 for lump sum work on 5/20/98.
- (AK) Increase in extra work in the amount of \$125,000 authorized on 10/13/98.
- (AL) Increase in extra work in the amount of \$125,000 authorized on 10/13/99.
- (AM) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$14,000 for the deletion of part of the work .
- (AN) Increase in extra work in the amount of \$190,160 authorized on 2/17/99.
- (AO) Supplemental Agreement No.1 which included an increase in the amount of \$755,105 for lump sum work on 3/8/99.
- (AP) Supplemental Agreement No.1 which included an increase in the amount of \$85,000 for net cost work on 3/8/99.
- (AQ) Supplemental Agreement No.1 which included an increase in the amount of \$45,300 for extra work on 3/8/99.

FINAL CONTRACTS PAYMENTS

The Comptroller's Department reports that the contracts set forth in the succeeding tabulation have been completed satisfactorily by the contractors. Final Payments have been made in the period of April 1, 2001 to April 30, 2001.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND CONTRACTOR	TOTAL AUTHORIZED		TOTAL PAYMENTS	
EWR997501	RELOCATION OF GUARD BOOTH AT	247,860.00	(A)	247,860.00	(A)
	SOUTH FUEL FARM	14,900.00	(D)	14,790.00	(D)
	NEWARK INTERNATIONAL AIRPORT	262,760.00		262,650.00	
	TEC-CON CONTRACTORS, INC				
EWR154157	MONORAIL REMOTE STATIONS WINDOW	95,000.00	(A)	95,000.00	(A)
	WALL & ROOF MODIFICATIONS	10,000.00	(C)	--0--	(C)
	NEWARK INTERNATIONAL AIRPORT	5,700.00	(D)	5,700.00	(D)
	EFG CONCRETE CORP	12,900.00	(F)	12,133.00	(F)
		123,600.00		112,833.00	
EP384041	REHABILITATION OF TIE RODS-	1,889,000.00	(A)	1,853,100.00	(A,G)
	BERTHS 50, 52 & 54	251,000.00	(B)	2,095.00	(B)
	ELIZABETH PA MARINE TERMINAL	175,000.00	(C)	154,360.00	(C)
	TREVCON CONSTRUCTION COMPANY,	128,400.00	(D)	73,797.00	(D)
	INC.	2,443,400.00		2,083,352.00	
EWR154148	RESTRICTED SERVICE ROAD	810,000.00	(A)	582,700.00	(A,H)
	IMPROVEMENTS AT TERMINALS A, B & C	50,000.00	(C)	31,000.00	(C)
	NEWARK INTERNATIONAL AIRPORT	48,600.00	(D)	31,020.00	(D)
	PARDY & SONS CONSTRUCTION CORP	11,600.00	(E)	11,600.00	(E)
		920,200.00		656,320.00	
AKG218	STRUCTURAL REHABILITATION OF	1,006,260.00	(A)	1,006,260.00	(A)
	GOETHALS BRIDGE	200,000.00	(C)	296,098.00	(C)
	SPEARIN, PRESTON, & BURROWS, INC	60,375.00	(D)	16,236.00	(D)
		1,266,635.00		1,318,594.00	

(Board - 6/28/01)

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND CONTRACTOR	TOTAL AUTHORIZED		TOTAL PAYMENTS	
LGA645	PROTECTION TO 5KV FEEDER AT WEST END OF AIRPORT - VIA WORK ORDER LAGUARDIA AIRPORT MAGTECH CONSTRUCTION INC	250,000.00	(C)	232,330.00	(C)
		250,000.00		232,330.00	
WTC959073	COUNTER REMOVAL & FLOOR REPLACEMENT AT TOWERS 1 & 2 WORLD TRADE CENTER INDUS GENERAL CONSTRUCTION, INC	299,000.00	(A)	294,870.00	(A,I)
		50,000.00	(C)	16,850.00	(C)
		23,920.00	(D)	23,470.00	(D)
		8,970.00	(E)	8,970.00	(E)
		381,890.00		344,160.00	
BT394	REHABILITATION OF COOLING TOWERS PORT AUTHORITY BUS TERMINAL TOWER PERFORMANCE, INC	179,375.00	(A)	179,375.00	(A)
		30,000.00	(C)	21,094.00	(C)
		14,350.00	(D)	--0--	(D)
		223,725.00		200,469.00	
EWR685	ASPHALT & CONCRETE PAVEMENT REPAIRS - VIA WORK ORDER TARHEEL ENTERPRISES, INC	721,455.00	(B)	721,455.00	(B)
		250,000.00	(C)	--0--	(C)
		43,287.00	(D)	--0--	(D)
		721,455.00	(J)	721,455.00	(J)
		144,291.00	(K)	76,475.00	(K)
		1,880,488.00		1,519,385.00	
GWB420	NJ APPROACH TUNNEL LIGHTING REPLACEMENT GEORGE WASHINGTON BRIDGE ALLAN ELECTRIC CO, INC	1,249,000.00	(A)	1,249,000.00	(A)
		74,940.00	(D)	--0--	(D)
		--0--	(L)	15,654.00	(L)
		1,323,940.00		1,264,654.00	
WTC903073	PLAZA STONE REPLACEMENT WORLD TRADE CENTER HALMAR BUILDERS OF NEW YORK, INC	16,000,000.00	(C)	11,957,377.00	(C)
		16,000,000.00		11,957,377.00	

(Board - 6/28/01)

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND CONTRACTOR	TOTAL AUTHORIZED		TOTAL PAYMENTS	
BT361	REHABILITATION OF TREE ENCLOSURES	171,700.00	(A)	151,700.00	(A,M)
	PORT AUTHORITY BUS TERMINAL	10,400.00	(D)	9,000.00	(D)
	MIKE RYAN TREE SERVICE	182,100.00		160,700.00	
HT403	REPLACEMENT OF VENTILATION	433,916.00	(A)	417,828.00	(A,O)
	BUILDINGS' DOORS	35,000.00	(C)	13,190.00	(C)
	HOLLAND TUNNEL	34,700.00	(D)	11,858.00	(D)
	ABCON CONTRACTING, INC	7,506.00	(E)	7,506.00	(E)
		--0--	(N)	6,187.00	(N)
		511,122.00		456,569.00	
LT428	REPOINTING & CRACK REPAIR OF	615,050.00	(A)	615,050.00	(A)
	MASONRY EXTERIOR & REROOFING OF	657,550.00	(B)	657,550.00	(B)
	NY VENTILATION BUILDINGS	125,000.00	(C)	96,955.00	(C)
	LINCOLN TUNNEL	101,800.00	(D)	96,762.00	(D)
	ATTRI ENTERPRISES, INC	250,000.00	(P)	240,464.00	(P)
		1,749,400.00		1,706,781.00	
LGA585	HANGAR 7 NORTH REROOFING	274,000.00	(A)	257,630.00	(A,T)
	LAGUARDIA AIRPORT	27,000.00	(C)	17,273.00	(C)
	ALCOR CONTRACTING, INC	23,000.00	(D)	23,000.00	(D)
		37,200.00	(Q)	37,200.00	(Q)
		2,232.00	(R)	2,232.00	(R)
		39,768.00	(S)	5,570.00	(S)
	403,200.00		342,905.00		

(Board - 6/28/01)

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND CONTRACTOR	TOTAL AUTHORIZED		TOTAL PAYMENTS	
JFK134138	RUNWAY 31R BLAST PAD	5,652,670.00	(A)	5,652,670.00	(A)
	JOHN F. KENNEDY INTERNATIONAL	166,330.00	(B)	166,330.00	(B)
	AIRPORT - GRACE INDUSTRIES, INC	220,000.00	(C)	220,000.00	(C)
	ADVANCED CONSTRUCTION	349,140.00	(D)	349,140.00	(D)
	MANAGEMENT CORP	36,069.00	(E)	36,069.00	(E)
		250,000.00	(U)	250,000.00	(U)
		550,000.00	(V)	550,000.00	(V)
		33,000.00	(W)	33,000.00	(W)
		323,000.00	(X)	323,000.00	(X)
		60,000.00	(Y)	60,000.00	(Y)
		19,400.00	(Z)	19,400.00	(Z)
		475,000.00	(AA)	475,000.00	(AA)
		324,000.00	(AB)	324,000.00	(AB)
		19,440.00	(AC)	19,440.00	(AC)
		90,000.00	(AD)	13,985.00	(AD)
		125,000.00	(AE)	14,298.00	(AE)
		--0--	(AF)	3,470.00	(AF)
		16,633.00	(K)	16,633.00	(K)
		--0--	(AG)	110,503.00	(AG)
		8,709,682.00		8,636,938	

- (A) Lump Sum
- (B) Classified Work
- (C) Net Cost - amount in the "Total Authorized" column represents the estimated net cost amount. However, the amount in the "Total Payments" column is the authorized net cost amount.
- (D) Extra Work.
- (E) Premium for furnishing performance and payment bond as provided for in the contract.
- (F) Increase in extra work in the amount of \$12,900 authorized on 12/19/2000.
- (G) The difference between "Total Authorized" and "Total Payments" represents credit change orders in the total amount of \$23,910 for changes in the scope of the work and a deduction from compensation in the amount of \$11,990 for deficiencies in asphalt pavement density.
- (H) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$227,300 for the deletion of part of the work .
- (I) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$4,130 for the deletion of part of the work .

- (J) Increase in classified work in the amount of \$721,455 authorized on 7/31/99.
- (K) Classified work may exceed authorization amount limited to 10% or \$250,000 (whichever is less) without further authorization as per the "Management of Engineering Design and Construction Service Manual".
- (L) Increase in compensation pursuant to "Emergency Delays" clause, in the amount of \$15,654 as provided for in the contract.
- (M) The difference between "Total Authorized" and "Total Payments" represents a credit change order in the amount of \$20,000 for the deletion of part of the work .
- (N) Increase in compensation pursuant to "Emergency Delays" clause, in the amount of \$6,187 as provided for in the contract.
- (O) The difference between "Total Authorized" and "Total Payments" represents credit change orders in the total amount of \$16,088 for changes in the scope of the work.
- (P) Increase in classified work in the amount of \$250,000 authorized on 12/16/97.
- (Q) Supplemental Agreement No.1 which included an increase in the amount of \$37,200 for lump sum work on 11/18/96.
- (R) Supplemental Agreement No.1 which included an increase in the amount of \$2,232 for extra work on 11/18/96.
- (S) Increase in extra work in the amount of \$39,768 authorized on 3/26/97.
- (T) The difference between "Total Authorized" and "Total Payments" represents a deduction from compensation in the amount of \$15,570 for back charges to the contractor for non performance of certain punch list items of work and a credit change order in the amount of \$800 for the deletion of part of the work.
- (U) Increase in extra work in the amount of \$250,000 authorized on 3/23/98.
- (V) Supplemental Agreement No.1 which included an increase in the amount of \$550,000 for lump sum work on 5/21/98.
- (W) Supplemental Agreement No.1 which included an increase in the amount of \$33,000 for extra work on 5/21/98.
- (X) Supplemental Agreement No.2 which included an increase in the amount of \$323,000 for lump sum work on 7/21/98.
- (Y) Supplemental Agreement No.2 which included an increase in the amount of \$60,000 for net cost work on 7/21/98.
- (Z) Supplemental Agreement No.2 which included an increase in the amount of \$19,400 for extra work on 7/21/98.
- (AA) Increase in extra work in the amount of \$475,000 authorized on 7/21/98.
- (AB) Supplemental Agreement No.3 which included an increase in the amount of \$324,000 for lump sum work on 12/15/98.
- (AC) Supplemental Agreement No.3 which included an increase in the amount of \$19,440 for extra work on 12/15/98.
- (AD) Increase in net cost work in the amount of \$90,000 authorized on 10/29/99.
- (AE) Increase in extra work in the amount of \$125,000 authorized on 10/29/99.
- (AF) Increase in compensation pursuant to "Emergency Delays" clause, in the amount of \$3,470 as provided for in the contract.
- (AG) Uncommitted funds in extra work are permitted to be utilized against additional cost in classified work not covered under (K) as per the "Management of Engineering Design and Construction Service Manual".

(Board - 6/28/01)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director has authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate mater note agreements during the period March 1, 2001 through March 31, 2001.

REPORT A:

Purchase of Port Authority Bonds

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

<u>Purchase</u>	<u>Par</u>	<u>Description</u>	<u>Coupon</u>	<u>Maturity</u>	<u>Purchase</u>	<u>Call</u>	<u>YTC</u>	<u>BEY</u>	<u>Total</u>	
<u>Date</u>	<u>Value</u>		<u>Rate</u>	<u>Date</u>	<u>Price</u>	<u>Year</u>	<u>@ Cost</u>	<u>@ Cost</u>	<u>Principal</u>	<u>Dealer</u>

No new transactions this period.

(Board- 6/28/01)

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

Purchase of Securities

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purchase Price	Discount Rate	BEY @Cost	Principal	Dealer
03/01/01	\$ 47,000,000	GECC CP	--	03/02/01	99.99	5.390%	5.466%	\$ 46,992,963.07	General Electric Capital
03/01/01	50,000,000	GECC CP	--	03/02/01	99.99	5.390	5.466	49,992,513.90	General Electric Capital
03/02/01	47,000,000	GECC CP	--	03/05/01	99.96	5.400	5.477	46,978,850.00	General Electric Capital
03/02/01	50,000,000	GECC CP	--	03/05/01	99.96	5.400	5.477	49,977,500.00	General Electric Capital
03/05/01	25,000,000	FMCDN	--	04/03/01	99.59	5.140	5.233	24,896,486.10	Morgan Stanley & Co
03/05/01	50,000,000	FNDN	--	03/29/01	99.66	5.120	5.209	49,829,333.35	Merrill Lynch
03/06/01	12,000,000	GECC CP	--	03/07/01	99.99	5.380	5.456	11,998,206.67	General Electric Capital
03/07/01	10,000,000	GECC CP	--	03/08/01	99.99	5.350	5.425	9,998,513.89	General Electric Capital
03/08/01	25,000,000	USTB	--	03/15/01	99.90	5.230	5.308	24,974,576.40	Lehman Brothers
03/08/01	25,000,000	USTB	--	03/15/01	99.90	5.230	5.308	24,974,576.40	Fuji Securities
03/08/01	40,000,000	USTB	--	03/15/01	99.90	5.230	5.308	39,959,322.24	S.G. Cowen
03/08/01	40,000,000	USTB	--	03/15/01	99.90	5.230	5.308	39,959,322.24	Merrill Lynch

(Board- 6/28/01)

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

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
03/08/01	\$ 40,000,000	USTB	--	03/15/01	99.90	5.230%	5.308%	\$ 39,959,322.24	Dresdner Kleinwort Benson
03/08/01	47,000,000	GECC CP	--	03/09/01	99.99	5.320	5.395	46,993,054.43	General Electric Capital
03/08/01	50,000,000	GECC CP	--	03/09/01	99.99	5.320	5.395	49,992,611.10	General Electric Capital
03/09/01	25,000,000	USTN	4.750%	01/31/03	100.55	--	4.440	25,138,671.88	S.G. Cowen
03/09/01	50,000,000	GECC CP	--	03/12/01	99.96	5.300	5.376	49,977,916.65	General Electric Capital
03/12/01	20,000,000	FHDN	--	03/26/01	99.80	5.120	5.201	19,960,177.78	Lehman Brothers
03/12/01	21,000,000	USTN	4.625	02/28/03	100.27	--	4.482	21,055,781.25	S.G. Cowen
03/12/01	25,000,000	USTN	4.750	01/31/03	100.41	--	4.521	25,101,562.50	S.G. Cowen
03/12/01	27,000,000	GECC CP	--	03/13/01	99.99	5.380	5.456	26,995,965.01	General Electric Capital
03/12/01	50,000,000	GECC CP	--	03/13/01	99.99	5.380	5.456	49,992,527.80	General Electric Capital
03/13/01	50,000,000	GECC CP	--	03/14/01	99.99	5.360	5.435	49,992,555.55	General Electric Capital
03/14/01	50,000,000	GECC CP	--	03/15/01	99.99	5.360	5.435	49,992,555.55	General Electric Capital

(Board- 6/28/01)

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

Purchase of Securities (Cont.)

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purchase Price	Discount Rate	BEY @Cost	Principal	Dealer
03/14/01	\$ 50,000,000	GECC CP	--	03/15/01	99.99	5.360%	5.435%	\$ 49,992,555.55	General Electric Capital
03/15/01	14,000,000	FNDN	--	03/16/01	99.98	5.420	5.496	13,997,892.22	Lehman Brothers
03/15/01	50,000,000	GECC CP	--	03/19/01	99.94	5.450	5.529	49,969,722.20	General Electric Capital
03/15/01	50,000,000	GECC CP	--	03/16/01	99.98	5.450	5.527	49,992,430.55	General Electric Capital
03/16/01	25,000,000	USTB	--	04/19/01	99.55	4.780	4.868	24,887,138.90	Morgan Stanley & Co
03/16/01	50,000,000	USTB	--	05/03/01	99.39	4.570	4.662	49,695,333.35	Merrill Lynch
03/19/01	5,000,000	FMCDN	--	03/20/01	99.99	5.270	5.344	4,999,268.06	Lehman Brothers
03/19/01	50,000,000	GECC CP	--	03/20/01	99.99	5.350	5.425	49,992,569.45	General Electric Capital
03/19/01	50,000,000	GECC CP	--	03/20/01	99.99	5.350	5.425	49,992,569.45	General Electric Capital
03/20/01	50,000,000	GECC CP	--	03/21/01	99.99	5.000	5.070	49,993,055.55	General Electric Capital
03/20/01	50,000,000	GECC CP	--	03/21/01	99.99	5.000	5.070	49,993,055.55	General Electric Capital
03/21/01	16,000,000	FCDN	--	03/22/01	99.99	4.800	4.867	15,997,866.67	Merrill Lynch

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

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
03/21/01	\$ 50,000,000	GECC CP	--	03/22/01	99.99	4.900%	4.969%	\$ 49,993,194.45	General Electric Capital
03/21/01	50,000,000	GECC CP	--	03/22/01	99.99	4.900	4.969	49,993,194.45	General Electric Capital
03/22/01	5,000,000	FHDN	--	03/23/01	99.99	4.830	4.898	4,999,329.17	Merrill Lynch
03/22/01	50,000,000	GECC CP	--	03/23/01	99.99	4.950	5.019	49,993,125.00	General Electric Capital
03/22/01	50,000,000	GECC CP	--	03/23/01	99.99	4.950	5.019	49,993,125.00	General Electric Capital
03/22/01	50,000,000	FHDN	--	03/23/01	99.99	4.830	4.898	49,993,291.65	Fuji Securities
03/23/01	30,000,000	FMCDN	--	03/27/01	99.95	4.780	4.849	29,984,066.67	Salomon Smith Barney Inc.
03/23/01	50,000,000	GECC CP	--	03/27/01	99.95	4.850	4.920	49,973,055.55	General Electric Capital
03/23/01	50,000,000	GECC CP	--	03/27/01	99.95	4.850	4.920	49,973,055.55	General Electric Capital
03/27/01	19,156,000	FHDN	--	03/28/01	99.99	4.820	4.888	19,153,435.22	Lehman Brothers
03/27/01	40,000,000	FHDN	--	03/28/01	99.99	4.820	4.888	39,994,644.44	Morgan Stanley & Co
03/27/01	50,000,000	GECC CP	--	03/28/01	99.99	4.950	5.019	49,993,125.00	General Electric Capital

(Board- 6/28/01)

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

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
03/27/01	\$ 50,000,000	GECC CP	--	03/28/01	99.99	4.950%	5.019%	\$ 49,993,125.00	General Electric Capital
03/27/01	50,000,000	FHDN	--	03/28/01	99.99	4.820	4.888	49,993,305.55	Lehman Brothers
03/28/01	19,159,000	FHDN	--	03/29/01	99.99	4.820	4.888	19,156,434.82	Merrill Lynch
03/28/01	48,000,000	FHDN	--	03/29/01	99.99	4.820	4.888	47,993,573.33	Fuji Securities
03/28/01	50,000,000	GECC CP	--	03/29/01	99.99	4.970	5.040	49,993,097.20	General Electric Capital
03/28/01	50,000,000	GECC CP	--	03/29/01	99.99	4.970	5.040	49,993,097.20	General Electric Capital
03/28/01	50,000,000	FHDN	--	03/29/01	99.99	4.820	4.888	49,993,305.55	Fuji Securities
03/29/01	10,000,000	USTB	--	04/19/01	99.71	4.905	4.987	9,971,387.50	Fuji Securities
03/29/01	19,162,000	FHDN	--	03/30/01	99.99	4.950	5.019	19,159,365.22	Salomon Smith Barney Inc.
03/29/01	20,000,000	USTB	--	04/19/01	99.71	4.905	4.987	19,942,775.00	Fuji Securities
03/29/01	25,000,000	USTB	--	04/19/01	99.71	4.905	4.987	24,928,468.75	Fuji Securities
03/29/01	30,000,000	FHDN	--	03/30/01	99.99	4.950	5.019	29,995,875.00	Lehman Brothers

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

Purchase of Securities (Cont.)

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purchase Price	Discount Rate	BEY @Cost	Principal	Dealer
03/29/01	\$ 40,000,000	USTB	--	04/19/01	99.71	4.905%	4.987%	\$ 39,885,550.00	Fuji Securities
03/29/01	50,000,000	USTB	--	04/19/01	99.71	4.905	4.987	49,856,937.50	Fuji Securities
03/29/01	50,000,000	FHDN	--	03/30/01	99.99	4.950	5.019	49,993,125.00	Salomon Smith Barney Inc.
03/29/01	50,000,000	FHDN	--	03/30/01	99.99	4.950	5.019	49,993,125.00	Salomon Smith Barney Inc.
03/29/01	50,000,000	GECC CP	--	04/05/01	99.90	4.980	5.054	49,951,583.35	General Electric Capital
03/29/01	50,000,000	GECC CP	--	04/05/01	99.90	4.980	5.054	49,951,583.35	General Electric Capital
03/30/01	19,170,000	FNDN	--	04/02/01	99.96	5.170	5.244	19,161,740.93	Morgan Stanley & Co
03/30/01	44,000,000	FHDN	--	04/02/01	99.96	5.130	5.203	43,981,190.00	UBS Warburg
03/30/01	50,000,000	USTB	--	04/19/01	99.73	4.914	4.996	49,863,500.00	Dresdner Kleinwort Benson
03/30/01	50,000,000	USTB	--	06/28/01	98.95	4.215	4.319	49,473,125.00	S.G. Cowen*

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

Purchase of Securities (Cont.)

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purchase Price	Discount Rate	BEY @Cost	Principal	Dealer
03/30/01	\$ 50,000,000	FNDN	--	04/02/01	99.96	5.170%	5.244%	\$ 49,978,458.35	Morgan Stanley & Co
	<u>\$ 2,754,647,000</u>							<u>\$ 2,752,428,694.25</u>	

BEY - Bond Equivalent Yield

* This transaction was part of a swap in which there was a related sale of securities.

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

Sale of Securities

<u>Sale Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Sale Price</u>	<u>Discount Rate</u>	<u>Principal</u>	<u>Dealer</u>
03/30/01	\$ 45,053,000	US T-BILL	--	04/05/01	99.93	3.950%	\$45,023,340.12	Dresdner Kleinwort Benson*
03/30/01	<u>50,000,000</u>	US T-BILL	--	06/21/01	99.06	4.090	<u>49,528,513.90</u>	S.G. Cowen*
	<u>\$ 95,053,000</u>						<u>\$94,551,854.02</u>	

* This transaction was part of a swap in which there was a related purchase of securities.

(Board - 6/28/01)

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

Repurchase Transactions

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Daiwa Securities America	03/01/01	03/02/01	\$ 1,471,000	5.410%	\$ 221.06
UBS Warburg	03/01/01	03/02/01	2,510,000	5.400	376.50
Daiwa Securities America	03/01/01	03/02/01	11,470,000	5.410	1,723.69
Daiwa Securities America	03/01/01	03/02/01	23,281,000	5.410	3,498.62
Daiwa Securities America	03/01/01	03/02/01	24,478,000	5.410	3,678.50
Salomon Smith Barney Inc.	03/01/01	03/05/01	24,875,000	5.400	14,925.00 *
Salomon Smith Barney Inc.	03/01/01	03/05/01	24,875,000	5.400	14,925.00 *
Salomon Smith Barney Inc.	03/01/01	03/05/01	24,906,250	5.400	14,943.75 *
Salomon Smith Barney Inc.	03/01/01	03/05/01	24,906,250	5.400	14,943.75 *
Daiwa Securities America	03/01/01	03/02/01	26,535,000	5.410	3,987.62
Paribas Corporation	03/01/01	03/02/01	35,788,000	5.410	5,378.14
Paribas Corporation	03/01/01	03/02/01	36,067,000	5.410	5,420.07

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Nomura Securities	03/01/01	03/02/01	\$ 41,428,000	5.410%	\$ 6,225.71
Nomura Securities	03/01/01	03/02/01	47,077,000	5.410	7,074.63
Lehman Brothers	03/01/01	03/05/01	49,937,500	5.420	30,045.73 *
UBS Warburg	03/01/01	03/02/01	50,490,000	5.400	7,573.50
UBS Warburg	03/02/01	03/05/01	4,246,000	5.450	1,928.39
Paribas Corporation	03/02/01	03/05/01	6,089,000	5.420	2,750.20
Paribas Corporation	03/02/01	03/05/01	15,038,000	5.420	6,792.16
Nomura Securities	03/02/01	03/05/01	20,459,000	5.410	9,223.60
Nomura Securities	03/02/01	03/05/01	25,122,000	5.410	11,325.84
Nomura Securities	03/02/01	03/05/01	36,227,000	5.410	16,332.34
Fuji Securities	03/02/01	03/05/01	41,434,000	5.420	18,714.36
Fuji Securities	03/02/01	03/05/01	47,084,000	5.420	21,266.27

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
S.G. Cowen	03/02/01	03/05/01	\$ 48,312,500	5.420%	\$ 21,821.15 *
UBS Warburg	03/02/01	03/05/01	49,754,000	5.450	22,596.61
Paribas Corporation	03/02/01	03/05/01	50,739,000	5.420	22,917.12
Nomura Securities	03/05/01	03/08/01	20,468,000	5.450	9,295.88
UBS Warburg	03/05/01	03/08/01	20,836,000	5.370	9,324.11
Fuji Securities	03/05/01	03/08/01	20,888,000	5.400	9,399.60
Nomura Securities	03/05/01	03/08/01	25,133,000	5.450	11,414.57
Nomura Securities	03/05/01	03/08/01	36,243,000	5.450	16,460.36
Paribas Corporation	03/05/01	03/08/01	41,453,000	5.440	18,792.03
Paribas Corporation	03/05/01	03/08/01	47,105,000	5.440	21,354.27
Fuji Securities	03/05/01	03/08/01	51,010,000	5.400	22,954.50
UBS Warburg	03/05/01	03/08/01	51,164,000	5.370	22,895.89

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
S.G. Cowen	03/07/01	03/14/01	\$ 48,375,000	5.340%	\$ 49,838.69 *
Fuji Securities	03/08/01	03/09/01	15,140,000	5.270	2,216.33
Paribas Corporation	03/08/01	03/09/01	16,497,000	5.250	2,405.81
Fuji Securities	03/08/01	03/09/01	19,360,000	5.270	2,834.09
Daiwa Securities America	03/08/01	03/09/01	21,440,000	5.280	3,144.53
Paribas Corporation	03/08/01	03/09/01	22,152,000	5.250	3,230.50
Fuji Securities	03/08/01	03/09/01	36,259,000	5.270	5,307.91
UBS Warburg	03/08/01	03/09/01	41,000,000	5.270	6,001.94
Paribas Corporation	03/08/01	03/09/01	48,929,000	5.250	7,135.48
Daiwa Securities America	03/08/01	03/09/01	50,490,000	5.280	7,405.20
Fuji Securities	03/09/01	03/12/01	9,252,000	5.290	4,078.59
Lehman Brothers	03/09/01	03/12/01	14,900,000	5.290	6,568.42

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Fuji Securities	03/09/01	03/12/01	\$ 16,500,000	5.290%	\$ 7,273.75
Nomura Securities	03/09/01	03/12/01	18,531,000	5.280	8,153.64
Nomura Securities	03/09/01	03/12/01	20,425,000	5.280	8,987.00
Fuji Securities	03/09/01	03/12/01	22,155,000	5.290	9,766.66
Nomura Securities	03/09/01	03/12/01	28,150,000	5.280	12,386.00
Paribas Corporation	03/09/01	03/12/01	34,424,000	5.280	15,146.56
Paribas Corporation	03/09/01	03/12/01	36,264,000	5.280	15,956.16
Fuji Securities	03/09/01	03/12/01	39,071,000	5.290	17,223.80
Lehman Brothers	03/09/01	03/12/01	51,100,000	5.290	22,526.58
Daiwa Securities America	03/12/01	03/13/01	1,415,000	5.370	211.07
Daiwa Securities America	03/12/01	03/13/01	15,055,000	5.370	2,245.70
Daiwa Securities America	03/12/01	03/13/01	22,165,000	5.370	3,306.28

(Board - 6/28/01)

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
UBS Warburg	03/12/01	03/13/01	\$ 25,000,000	5.360%	\$ 3,722.22
Daiwa Securities America	03/12/01	03/13/01	28,325,000	5.370	4,225.15
Daiwa Securities America	03/12/01	03/13/01	29,052,000	5.370	4,333.59
UBS Warburg	03/12/01	03/13/01	34,342,000	5.360	5,113.14
UBS Warburg	03/12/01	03/13/01	36,280,000	5.360	5,401.69
Paribas Corporation	03/13/01	03/14/01	6,064,000	5.340	899.49
Daiwa Securities America	03/13/01	03/14/01	10,547,000	5.370	1,573.26
Paribas Corporation	03/13/01	03/14/01	16,473,000	5.340	2,443.50
Paribas Corporation	03/13/01	03/14/01	22,168,000	5.340	3,288.25
Salomon Smith Barney Inc.	03/13/01	03/15/01	24,906,250	5.375	7,419.99 *
Salomon Smith Barney Inc.	03/13/01	03/15/01	29,887,500	5.375	8,903.98 *
Lehman Brothers	03/13/01	03/15/01	30,300,000	5.350	9,005.83 *

(Board - 6/28/01)

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Fuji Securities	03/13/01	03/14/01	\$ 34,348,000	5.340%	\$ 5,094.95
Lehman Brothers	03/13/01	03/15/01	35,350,000	5.350	10,506.81 *
Fuji Securities	03/13/01	03/14/01	36,285,000	5.340	5,382.28
Paribas Corporation	03/13/01	03/14/01	51,322,000	5.340	7,612.76
Daiwa Securities America	03/13/01	03/14/01	55,453,000	5.370	8,271.74
Paribas Corporation	03/14/01	03/15/01	5,070,000	5.360	754.87
Paribas Corporation	03/14/01	03/15/01	15,895,000	5.360	2,366.59
Paribas Corporation	03/14/01	03/15/01	22,171,000	5.360	3,301.02
UBS Warburg	03/14/01	03/15/01	33,000,000	5.400	4,950.00
Banc One Capital Markets	03/14/01	03/15/01	34,043,000	5.350	5,059.17
Banc One Capital Markets	03/14/01	03/15/01	36,290,000	5.350	5,393.10
S.G. Cowen	03/14/01	03/20/01	48,437,500	5.300	43,216.57 *

(Board - 6/28/01)

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
S.G. Cowen	03/14/01	03/15/01	\$ 49,437,500	5.360%	\$ 7,360.69 *
Paribas Corporation	03/14/01	03/15/01	51,337,000	5.360	7,643.51
Banc One Capital Markets	03/15/01	03/19/01	14,767,000	5.350	8,778.16
Salomon Smith Barney Inc.	03/15/01	03/19/01	24,273,000	5.250	14,159.25
Paribas Corporation	03/15/01	03/16/01	25,381,000	5.430	3,828.30
Banc One Capital Markets	03/15/01	03/19/01	26,131,000	5.350	15,533.43
Paribas Corporation	03/15/01	03/19/01	36,295,000	5.350	21,575.36
Paribas Corporation	03/15/01	03/19/01	36,416,000	5.350	21,647.29
Banc One Capital Markets	03/15/01	03/19/01	47,175,000	5.350	28,042.92
Greenwich Capital Mkts	03/15/01	03/19/01	49,225,000	5.350	29,261.53
Salomon Smith Barney Inc.	03/15/01	03/19/01	49,727,000	5.250	29,007.42
S.G. Cowen	03/15/01	03/16/01	50,000,000	5.430	7,541.67

(Board - 6/28/01)

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Greenwich Capital Mkts	03/15/01	03/19/01	\$ 50,775,000	5.350%	\$ 30,182.92
Lehman Brothers	03/16/01	03/19/01	7,300,000	5.310	3,230.25
Lehman Brothers	03/16/01	03/19/01	50,700,000	5.310	22,434.75
Greenwich Capital Mkts	03/19/01	03/20/01	25,987,000	5.300	3,825.86
UBS Warburg	03/19/01	03/20/01	31,941,000	5.300	4,702.43
UBS Warburg	03/19/01	03/20/01	36,630,000	5.300	5,392.75
Paribas Corporation	03/19/01	03/20/01	40,241,000	5.300	5,924.37
Lehman Brothers	03/19/01	03/20/01	43,140,000	5.290	6,339.18
Greenwich Capital Mkts	03/19/01	03/20/01	47,113,000	5.300	6,936.08
Paribas Corporation	03/19/01	03/20/01	47,203,000	5.300	6,949.33
Lehman Brothers	03/19/01	03/20/01	56,860,000	5.290	8,355.26
S.G. Cowen	03/20/01	03/21/01	15,000,000	4.900	2,041.67

(Board - 6/28/01)

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
UBS Warburg	03/20/01	03/21/01	\$ 20,990,000	5.010%	\$ 2,921.11
Greenwich Capital Mkts	03/20/01	03/21/01	31,203,000	5.000	4,333.75
Greenwich Capital Mkts	03/20/01	03/21/01	36,635,000	5.000	5,088.19
Paribas Corporation	03/20/01	03/21/01	40,141,000	5.000	5,575.14
Lehman Brothers	03/20/01	03/21/01	47,045,000	5.000	6,534.03
Paribas Corporation	03/20/01	03/21/01	47,210,000	5.000	6,556.94
UBS Warburg	03/20/01	03/21/01	51,531,000	5.010	7,171.40
Lehman Brothers	03/20/01	03/21/01	52,955,000	5.000	7,354.86
Greenwich Capital Mkts	03/21/01	03/22/01	22,561,000	4.780	2,995.60
Banc One Capital Markets	03/21/01	03/22/01	30,737,000	4.750	4,055.58
Banc One Capital Markets	03/21/01	03/22/01	36,640,000	4.750	4,834.44
Paribas Corporation	03/21/01	03/22/01	40,147,000	4.750	5,297.17

(Board - 6/28/01)

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Paribas Corporation	03/21/01	03/22/01	\$ 47,216,000	4.750%	\$ 6,229.89
S.G. Cowen	03/21/01	Open	48,562,500 *	Variable **	72,020.89 ***
S.G. Cowen	03/21/01	03/29/01	49,437,500	4.890	53,365.03 *
Greenwich Capital Mkts	03/21/01	03/22/01	49,489,000	4.780	6,571.04
Lehman Brothers	03/21/01	03/22/01	49,620,000	4.750	6,547.08
Lehman Brothers	03/21/01	03/22/01	50,380,000	4.750	6,647.36
UBS Warburg	03/22/01	03/23/01	13,529,000	4.840	1,818.90
Banc One Capital Markets	03/22/01	03/23/01	18,866,000	4.830	2,531.19
Banc One Capital Markets	03/22/01	03/23/01	28,357,000	4.830	3,804.56
Paribas Corporation	03/22/01	03/23/01	30,438,000	4.830	4,083.77
Banc One Capital Markets	03/22/01	03/23/01	40,152,000	4.830	5,387.06
Lehman Brothers	03/22/01	03/23/01	45,315,000	4.830	6,079.76

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Paribas Corporation	03/22/01	03/23/01	\$ 47,100,000	4.830%	\$ 6,319.25
Lehman Brothers	03/22/01	03/23/01	54,685,000	4.830	7,336.90
UBS Warburg	03/22/01	03/23/01	56,985,000	4.840	7,661.32
Greenwich Capital Mkts	03/23/01	03/27/01	18,296,000	4.800	9,757.87
Greenwich Capital Mkts	03/23/01	03/27/01	19,667,000	4.800	10,489.07
Lehman Brothers	03/23/01	03/27/01	36,155,000	4.840	19,443.36
Paribas Corporation	03/23/01	03/26/01	39,000,000	4.870	15,827.50
UBS Warburg	03/23/01	03/27/01	39,838,000	4.880	21,601.05
Paribas Corporation	03/23/01	03/26/01	47,000,000	4.870	19,074.17
UBS Warburg	03/23/01	03/27/01	47,229,000	4.880	25,608.61
Greenwich Capital Mkts	03/23/01	03/27/01	51,511,000	4.800	27,472.53
Lehman Brothers	03/23/01	03/27/01	63,845,000	4.840	34,334.42

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Banc One Capital Markets	03/26/01	03/27/01	\$ 13,782,000	4.850%	\$ 1,856.74
Paribas Corporation	03/26/01	03/27/01	19,151,000	4.870	2,590.70
Paribas Corporation	03/26/01	03/27/01	30,000,000	4.870	4,058.33
Paribas Corporation	03/26/01	03/27/01	47,131,000	4.870	6,375.78
Paribas Corporation	03/27/01	03/28/01	6,651,000	4.880	901.58
Greenwich Capital Mkts	03/27/01	03/28/01	17,130,000	4.880	2,322.07
Paribas Corporation	03/27/01	03/28/01	39,859,000	4.880	5,403.11
Zions First National Bank	03/27/01	03/28/01	47,137,000	4.850	6,350.40
Paribas Corporation	03/27/01	03/28/01	47,254,000	4.880	6,405.54
Lehman Brothers	03/27/01	03/28/01	49,665,000	4.880	6,732.37
Lehman Brothers	03/27/01	03/28/01	50,335,000	4.880	6,823.19
Greenwich Capital Mkts	03/27/01	03/28/01	51,388,000	4.880	6,965.93

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Paribas Corporation	03/28/01	03/29/01	\$ 5,674,000	4.890%	\$ 770.72
UBS Warburg	03/28/01	03/29/01	6,278,000	4.890	852.76
Lehman Brothers	03/28/01	03/29/01	38,835,000	4.880	5,264.30
Paribas Corporation	03/28/01	03/29/01	39,735,000	4.890	5,397.34
Zions First National Bank	03/28/01	03/29/01	47,143,000	4.860	6,364.31
Paribas Corporation	03/28/01	03/29/01	47,261,000	4.890	6,419.62
UBS Warburg	03/28/01	03/29/01	61,151,000	4.890	8,306.34
Lehman Brothers	03/28/01	03/29/01	61,165,000	4.880	8,291.26
Paribas Corporation	03/29/01	03/30/01	19,726,000	5.060	2,772.60
Paribas Corporation	03/29/01	03/30/01	22,339,000	5.060	3,139.87
UBS Warburg	03/29/01	03/30/01	26,597,000	5.070	3,745.74
Lehman Brothers	03/29/01	03/30/01	34,384,000	5.050%	4,823.31

(Board - 6/28/01)

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
UBS Warburg	03/29/01	03/30/01	\$ 36,317,000	5.070%	\$ 5,114.64
Paribas Corporation	03/29/01	03/30/01	41,784,000	5.060	5,872.97
Lehman Brothers	03/29/01	03/30/01	50,765,000	5.050	7,121.20
Paribas Corporation	03/30/01	04/02/01	19,726,000	5.270	8,663.00
Paribas Corporation	03/30/01	04/02/01	22,343,000	5.270	9,812.30
UBS Warburg	03/30/01	04/02/01	25,953,000	5.270	11,397.69
Greenwich Capital Mkts	03/30/01	04/02/01	29,479,000	5.230	12,847.93
UBS Warburg	03/30/01	04/02/01	36,322,000	5.270	15,951.41
Paribas Corporation	03/30/01	04/02/01	41,680,000	5.270	18,304.47
Greenwich Capital Mkts	03/30/01	04/02/01	50,898,000	5.230	22,183.05

* This transaction was executed simultaneously with a like reverse/repurchase agreement.

** This rate subject to change daily.

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

(Board - 6/28/01)

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

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

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
Salomon Smith Barney Inc.	03/01/01	03/05/01	\$24,906,250	5.150%	\$14,148.13
Salomon Smith Barney Inc.	03/01/01	03/05/01	24,875,000	4.650	13,093.92
Salomon Smith Barney Inc.	03/01/01	03/05/01	24,875,000	4.650	13,093.92
Salomon Smith Barney Inc.	03/01/01	03/05/01	24,906,250	5.150	14,148.13
Lehman Brothers	03/01/01	03/05/01	49,937,500	5.220	28,797.29
S.G. Cowen	03/02/01	03/05/01	48,312,500	5.170	20,814.64
S.G. Cowen	03/07/01	03/14/01	48,375,000	5.090	47,488.13
Lehman Brothers	03/13/01	03/15/01	35,350,000	5.100	9,966.74
Lehman Brothers	03/13/01	03/15/01	30,300,000	5.100	8,542.92
Salomon Smith Barney Inc.	03/13/01	03/15/01	29,887,500	5.125	8,488.88
Salomon Smith Barney Inc.	03/13/01	03/15/01	24,906,250	5.125	7,074.07
S.G. Cowen	03/14/01	03/15/01	49,437,500	5.109	7,017.38

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

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

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
S.G. Cowen	03/14/01	03/20/01	\$48,437,500	5.050%	\$41,198.78
S.G. Cowen	03/21/01	03/29/01	49,437,500	4.640	50,618.51
S.G. Cowen	03/21/01	Open	48,562,500	Variable *	74,529.95 **

* This rate subject to change daily.

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

(Board - 6/28/01)

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

REPORT B: In addition to the transactions described in Report A of this report, the Executive Director also reports the following transactions during the period March 1, 2001 through March 31, 2001, pertaining to investments in United States Treasury securities and interest rate options contracts with respect to United States Treasury securities pursuant to the guidelines established by the Board of Commissioners on August 25, 1988.

Options Transactions - Purchased

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

Options Transactions - Sold

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

(Board- 6/28/01)

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

REPORT C: In addition to the transactions described in Report A and B, the Executive Director also reports the following transactions during the period March 1, 2001 and March 31, 2001, pertaining to the execution or cancellation of Interest Rate Exchange Contracts pursuant to the guidelines established by the Board of Commissioners on December 10, 1992.

Interest Rate Exchange Contracts

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

As of March 31, 2001, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$757 million, including \$382 million pertaining to refundings and \$100 million of reversals.

REPORT D: In addition to the transactions described in Report A, B and C, the Executive Director also reports the following transactions during the period March 1, 2001 and March 31, 2001 under the Variable Rate Master Note Program as amended and supplemented through October 13, 1994.

Variable Rate Master Note Placements

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

(Board - 6/28/01)

Report E: In addition to the transactions described in Report A, B, C, and D, the Executive Director also reports the following activity under the Futures Program authorized by the Board of Commissioners on December 10, 1987, during the period January 1, 2001 through March 31, 2001 involving the use of the Municipal Bond Futures Contracts (Muni) and the United States Treasury Bond Futures Contracts (T-Bonds) traded on the Chicago Board of Trade to manage the interest rate exposure on the future issuance of Consolidated Bonds and Notes.

Hedge for Consolidated Bonds:

<u>Date</u>	<u>Action</u>	<u>Number of Contracts</u>	<u>Short Position</u>	<u>Gains/(Losses) on Series Hedge</u>	<u>Amount of Prospective Port Authority Debt Hedged</u>	<u>Estimated (Increase)/Decrease in Borrowing Costs on Portion of Debt Hedged</u>
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No outstanding Hedge during the 1st Quarter 2001

(Board - 6/28/01)

Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director has authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate mater note agreements during the period April 1, 2001 through April 30, 2001.

REPORT A:

Purchase of Port Authority Bonds

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

<u>Purchase</u>	<u>Par</u>	<u>Coupon</u>	<u>Maturity</u>	<u>Purchase</u>	<u>Call</u>	<u>YTC</u>	<u>BEY</u>	<u>Total</u>		
<u>Date</u>	<u>Value</u>	<u>Description</u>	<u>Rate</u>	<u>Date</u>	<u>Price</u>	<u>Year</u>	<u>@ Cost</u>	<u>@ Cost</u>	<u>Principal</u>	<u>Dealer</u>

No new transactions this period.

(Board - 6/28/01)

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

Purchase of Securities

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
04/02/01	\$ 19,000,000	FNMA	--	04/03/01	99.99	5.070%	5.141%	\$ 18,997,324.17	Lehman Brothers
04/02/01	25,000,000	USTN	4.625%	02/28/03	100.52	--	4.339	25,128,906.25	Morgan Stanley & Co
04/02/01	34,613,000	FHDN	--	04/20/01	99.76	4.890	4.970	34,528,371.21	Goldman, Sachs & Co
04/02/01	50,000,000	FNMA	--	04/03/01	99.99	5.050	5.121	49,992,986.10	Morgan Stanley & Co
04/03/01	1,040,000	USTB	--	04/16/01	99.82	4.950	5.028	1,038,141.00	Fuji Securities *
04/03/01	40,000,000	USTN	4.625	02/28/03	100.59	--	4.295	40,237,500.00	S.G. Cowen
04/03/01	50,000,000	USTB	--	04/16/01	99.82	4.950	5.028	49,910,625.00	Fuji Securities *
04/03/01	50,000,000	USTB	--	04/16/01	99.82	4.950	5.028	49,910,625.00	Fuji Securities *
04/04/01	25,000,000	FMCDN	--	05/01/01	99.64	4.840	4.925	24,909,250.00	Morgan Stanley & Co
04/05/01	36,000,000	FMCDN	--	04/06/01	99.99	4.970	5.040	35,995,029.98	Morgan Stanley & Co
04/05/01	50,000,000	FHDN	--	04/06/01	99.99	4.970	5.040	49,993,097.20	Merrill Lynch
04/05/01	50,000,000	GECC CP	--	04/11/01	99.92	5.000	5.074	49,958,333.35	General Electric Capital

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

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
04/05/01	\$ 50,000,000	GECC CP	--	04/11/01	99.92	5.000%	5.074%	\$ 49,958,333.35	General Electric Capital
04/06/01	33,000,000	FHDN	--	04/09/01	99.96	4.860	4.929	32,986,635.00	Lehman Brothers
04/06/01	50,000,000	USTN	4.250%	03/31/03	100.18	--	4.154	50,089,843.75	S.G. Cowen
04/06/01	50,000,000	FHDN	--	04/09/01	99.96	4.860	4.929	49,979,750.00	Lehman Brothers
04/09/01	5,700,000	FHLB	--	04/10/01	99.99	4.780	4.847	5,699,243.17	Lehman Brothers
04/11/01	45,000,000	USTN	4.625	02/28/03	100.72	--	4.222	45,323,437.50	Merrill Lynch
04/11/01	50,000,000	GECC CP	--	04/12/01	99.99	4.950	5.019	49,993,125.00	General Electric Capital
04/11/01	50,000,000	GECC CP	--	04/12/01	99.99	4.950	5.019	49,993,125.00	General Electric Capital
04/12/01	25,000,000	GECC CP	--	04/16/01	99.94	5.000	5.072	24,986,111.10	General Electric Capital
04/12/01	50,000,000	FMCDN	--	05/08/01	99.65	4.900	4.986	49,823,055.55	Banc One Capital Markets
04/12/01	50,000,000	GECC CP	--	04/16/01	99.94	5.000	5.072	49,972,222.20	General Electric Capital
04/16/01	50,000,000	GECC CP	--	04/17/01	99.99	5.150	5.222	49,992,847.20	General Electric Capital

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

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
04/16/01	\$ 50,000,000	GECC CP	--	04/17/01	99.99	5.150%	5.222%	\$ 49,992,847.20	General Electric Capital
04/17/01	50,000,000	FNDN	--	05/24/01	99.50	4.870	4.962	49,749,736.10	Merrill Lynch
04/17/01	50,000,000	GECC CP	--	04/18/01	99.99	5.000	5.070	49,993,055.55	General Electric Capital
04/17/01	50,000,000	GECC CP	--	04/18/01	99.99	5.000	5.070	49,993,055.55	General Electric Capital
04/18/01	25,000,000	FMCDN	--	05/15/01	99.64	4.860	4.946	24,908,875.00	UBS Warburg
04/18/01	34,000,000	GECC CP	--	04/19/01	99.99	4.970	5.040	33,995,306.10	General Electric Capital
04/18/01	50,000,000	GECC CP	--	04/19/01	99.99	4.970	5.040	49,993,097.20	General Electric Capital
04/19/01	12,681,000	USTB	--	04/23/01	99.95	4.520	4.585	12,674,631.32	Dresdner Kleinwort Benson
04/19/01	15,044,000	USTB	--	04/23/01	99.95	4.510	4.575	15,036,461.29	Lehman Brothers
04/19/01	25,000,000	USTN	4.250%	03/31/03	99.49	--	4.524	24,873,046.88	Morgan Stanley & Co
04/19/01	25,456,000	USTB	--	04/23/01	99.95	4.450	4.514	25,443,413.43	Greenwich Capital Mkts
04/19/01	36,465,000	USTB	--	04/23/01	99.95	4.450	4.514	36,446,970.10	Merrill Lynch

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Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
04/19/01	\$ 39,741,000	USTB	--	04/23/01	99.95	4.515%	4.580%	\$ 39,721,063.25	S.G. Cowen
04/19/01	40,000,000	GECC CP	--	04/20/01	99.99	4.480	4.543	39,995,022.24	General Electric Capital
04/19/01	47,428,000	USTB	--	04/23/01	99.95	4.520	4.585	47,404,180.61	Fuji Securities
04/19/01	50,000,000	USTB	--	04/23/01	99.95	4.510	4.575	49,974,944.45	Lehman Brothers
04/19/01	50,000,000	USTB	--	04/23/01	99.95	4.450	4.514	49,975,277.80	Banc One Capital Markets
04/19/01	50,000,000	USTB	--	04/23/01	99.95	4.520	4.585	49,974,888.90	Dresdner Kleinwort Benson
04/19/01	50,000,000	USTB	--	04/23/01	99.95	4.450	4.514	49,975,277.80	Banc One Capital Markets
04/19/01	50,000,000	USTB	--	04/23/01	99.95	4.450	4.514	49,975,277.80	Merrill Lynch
04/19/01	50,000,000	GECC CP	--	04/20/01	99.99	4.480	4.543	49,993,777.80	General Electric Capital
04/20/01	30,000,000	FMCDN	--	04/23/01	99.97	4.200	4.260	29,989,500.00	Lehman Brothers
04/20/01	34,642,000	GECC CP	--	04/27/01	99.91	4.450	4.516	34,612,025.04	General Electric Capital
04/20/01	50,000,000	GECC CP	--	04/23/01	99.96	4.350	4.412	49,981,875.00	General Electric Capital

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

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
04/23/01	\$2,588,000	GECC CP	--	04/27/01	99.95	4.350%	4.413%	\$ 2,586,749.13	General Electric Capital
04/23/01	12,000,000	GECC CP	--	04/25/01	99.98	4.350	4.411	11,997,100.00	General Electric Capital
04/23/01	34,000,000	FCDN	--	04/24/01	99.99	4.180	4.239	33,996,052.23	UBS Warburg
04/23/01	40,000,000	FCDN	--	04/24/01	99.99	4.180	4.239	39,995,355.56	Salomon Smith Barney Inc.
04/23/01	50,000,000	GECC CP	--	04/25/01	99.98	4.350	4.411	49,987,916.65	General Electric Capital
04/24/01	25,000,000	FNDN	--	04/26/01	99.98	4.260	4.320	24,994,083.32	Merrill Lynch
04/24/01	40,000,000	FHDN	--	04/25/01	99.99	4.100	4.157	39,995,444.44	Lehman Brothers
04/25/01	12,000,000	GECC CP	--	04/27/01	99.98	4.300	4.361	11,997,133.33	General Electric Capital
04/25/01	18,000,000	FHDN	--	04/27/01	99.98	4.250	4.310	17,995,750.00	UBS Warburg
04/25/01	50,000,000	GECC CP	--	04/27/01	99.98	4.300	4.361	49,988,055.55	General Electric Capital
04/25/01	50,000,000	FHDN	--	04/27/01	99.98	4.250	4.310	49,988,194.45	UBS Warburg
04/26/01	24,500,000	FNMA	--	04/27/01	99.99	4.450	4.512	24,496,971.53	UBS Warburg

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Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
04/27/01	\$ 37,356,000	FHDN	--	05/25/01	99.66	4.340%	4.415%	\$ 37,229,902.73	Banc One Capital Markets
04/27/01	41,500,000	GECC CP	--	04/30/01	99.96	4.500	4.564	41,484,437.50	General Electric Capital
04/27/01	50,000,000	USTB	--	07/05/01	99.29	3.690	3.768	49,646,375.00	S.G. Cowen
04/27/01	50,000,000	USTB	--	05/31/01	99.66	3.650	3.713	49,827,638.90	Morgan Stanley
04/27/01	50,000,000	FMCDN	--	05/22/01	99.70	4.340	4.414	49,849,305.55	Lehman Brothers
04/27/01	50,000,000	GECC CP	--	04/30/01	99.96	4.500	4.564	49,981,250.00	General Electric Capital
04/30/01	23,000,000	GECC CP	--	05/01/01	99.99	4.600	4.664	22,997,061.11	General Electric Capital
04/30/01	<u>50,000,000</u>	GECC CP	--	05/01/01	99.99	4.600	4.664	<u>49,993,611.10</u>	General Electric Capital
	<u>\$2,614,754,000</u>							<u>\$2,613,099,912.57</u>	

BEY - Bond Equivalent Yield

* This transaction was part of a swap in which there was a related sale of securities.

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

Sale of Securities

<u>Sale Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Sale Price</u>	<u>Discount Rate</u>	<u>Principal</u>	<u>Dealer</u>
04/02/01	\$ 25,000,000	USTN	4.625%	02/28/03	100.66	--	\$ 25,164,062.50	Morgan Stanley & Co
04/03/01	50,000,000	USTB	--	04/12/01	99.89	4.600%	49,942,500.00	Fuji Securities *
04/03/01	50,000,000	USTB	--	04/12/01	99.89	4.600	49,942,500.00	Fuji Securities *
04/03/01	976,000	USTB	--	04/12/01	99.89	4.600	974,877.60	Fuji Securities *
04/04/01	<u>40,000,000</u>	USTN	4.625	02/28/03	100.82	--	<u>40,328,125.00</u>	S.G. Cowen
	<u>\$ 165,976,000</u>						<u>\$ 166,352,065.10</u>	

* This transaction was part of a swap in which there was a related purchase of securities.

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

Repurchase Transactions

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Paribas Corporation	04/02/01	04/04/01	\$ 19,733,000	5.150%	\$ 5,645.83
Paribas Corporation	04/02/01	04/04/01	22,352,000	5.150	6,395.16
Lehman Brothers	04/02/01	04/04/01	25,908,000	5.080	7,311.81
Lehman Brothers	04/02/01	04/04/01	36,338,000	5.080	10,255.39
Paribas Corporation	04/02/01	04/04/01	38,220,000	5.150	10,935.17
UBS Warburg	04/02/01	04/04/01	46,906,000	5.050	13,159.74
UBS Warburg	04/02/01	04/04/01	48,872,000	5.050	13,711.31
S.G. Cowen	04/03/01	04/04/01	12,652,000	5.210	1,831.03
S.G. Cowen	04/03/01	04/04/01	51,348,000	5.210	7,431.20
Lehman Brothers	04/04/01	04/09/01	10,696,000	4.920	7,308.93
Paribas Corporation	04/04/01	04/09/01	19,739,000	4.950	13,570.56
Paribas Corporation	04/04/01	04/09/01	22,358,000	4.950	15,371.13

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Paribas Corporation	04/04/01	04/09/01	\$ 24,711,000	4.950%	#####
Paribas Corporation	04/04/01	04/09/01	32,686,000	4.950	22,471.63
UBS Warburg	04/04/01	04/05/01	32,898,000	5.110	4,669.69
Lehman Brothers	04/04/01	04/09/01	35,205,000	4.920	24,056.75
Banc One Capital Markets	04/04/01	04/05/01	36,348,000	5.050	5,098.82
S.G. Cowen	04/04/01	04/25/01	49,875,000	3.990	138,569.38 *
Banc One Capital Markets	04/04/01	04/05/01	50,000,000	5.050	7,013.89
UBS Warburg	04/04/01	04/05/01	51,102,000	5.110	7,253.65
UBS Warburg	04/05/01	04/06/01	20,175,000	5.090	2,852.52
UBS Warburg	04/05/01	04/06/01	36,353,000	5.090	5,139.91
Lehman Brothers	04/05/01	04/06/01	50,000,000	5.080	7,055.56
UBS Warburg	04/06/01	04/09/01	20,178,000	5.010	8,424.32

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
UBS Warburg	04/06/01	04/09/01	\$ 36,358,000	5.010%	#####
Paribas Corporation	04/09/01	04/11/01	19,740,000	4.950	5,428.50
S.G. Cowen	04/09/01	04/10/01	20,187,000	4.970	2,786.93
Paribas Corporation	04/09/01	04/11/01	22,374,000	4.950	6,152.85
Paribas Corporation	04/09/01	04/11/01	23,260,000	4.950	6,396.50
Paribas Corporation	04/09/01	04/11/01	30,581,000	4.950	8,409.78
Lehman Brothers	04/09/01	04/10/01	36,225,000	5.000	5,031.25
UBS Warburg	04/09/01	04/11/01	36,373,000	4.970	10,042.99
UBS Warburg	04/09/01	04/11/01	45,822,000	4.970	12,651.96
Lehman Brothers	04/09/01	04/10/01	51,775,000	5.000	7,190.97
Lehman Brothers	04/10/01	04/11/01	40,000,000	4.970	5,522.22
Lehman Brothers	04/10/01	04/11/01	50,000,000	4.970	6,902.78

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
UBS Warburg	04/11/01	04/12/01	\$ 19,743,000	4.990%	\$ 2,736.60
UBS Warburg	04/11/01	04/12/01	22,380,000	4.990	3,102.12
UBS Warburg	04/11/01	04/12/01	22,895,000	4.990	3,173.50
Paribas Corporation	04/11/01	04/12/01	24,132,000	4.990	3,344.96
Paribas Corporation	04/11/01	04/12/01	25,290,000	4.990	3,505.48
UBS Warburg	04/11/01	04/12/01	30,320,000	4.990	4,202.69
Banc One Capital Markets	04/11/01	04/12/01	36,383,000	4.970	5,022.88
Paribas Corporation	04/11/01	04/12/01	50,578,000	4.990	7,010.67
UBS Warburg	04/12/01	04/16/01	19,735,000	4.990	10,941.96
UBS Warburg	04/12/01	04/16/01	22,383,000	4.990	12,410.13
UBS Warburg	04/12/01	04/16/01	22,846,000	4.990	12,666.84
Lehman Brothers	04/12/01	04/16/01	29,045,000	4.970	16,039.29

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
UBS Warburg	04/12/01	04/16/01	\$ 30,191,000	4.990%	\$ 16,739.23
Paribas Corporation	04/12/01	04/16/01	36,388,000	4.980	20,134.69
S.G. Cowen	04/12/01	Open	48,687,500 *	Variable **	122,476.25 ***
Lehman Brothers	04/12/01	04/16/01	48,955,000	4.970	27,034.04
Paribas Corporation	04/12/01	04/16/01	50,273,000	4.980	27,817.73
UBS Warburg	04/16/01	04/17/01	15,903,000	5.090	2,248.51
UBS Warburg	04/16/01	04/17/01	19,717,000	5.090	2,787.76
UBS Warburg	04/16/01	04/17/01	22,395,000	5.090	3,166.40
UBS Warburg	04/16/01	04/17/01	22,801,000	5.090	3,223.81
Paribas Corporation	04/16/01	04/17/01	36,408,000	5.080	5,137.57
Lehman Brothers	04/16/01	04/17/01	46,000,000	5.100	6,516.67
Lehman Brothers	04/16/01	04/30/01	50,000,000	4.350	85,652.78 *

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Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Paribas Corporation	04/16/01	04/17/01	\$ 50,301,000	5.080%	\$ 7,098.03
Paribas Corporation	04/17/01	04/18/01	15,242,000	4.970	2,104.24
Banc One Capital Markets	04/17/01	04/18/01	15,859,000	4.940	2,176.21
Paribas Corporation	04/17/01	04/18/01	19,716,000	4.970	2,721.90
Paribas Corporation	04/17/01	04/18/01	22,398,000	4.970	3,092.17
Paribas Corporation	04/17/01	04/18/01	22,774,000	4.970	3,144.08
Banc One Capital Markets	04/17/01	04/18/01	34,449,000	4.940	4,727.17
Banc One Capital Markets	04/17/01	04/18/01	36,413,000	4.940	4,996.67
Fuji Securities	04/18/01	04/19/01	897,000	4.940	123.09
Paribas Corporation	04/18/01	04/19/01	13,826,000	4.940	1,897.23
Paribas Corporation	04/18/01	04/19/01	19,718,000	4.940	2,705.75
Paribas Corporation	04/18/01	04/19/01	22,401,000	4.940	3,073.92

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Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Paribas Corporation	04/18/01	04/19/01	\$ 22,732,000	4.940%	\$ 3,119.34
Fuji Securities	04/18/01	04/19/01	36,418,000	4.940	4,997.36
Fuji Securities	04/18/01	04/19/01	49,418,000	4.940	6,781.25
Fuji Securities	04/19/01	Open	1,320,000 *	Variable **	2,044.17 ***
Fuji Securities	04/19/01	Open	48,550,000 *	Variable **	75,185.07 ***
Lehman Brothers	04/20/01	04/30/01	25,031,250	4.350	29,363.05 *
Fuji Securities	04/23/01	Open	1,100,000 *	Variable **	1,176.08 ***
Daiwa Securities America	04/23/01	04/25/01	3,115,000	4.150	718.18
Paribas Corporation	04/23/01	04/25/01	11,580,000	4.120	2,650.53
Nomura Securities	04/23/01	04/25/01	25,653,000	4.100	5,843.18
Daiwa Securities America	04/23/01	04/25/01	30,000,000	4.150	6,916.67
Paribas Corporation	04/23/01	04/25/01	30,000,000	4.120	6,866.67

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Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Nomura Securities	04/23/01	04/25/01	\$ 30,076,000	4.100%	\$ 6,850.64
Nomura Securities	04/23/01	04/25/01	38,537,000	4.100	8,777.87
UBS Warburg	04/23/01	04/25/01	39,741,000	4.110	9,074.20
UBS Warburg	04/23/01	04/25/01	47,428,000	4.110	10,829.39
Fuji Securities	04/23/01	Open	48,650,000 *	Variable **	52,014.96 ***
Paribas Corporation	04/23/01	04/25/01	51,580,000	4.120	11,806.09
Daiwa Securities America	04/23/01	04/25/01	59,497,000	4.150	13,717.36
Banc One Capital Markets	04/25/01	04/27/01	7,838,000	4.125	1,796.21
Paribas Corporation	04/25/01	04/27/01	9,030,000	4.180	2,096.97
Daiwa Securities America	04/25/01	04/27/01	9,132,000	4.200	2,130.80
UBS Warburg	04/25/01	04/27/01	10,181,000	4.200	2,375.57
Daiwa Securities America	04/25/01	04/27/01	12,228,000	4.200	2,853.20

(Board - 6/28/01)

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Daiwa Securities America	04/25/01	04/27/01	\$ 13,445,000	4.200%	\$ 3,137.17
UBS Warburg	04/25/01	04/27/01	30,000,000	4.200	7,000.00
Paribas Corporation	04/25/01	04/27/01	30,000,000	4.180	6,966.67
Banc One Capital Markets	04/25/01	04/27/01	31,887,000	4.125	7,307.44
Banc One Capital Markets	04/25/01	04/27/01	47,439,000	4.125	10,871.44
UBS Warburg	04/25/01	04/27/01	50,674,000	4.200	11,823.93
Paribas Corporation	04/25/01	04/27/01	51,731,000	4.180	12,013.09
Daiwa Securities America	04/25/01	04/27/01	59,497,000	4.200	13,882.63
Nomura Securities	04/26/01	04/27/01	14,142,000	4.300	1,689.18
Nomura Securities	04/26/01	04/27/01	35,858,000	4.300	4,283.04
Daiwa Securities America	04/27/01	04/30/01	8,014,000	4.360	2,911.75
Nomura Securities	04/27/01	04/30/01	18,817,000	4.350	6,821.16

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Nomura Securities	04/27/01	04/30/01	\$ 26,298,000	4.350%	\$ 9,533.03
Nomura Securities	04/27/01	04/30/01	33,656,000	4.350	12,200.30
Paribas Corporation	04/27/01	04/30/01	39,732,000	4.360	14,435.96
UBS Warburg	04/27/01	04/30/01	40,000,000	4.350	14,500.00
Paribas Corporation	04/27/01	04/30/01	46,094,000	4.360	16,747.49
UBS Warburg	04/27/01	04/30/01	47,450,000	4.350	17,200.63
S.G. Cowen	04/27/01	Open	49,950,000 *	Variable **	30,622.13 ***
Daiwa Securities America	04/27/01	04/30/01	51,654,000	4.360	18,767.62
Daiwa Securities America	04/30/01	05/01/01	1,323,000	4.560	167.58
Nomura Securities	04/30/01	05/01/01	6,146,000	4.500	768.25
Nomura Securities	04/30/01	05/01/01	9,613,000	4.500	1,201.63
Daiwa Securities America	04/30/01	05/01/01	21,360,000	4.560	2,705.60

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Lehman Brothers	04/30/01	05/01/01	\$ 25,062,500	4.500%	\$ 3,132.81 *
Greenwich Capital Mkts	04/30/01	05/01/01	27,145,000	4.500	3,393.13
Daiwa Securities America	04/30/01	05/01/01	33,080,000	4.560	4,190.13
Nomura Securities	04/30/01	05/01/01	33,656,000	4.500	4,207.00
UBS Warburg	04/30/01	05/01/01	39,745,000	4.540	5,012.29
UBS Warburg	04/30/01	05/01/01	47,467,000	4.540	5,986.12
Lehman Brothers	04/30/01	05/01/01	50,125,000	4.500	6,265.63 *
Nomura Securities	04/30/01	05/01/01	50,225,000	4.500	6,278.13
Greenwich Capital Mkts	04/30/01	05/01/01	60,882,000	4.500	7,610.25

* This transaction was executed simultaneously with a like reverse/repurchase agreement.

** This rate subject to change daily.

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

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

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

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
S.G. Cowen	04/04/01	04/25/01	\$49,875,000	3.740%	\$129,633.44
S.G. Cowen	04/12/01	Open	48,687,500	Variable *	109,884.98 **
Lehman Brothers	04/16/01	04/30/01	50,000,000	1.750	60,243.06
Fuji Securities	04/19/01	Open	49,870,000	Variable *	67,019.74 **
Lehman Brothers	04/20/01	04/30/01	25,031,250	1.750	19,364.45
Fuji Securities	04/23/01	Open	49,750,000	Variable *	43,973.47 **
S.G. Cowen	04/27/01	Open	49,950,000	Variable *	23,018.63 **
Lehman Brothers	04/30/01	05/01/01	25,062,500	3.600	2,506.25
Lehman Brothers	04/30/01	05/01/01	50,125,000	3.600	5,012.50

* This rate subject to change daily.

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

(Board - 6/28/01)

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

REPORT B: In addition to the transactions described in Report A of this report, the Executive Director also reports the following during the period April 1, 2001 and April 30, 2001, pertaining to the execution or cancellation of Interest Rate States Treasury securities and interest rate options contracts with respect to United States Treasury securities pursuant to the guidelines established by the Board of Commissioners on August 25, 1988.

Option Transactions - Purchased

Transaction				Exercise	Expirations/		Option
<u>Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Price</u>	<u>Price</u>	<u>Settlement</u>	<u>Dealer</u>	<u>Premium</u>

No new transactions this period.

Options Transactions - Sold

Transaction				Exercise	Expirations/		Option
<u>Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Price</u>	<u>Price</u>	<u>Settlement</u>	<u>Dealer</u>	<u>Premium</u>

No new transactions this period.

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

REPORT C: In addition to the transactions described in Report A and B, the Executive Director also reports the following transactions during the period April 1, 2001 and April 30, 2001, pertaining to the execution or cancellation of Interest Rate Exchange Contracts pursuant to the guidelines established by the Board of Commissioners on December 10, 1992.

Interest Rate Exchange Contracts

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

As of April 30, 2001, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$757 million, including \$382 million pertaining to refundings and \$100 million of reversals.

REPORT D: In addition to the transactions described in Report A, B and C, the Executive Director also reports the following transactions during the period April 1, 2001 and April 30, 2001 under the Variable Rate Master Note Program as amended and supplemented through October 13, 1994.

Variable Rate Master Note Placements

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

(Board – 6/28/01)

**PROFESSIONAL, TECHNICAL AND ADVISORY SERVICES CONTRACT
AUTHORIZATIONS AND AMENDMENTS - REPORT**

In accordance with Article XII, paragraph (g)(2) of the By-Laws, the Executive Director reported the following Professional, Technical and Advisory Services Contracts were authorized or amended, during the period March 1 to April 30, 2001.

AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
For the Director, Human Resources Department to retain the services of: Dr. Catherine Cline 440 Riverside Drive New York, NY 10017	Expert professional services in connection with the development of tests, pass point recommendations, and test analysis for the selection of Port Authority Police Lieutenants and Police Officers.	\$10,000
For the Director, Port Commerce Department to retain the services of: David H. Dennen D.H. Dennen & Associates 234 Central Street Concord, MA 01742	Expert professional services to assist in the preparation, implementation and monitoring of the Port Commerce Department's 2001 Business Plan.	\$10,000
For the Director, Technology Services Department to retain the services of: Diamond Associates 251 North Avenue West Westfield, NJ 07090	Expert professional services to develop and deliver a two-day workshop on Contract Management, related to Intelligent Transportation Systems.	\$10,000
For the Director, Technology Services Department to retain the services of: Prof. Joseph Sussman 196 Sandy Pond Road Lincoln, MA 01773	Expert professional services to conduct a presentation and Executive briefing for Regional transportation agencies on deployment of Intelligent Transportation Systems.	\$ 2,800

(Board – 6/28/01)

AUTHORIZATION	SERVICE	RETAINER FEE AND EXPENSES
For the Director, Tunnels, Bridges and Terminals Department to retain the services of: David H. Dennen D.H. Dennen & Associates 234 Central Street Concord, MA 01742	Expert professional services to assist staff in the preparation of a business plan for the Tunnels, Bridges and Terminals Department.	\$10,000
For the Chief Operating Officer to retain the services of: Change Management Consulting, Inc. 82 Benson Drive Wayne, New Jersey 07470	Expert professional services to assist staff in assessing organizational readiness and initial planning prior to the implementation of a broad-based performance excellence program.	\$10,000

(Board – 6/28/01)

Contract and Purchase Order Authorizations and Amendments – Quarterly Report

In accordance with the By-Laws, the Executive Director reported actions taken under Article XII, section (g)(1) and (g)(2), for the period January 1, 2001 to March 31, 2001.

CONTRACT AND PURCHASE ORDER AUTHORIZATIONS

AWARDEE	DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Knoll c/o Donaton Contract P.O. #4500016863	Workstations – Newark International Airport	\$ 327,425	Government Contract
Novell, Inc P.O. #4500017786	Network System Upgrade	94,500	Government Contract
Empire Equipment Sales Company, Inc P.O. 45#00017879	Purchase of Regenerative Air Type Road Sweeper	141,571	Publicly Advertised
Garden State Office Systems P.O. #450001790 6	Kardex Lekrievs Filing System	129,494	Government Contract
MPH Industries, Inc P.O. #4500017914	Speed Monitoring Traffic Signs	141,100	Publicly Advertised
Liberty Toyota P.O. #45000018136	Five Toyota Prius Sedans with Hybrid Gasoline System	102,370	Government Contract
Knoll c/o Donaton Contract P.O. #4500018258	Workstations – World Trade Center	411,990	Government Contract
Winner Ford P.O. #4500019293	Purchase of Police Vehicles	181,088	Government Contract

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AWARDEE	DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Tekinsight Services, Inc P.O. #4500019437	Computer Software – Technical Services Department 1 Year Contract	\$ 131,311	Government Contract
Bissett Nursery Corp. Contract #4600002278	Various Gardening Products - 1 Year Requirements Contract	107,897	Publicly Advertised
Richard Lucas Chevrolet Oldsmobile Contract #4600002538	Auto Parts – New Jersey Facilities 2 Year Contract	169,000	Publicly Advertised
All-American Poly Corp. Contract #4600002548	Refuse Bags, Polyethylene Plastic 2 Year Contract	86,216	Publicly Advertised
Transpo Industries, Inc Contract #4500002553	Impact Attenuators – Crash Cushions – George Washington Bridge 2 Year Requirements Contract	223,169	Government Contract
Front Line Industries, Inc Contract #4600002556	Sewage Pump Repair – Newark International Airport 2 Year Contract	198,220	Publicly Advertised
Joseph T. Ryerson & Son, Inc. Contract #4600002561	Aluminum Sheet for Directional Signs 1 Year Contract	101,584	Publicly Advertised
Metro Fuel Oil Corp. Contract #4600002581	Fuel Oil, #2 – John F. Kennedy International Airport 1 Year Requirements Contract	215,066	Publicly Advertised
Sign Designer, Inc. Contract #4600002585	Interior & Exterior Signage at LaGuardia Airport 3 Year Contract	201,413	Publicly Advertised
W. W. Grainer Inc. Contract #4600002606	Electric Lamps – 10 Month Contract	499,999	Government Contract

(Board – 6/28/01)

AWARDEE	DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Platinum Maintenance Services Corp. Contract #4600002608	Metal Refinishing – World Trade Center PSE-883 2 Year Contract	\$ 368,867	Publicly Advertised
Admiral Communications Contract #4600002610	Newsletter Printing Service – Print/Employee/Travel Agent – John F.Kennedy, Newark and LaGuardia Airports 2 Year Contract Requirements Contract	79,344	Publicly Advertised
Southeastern Wire Contract #4600002615	Fencing and Accessories – Stockroom Items 1 Year Requirements Contract	114,142	Publicly Advertised
Dell Marketing LP Contract #4600002623	MS Software	500,000	Government Contract
United Rentals Aerial Equipment Contract #4600002636	Scissor Lifts, Rental 2 Year contract	156,000	Publicly Advertised
Metropolis A.C. Corporation Contract #4600002666	HVAC Temp. Control Maintenance – GWB 3 year Contract	135,299	Publicly Advertised
Vital Records, Inc. Contract #4600002675	Off Site Tape Storage 3 Year contract	171,720	Publicly Advertised
Gunlocke Company Contract #4600002682	Purchase of Office Furniture 1 year Contract	119,640	Government Contract
Parts Distributors, Inc. Contract #4600002686	Auto Parts Replacements – LaGuardia Airport 3 Year Contract	500,000	Government Contract

(Board – 6/28/01)

AWARDEE	DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Rampart Construction Services, LP Contract #4600002688	Paint Removal for Airport Runways – John F. Kennedy, Newark and LaGuardia Airports 2 Year Contract	\$ 149,800	Publicly Advertised
Parts Distributors, Inc Contract #4600002693	Auto Parts – John F. Kennedy International Airport 2 Year Requirements Contract	500,000	Government Contract
JC Auto & Truck Parts Contract #4600002696	Auto Parts, Aftermarket 1 Year Contract	225,000	Government Contract
Hi-Lite Markings Contract #460000	Paint Removal for Airport Runways – John F. Kennedy, Newark and LaGuardia Airports 2 Year Contract	499,700	Publicly Advertised
Precise Plumbing, Inc Contract #4600002701	Plumbing Services, Call-In for Newark International Airport 2 Year contract	104,000	Publicly Advertised
Shaw Contract Flooring Services Contract #4600002708	Carpet Tiles – World Trade Center 1 Year Requirements Contract	211,360	Publicly Advertised
International Truck of Central Jersey Contract #4600002725	Truck Parts 2 Year Contract	122,100	Publicly Advertised
Marquardt & Co., Inc. Contract #4600002726	Copier Paper Supply 1 Year Requirements Contract	134,156	Publicly Advertised
Marquardt & Co., Inc. Contract #4600002727	Supply of Cover Stock 1 Year Requirements Contract	146,376	Publicly Advertised

(Board – 6/28/01)

AWARDEE	DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
3M Company Contract #4600002728	3M Supplies for Sign Shop – Port Newark 1 Year Contract	\$ 300,000	Government Contract
American Revolving Door Co., Inc. Contract #4600002729	Maintenance of Automatic Doors at Newark International Airport 3 Year Contract	159,030	Publicly Advertised
Moveway Transfer & Storage Inc Contract #4600002745	Office Relocation Moving Services 3 Year Contract	421,085	Publicly Advertised
Color By Pergament Contract #4600002756	Photographic Color Print Services 1 Year Contract	226,460	Publicly Advertised
Fifth Color Contract #4600002757	Photographic Color Print Services 1 Year Contract	121,817	Publicly Advertised
Precision Collision Auto Body Inc. Contract #4600002763	Towing Services for PA Vehicles 3 Year Contract	178,475	Publicly Advertised
A & L Cesspool Service Corp. Contract #4600002768	Sanitary Tank Cleaning – LaGuardia Airport 3 Year Contract	133,825	Publicly Advertised
MCI WorldCom Communications, Inc. Contract #4600002788	T3 Internet Access Cable 3 Year Contract	261,100	Government Contract
Transportation Software Solutions	Purchase of hardware and customized software for the existing taxi dispatch system at John F. Kennedy International Airport	250,000	Sole Source/ Negotiated
Chef’s Orchid	Increase in authorization to provide food services for snow emergency personnel at John F. Kennedy International Airport	180,000	Existing Contract

(Board – 6/28/01)

AWARDEE	DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Paraco Gas Co.	Provide liquid propane gas for the Aircraft Fire Trainer facility at John F. Kennedy International Airport for a six-month period	\$ 177,000	Sole Source/ Negotiated
Lucent Technologies, Inc.	Furnish, install and maintain a Call Center Management System at John F. Kennedy International Airport for a three-year period	204,300	Government Contract
Honeywell Inc.	Service and maintenance of the Building Management System in the Control Tower at John F. Kennedy International Airport for a one-year period with two one-year renewal options	51,857	Sole Source
Torsilieri, Inc. EWR-284.011A	Provide landscaping and maintenance at the Newark International Airport Monorail/Northeast Corridor Connection station for a two-year term	711,418	Publicly Advertised
Paving Materials and Construction Company, Inc. EWR-720	Repaving Brewster Road between Building 340 intersection and Lot H at Newark International Airport	800,871	Publicly Advertised
Honeywell, Inc. Contract #460002059	Maintenance and repair of heating, ventilation and air conditioning controls at Newark International Airport for a three-year term with a 120-day renewal option	637,590	Publicly Advertised

(Board – 6/28/01)

AWARDEE	DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
United Airlines and LaGuardia Airport Airlines Management Council	Reimbursement for security guards provided under a newly consolidated contract for the Central Terminal Building at LaGuardia Airport	\$ 150,000	Negotiated
Paving Materials and Construction Company, Inc. TEB-921.001	General sitework construction via work order at Teterboro Airport for a one-year term with a one-year renewal option	1,000,000	Publicly Advertised
Holt Construction Corp. TEB-921.003	General building construction and repairs via work order at Teterboro Airport for a one-year term	500,000	Publicly Advertised
Perfetto Contracting Co., Inc. LT-489	Routine pavement repairs via work order at the Lincoln Tunnel for a two-year term	576,693	Publicly Advertised
Perini Corporation HT-224.080	Replacement of fire standpipe under Spring Street from Washington to Greenwich Streets at the Holland Tunnel	242,426	Negotiated
East Coast Haz. Mat Removal, Inc. MF-415.590	Asbestos removal via work order at New Jersey tunnel, bridge and terminal facilities for a three-year term	900,000	Publicly Advertised
BMS Catastrophe, Inc.	Emergency restoration of portions of the World Trade Center Mall which were affected by a fire	250,000	Sole Source/ Negotiated

(Board – 6/28/01)

AWARDEE	DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
Trio Asbestos Removal Corp. WTC-115.350	Removal and disposal of vinyl asbestos floor tiles and other asbestos-containing building materials via work order at the World Trade Center for a one-year term with a one-year renewal option	\$ 1,000,000	Publicly Advertised
Kajima Construction Services, Inc. MF-099.001	Increase in authorization for renovations of office space at the Port Authority Bus Terminal	106,530	Existing Contract
Della Pello Contracting Co., Inc. EP-974.850A	Pavement rehabilitation on McLester Street at the Elizabeth Port Authority Marine Terminal	895,789	Publicly Advertised
Garden State Building Maintenance and Consulting Services, Inc. PSE-836	Increase in authorization for porter services at the Port Authority Technical Center and other New Jersey facilities	117,500	Existing Contract
Skycomp, Inc.	Aerial surveys of vehicular traffic conditions at tunnel, bridge and terminal facilities	250,000	Sole Source
Safety Curb, Inc.	Increase in expenditure for existing requirements contract for the supply of temporary curbing and delineators at various facilities	\$ 175,000	Existing Contract
Alliance General & Mechanical Contractors, Inc. TC-100-181	General maintenance, repair and construction services via work order at the Port Authority Technical Center and other New Jersey facilities for a two-year term with a 120-day renewal option	948,965	Publicly Advertised

(Board – 6/28/01)

AWARDEE	DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
University of Medicine and Dentistry of New Jersey	Emergency medical services for patrons at Newark International Airport, Port Newark and the Elizabeth-Port Authority Marine Terminal for the year 2000	\$ 210,000	Sole Source/ Negotiated
National Recording Studios, Inc.	Maintenance, development and design services for the Port Authority's Web site for a two-year period	250,000	Publicly Advertised
En Pointe Technologies, Inc.	Requirements contract for the supply of Hewlett Packard printers and accessories for a 105-day term	250,000	Negotiated

(Board – 6/28/01)

Tort Claim Settlements - Quarterly Report

The Executive Director reported, for information only, that in accordance with the authority granted under Article XII, section (g)(4) of the By-Laws, the following claims were previously settled, and reported closed during the period January 1, 2001 to March 31, 2001.

TORT CLAIMS OF THE PORT AUTHORITY, CLOSED

NAME	FACILITY	AMOUNT COLLECTED
AHERN PAINTING CONTRACTORS INC	Goethals Bridge	\$ 24,600.00
AMERICAN STEVEDORING	Elizabeth-Port Authority Marine Terminal	1,065.00
ARGENBRIGHT INC	John F. Kennedy International Airport	3,213.63
BERNCAP LEASING	Holland Tunnel	21,838.83
BEST ROSSI	Off Property	3,907.27
CAROLE LEASING CO	Off Property	2,732.35
CITY BIRD S.A.	Newark International Airport	296,692.16
COOPER JEFFREY M	Newark International Airport	2,703.55
COVENANT TRANSPORT INC	John F. Kennedy International Airport	3,643.50
DA SILVA ODAIR	Port Newark	3,213.63
EL RAC INC	Holland Tunnel	5,557.48
FEDERAL EXPRESS	Newark International Airport	5,238.52
FJC SECURITY SERVICES	John F. Kennedy International Airport	1,512.50
GARRISON TRANSP SERVICE	Holland Tunnel	4,302.15
HERTZ CAR RENTAL	LaGuardia Airport	2,000.00
HUDSON GENERAL LLC	John F. Kennedy International Airport	1,206.00
IZQUIERDO JUAN B	Port Newark	4,454.37
JENSEN KOERNER CRANE SVC	Newark International Airport	4,143.50
JRS TRUCKING SERVICE INC	John F. Kennedy International Airport	3,643.50
KELLETT, THOMAS	George Washington Bridge	2,126.80
KOREAN AIR LINES	John F. Kennedy International Airport	70,000.00
LABELLA RONALD P	Newark International Airport	871.62
LEASEWAY MOTOR TRANSPORT	George Washington Bridge	225.00
LEE YOUNG B	George Washington Bridge	4,069.87
LILY TRANSPORTATION CORP	Goethals Bridge	2,870.40
MANHATTAN SCRAP RECYCLING	John F. Kennedy International Airport	3,096.97
MC KENNA TRUCKING	Port Newark	2,306.59
MT HOPE ROCK PRODUCTS INC	Bayonne Bridge	182.70
NATIONAL CAR RENTAL	John F. Kennedy International Airport	4,098.94

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TORT CLAIMS OF THE PORT AUTHORITY, CLOSED (cont'd)

NAME	FACILITY	AMOUNT COLLECTED
NATIONWIDE TRANSPORT & WAREHOUSE	Port Newark	\$ 298.07
NORTHEASTERN CONV. CP	John F. Kennedy International Airport	5,310.00
OGDEN AVIATION SERVICE	John F. Kennedy International Airport	1,955.95
OGDEN AVIATION SERVICES	John F. Kennedy International Airport	1,649.61
OLYMPIA TRAILS BUS CO	Lincoln Tunnel	2,688.00
OMONIA CAB CO	John F. Kennedy International Airport	3,643.50
PENSKE TRUCK LEASING	World Trade Center	2,588.00
PIERLESS FISH CORP	Brooklyn Piers	20,148.76
RAHBAN SAEID V	Off Property	1,998.43
RAMOS DAVID	Port Authority Bus Terminal	100.00
RANDOLPH DAS	John F. Kennedy International Airport	2,026.51
RASHKOVSKY MIKHAIL	Goethals Bridge	3,643.50
RED & TAN TOURS INC	Newark International Airport	2,111.15
RITTER SYSCO FOOD SERVICES	Newark International Airport	2,713.63
ROBERTS THOMAS A	Lincoln Tunnel	336.00
S&J ENTERPRISE INC	Newark International Airport	1,141.79
SANTOS MARINA	John F. Kennedy International Airport	2,170.90
SOSA'S TRUCKING	John F. Kennedy International Airport	1,763.17
STATEN ISLAND CAR SERVICE	Newark International Airport	13,060.00
STEFFENS ANDREW	John F. Kennedy International Airport	255.00
TRANSPORT CORP OF AMERICA INC	Lincoln Tunnel	784.11
U.S. POSTAL SERVICE	John F. Kennedy International Airport	3,643.50
UNION LEASING INC	Newark International Airport	2,982.50
UNITED AIRLINES	LaGuardia Airport	1,000.00
UNITED SERVICE INC	Newark International Airport	3,659.00
US EXPRESS LEASING INC	Lincoln Tunnel	22,145.00
WEST SIDE TRANSPORT INC	Port Newark	2,144.31
WORLD WIDE SERVICES	Newark International Airport	1,780.00
YOUNG FRED L	Lincoln Tunnel	3,296.80
	TOTAL COLLECTED	\$ 596,554.02

TORT CLAIMS AGAINST THE PORT AUTHORITY, CLOSED

(Board – 6/28/01)

NAME	FACILITY	AMOUNT PAID
WOLF MANFRED	LaGuardia Airport	\$ 203.74
WOLF MANFRED	LaGuardia Airport	571.76
LOZITO GRACE - LIBERTY MUTUAL	Port Authority Bus Terminal	3,451.89
GAINES NOEMI - LIBERTY MUTUAL	Off Property	62.38
GAINES NOEMI - LIBERTY MUTUAL	Off Property	1,137.43
KAMISAROFF ROBERT	George Washington Bridge	59.34
KAMISAROFF ROBERT	George Washington Bridge	1,086.50
CHARLES RUDOLPH N	Lincoln Tunnel	1,361.57
PINEDA MAYBELLINE	Newark International Airport	2,132.04
SANDOVAL VINCENT - SALEX CORP	Off Property	1,042.26
RAHMAN MAFUZUR	Holland Tunnel	1,278.46
VARKY GEORGE - ALLSTATE INS A/	George Washington Bridge	1,062.40
CONSTANTINE THOMAS M	George Washington Bridge	253.30
KING NANCY A	Newark International Airport	590.00
BUCKHEIT JOHN L	George Washington Bridge	1,403.98
FICAROTTA JOHNNY A	George Washington Bridge	260.62
MC CANN CATHERINE A	Newark International Airport	259.90
HURST JULIE - LIBERTY FIRE INS	Holland Tunnel	1,357.18
MOULAKIS ALEXANDER	Off Property	1,800.00
MANCINI THOMAS	Lincoln Tunnel	381.60
HARTMANN RICHARD C	Lincoln Tunnel	312.70
BONNER TIMOTHY	Newark International Airport	88.26
BONNER TIMOTHY	Newark International Airport	281.50
SCHNEIDER MARTIN	World Trade Center	250.00
MANGEIM DAVID	George Washington Bridge	376.44
MAYS LAWRENCE J	Lincoln Tunnel	227.94
AWLASEWICK NORBERT B	LaGuardia Airport	1,463.99
KADRI ZAHID	Lincoln Tunnel	538.94
BROOKS VINCENT	John F. Kennedy International Airport	541.25
ROSADO BEISA	World Trade Center	100.00
ALLOCCO PATRICK S	Lincoln Tunnel	2,273.07
HARKAVY MICHAEL	Lincoln Tunnel	435.25
ROCHE GUEFARY	John F. Kennedy International Airport	1,885.82
NEUFUILLE RENEE	Holland Tunnel	1,000.00
VALENZANO STEPHEN	Off Property	143.10
MAIORANO MICHAEL	George Washington Bridge	1,962.38
ESTES SCOTT	Newark International Airport	113.90
JEMAS PETER	Newark International Airport	415.98

TORT CLAIMS AGAINST THE PORT AUTHORITY, CLOSED (cont'd)

NAME	FACILITY	AMOUNT PAID
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(Board – 6/28/01)

TURSI JOSEPH	LaGuardia Airport	\$ 2,229.37
MORELLI DOLORES	John F. Kennedy International Airport	1,888.44
TIMMONS GREGORY P	Newark International Airport	75.01
BURLEW BRIAN C	Newark International Airport	159.00
PAPPALARDO THOMAS A	Newark International Airport	2,979.48
TROTMAN SHERLENE	Newark International Airport	378.00
FUSCHETTO AIDA	Newark International Airport	729.57
BALSAMELLO CHRISTOPHER M	Newark International Airport	983.84
MASTERSON CHARLES	Lincoln Tunnel	384.78
ADVANCE LIMOUSINE SERVICE	John F. Kennedy International Airport	3,725.53
LEMMER HERBERT J	Newark International Airport	216.50
PRESCOTTE, MIRELLA	John F. Kennedy International Airport	30,000.00
SCHURE ARLYNE	John F. Kennedy International Airport	30,000.00
BURKE FRANCES	John F. Kennedy International Airport	30,000.00
VEGA GEORGE	Bathgate Industrial Park	15,000.00
MARZILIANO CARMEN	LaGuardia Airport	12,500.00
CARUSO MARIE	Newark International Airport	15,000.00
MATTHEWS MARILYN	Port Authority Bus Terminal	200.00
	TOTAL	\$ 178,616.39

Whereupon, the meeting was adjourned.

Secretary

NEW YORK AND NEW JERSEY RAILROAD CORPORATION

MINUTES

Thursday, July 26, 2001

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MINUTES of a meeting of the New York and New Jersey Railroad Corporation held Thursday, July 26, 2001, at One World Trade Center, City, County and State of New York.

PRESENT:

NEW JERSEY

Hon. William J. Martini
 Hon. Alan G. Philibosian
 Hon. James Weinstein

Neil D. Levin, President
 Jeffrey S. Green, Vice-President and Secretary

Kayla M. Bergeron
 Daniel D. Bergstein
 Bruce D. Bohlen
 John D. Brill
 Gregory G. Burnham
 Ernesto L. Butcher
 Rosemary Chiricolo
 Steven J. Coleman
 Anthony G. Cracchiolo
 William R. DeCota
 Michael P. DePallo
 Karen E. Eastman
 Howard G. Kadin
 Theodore D. Kleiner
 Louis J. LaCapra
 Richard M. Larrabee
 Stephen Marinko
 Charles F. McClafferty
 James E. McCoy
 Allen M. Morrison
 Cherrie L. Nanninga
 Catherine F. Pavelec
 Eric W. Pfaff
 Kenneth P. Philmus
 Alan L. Reiss
 Cosmo Servidio
 Ronald H. Shiftan
 Gerald B. Stoughton
 Joseph A. Tobia
 Hugh H. Welsh
 Christopher O. Ward
 Robert D. Williams
 Peter Yerkes

Guests:

John G. Donnelly
 Robert Zerrillo

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. Bruce A. Blakeman
 Hon. Michael J. Chasanoff
 Hon. Bradford J. Race, Jr.
 Hon. Anastasia M. Song

(NYNJRC Board – 7/26/01)

The public meeting was called to order by Vice-Chairman Gargano at 2:46 p.m. and ended at 2:55 p.m. The Board met in executive session prior to the public meeting.

Action on Minutes

The Assistant Secretary submitted for approval Minutes of action taken at the Board meeting of April 26, 2001. He reported that copies of these Minutes were sent to all of the Directors and to the Governors of New York and New Jersey. He reported further that the time for action by the Governors of New York and New Jersey has expired.

(NYNJRC Board – 7/26/01)

CONFIDENTIAL ITEM

This item shall not be available for public inspection until otherwise agreed to by the parties involved.

Whereupon, the meeting was adjourned.

Assistant Secretary

**NEWARK LEGAL AND COMMUNICATIONS CENTER
URBAN RENEWAL CORPORATION**

**MINUTES
Thursday, June 28, 2001**

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MINUTES of a Meeting of the Newark Legal and Communications Center Urban Renewal Corporation held Thursday, June 28, 2001, at One World Trade Center, City, County and State of New York.

PRESENT:

NEW JERSEY

Hon. Lewis M. Eisenberg, Chairman
 Hon. Kathleen A. Donovan
 Hon. William J. Martini
 Hon. Alan G. Philibosian
 Hon. Anthony J. Sartor
 Hon. James Weinstein

Neil D. Levin, President
 Jeffrey S. Green, Counsel
 Daniel D. Bergstein, Assistant Secretary

Bruce D. Bohlen
 John D. Brill
 Gregory G. Burnham
 Ernesto L. Butcher
 Anthony G. Cracchiolo
 Joanne Crowley
 William R. DeCota
 Michael P. DePallo
 Karen E. Eastman
 Edward L. Jackson
 Howard G. Kadin
 Louis J. LaCapra
 Richard M. Larrabee
 Stephen Marinko
 Charles F. McClafferty
 James E. McCoy
 Catherine F. Pavelec
 Alan L. Reiss
 Richard E. Rowan
 Paul D. Segalini
 Cosmo Servidio
 Ronald H. Shiftan
 Gregory J. Trevor
 Christopher O. Ward
 Peter Yerkes
 Robert D. Williams
 Margaret R. Zoch

Guest:

John G. Donnelly

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. Bruce A. Blakeman
 Hon. Michael J. Chasanoff
 Hon. David S. Mack
 Hon. Bradford J. Race, Jr.
 Hon. Anastasia M. Song

(NLCCURC Board – 6/28/01)

Director Song served as Acting Chair for the public meeting which was called to order by at 2:31 p.m. and ended at 2:41 p.m. The Board met in executive session prior to the public meeting. Directors Eisenberg, Gargano, Philibosian and Race were present during executive session.

Action on Minutes

The Assistant Secretary submitted for approval Minutes of action taken at the Board meeting of April 26, 2001. He reported that copies of these Minutes were sent to all of the Directors and to the Governors of New York and New Jersey. He reported further that the time for action by the Governors of New York and New Jersey has expired.

Report of Committee on Operations

The Committee on Operations reported in executive session, for information, on matters discussed in executive session at its meeting on June 28, 2001, which included a discussion of matters related to the purchase, sale or lease of real property, and the report was received.

**NEWARK LEGAL AND COMMUNICATIONS CENTER – HILL, BETTS & NASH,
LLP – LEASE AGREEMENT**

It was recommended that the Board authorize the President of the Newark Legal and Communications Center Urban Renewal Corporation (Corporation) to enter into an agreement of lease (Lease) with Hill, Betts & Nash, LLP (Hill Betts) covering the letting of office space at the Newark Legal and Communications Center (Legal Center), provided that the Committee on Operations be authorized to approve the terms and conditions of the Lease if the term of the letting and/or the gross effective rent is not substantially in accordance with the terms outlined to the Board.

The Lease will provide for the letting of approximately 2,400 rentable square feet of space located on the third floor of the Legal Center on an “as is” basis for a term of approximately one year and 10 months. Payment of rent will commence 60 days following lease commencement and will aggregate approximately \$119,000 over the term of the letting, inclusive of operating and maintenance costs and taxes for 2001. Increases in taxes in fixed amounts and increases in operating and maintenance costs over the 2001 base will be passed through to Hill Betts as additional rent during the balance of the lease term. Hill Betts will have the right to extend its lease for a single two-year period at fair market rental value.

Pursuant to the foregoing report, the following resolution was adopted with Directors Blakeman, Chasanoff, Donovan, Mack, Martini, Sartor, Song and Weinstein voting in favor; none against:

RESOLVED, that the President of the Newark Legal and Communications Center Urban Renewal Corporation (Corporation) be and he hereby is authorized, for and on behalf of the Corporation, to enter into an agreement of lease with Hill, Betts & Nash, LLP for the letting of approximately 2,400 rentable square feet of office space at the Newark Legal and Communications Center, substantially in accordance with the terms outlined to the Board; or on such other terms as the President deems appropriate, subject to the conditions set forth in the following delegation; the form of the agreement shall be subject to the approval of Counsel or his authorized representative; and it is further

(NLCCURC Board – 6/28/01)

RESOLVED, that the Committee on Operations be and it hereby is authorized to approve the final terms of the agreement of lease in the event the gross effective rent and/or the term of the letting is not substantially in accordance with the terms outlined to the Board.

Whereupon, the meeting was adjourned.

Assistant Secretary

**NEWARK LEGAL AND COMMUNICATIONS CENTER
URBAN RENEWAL CORPORATION**

**MINUTES
Thursday, July 26, 2001**

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MINUTES of a meeting of the Newark Legal and Communications Center Urban Renewal Corporation held Thursday, July 26, 2001, at One World Trade Center, City, County and State of New York.

PRESENT:

NEW JERSEY

Hon. William J. Martini
 Hon. Alan G. Philibosian
 Hon. James Weinstein

Neil D. Levin, President
 Jeffrey S. Green, Counsel
 Daniel D. Bergstein, Assistant Secretary

Kayla M. Bergeron
 Bruce D. Bohlen
 John D. Brill
 Gregory G. Burnham
 Ernesto L. Butcher
 Rosemary Chiricolo
 Steven J. Coleman
 Anthony G. Cracchiolo
 William R. DeCota
 Michael P. DePallo
 Karen E. Eastman
 Howard G. Kadin
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 Louis J. LaCapra
 Richard M. Larrabee
 Stephen Marinko
 Charles F. McClafferty
 James E. McCoy
 Allen M. Morrison
 Cherrie L. Nanninga
 Catherine F. Pavelec
 Eric W. Pfaff
 Kenneth P. Philmus
 Alan L. Reiss
 Cosmo Servidio
 Ronald H. Shiftan
 Gerald B. Stoughton
 Joseph A. Tobia
 Hugh H. Welsh
 Christopher O. Ward
 Robert D. Williams
 Peter Yerkes

Guests:

John G. Donnelly
 Robert Zerrillo

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
 Hon. Bruce A. Blakeman
 Hon. Michael J. Chasanoff
 Hon. Bradford J. Race, Jr.
 Hon. Anastasia M. Song

(NLCCURC Board – 7/26/01)

The public meeting was called to order by Vice-Chairman Gargano at 2:46 p.m. and ended at 2:55 p.m. The Board met in executive session prior to the public meeting.

Action on Minutes

The Assistant Secretary submitted for approval Minutes of action taken at the Board meeting of June 28, 2001. He reported that copies of these Minutes were sent to all of the Directors and to the Governors of New York and New Jersey. He reported further that the time for action by the Governors of New York and New Jersey has expired.

(NLCCURC Board – 7/26/01)

CONFIDENTIAL ITEM

This item shall not be available for public inspection until otherwise agreed to by the parties involved.

Whereupon, the meeting was adjourned.

Assistant Secretary

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

MINUTES

Thursday, July 26, 2001

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MINUTES of a Meeting of The Port Authority of New York and New Jersey held Thursday, July 26, 2001, at One World Trade Center, City, County and State of New York.

PRESENT:

NEW JERSEY

Hon. William J. Martini
Hon. Alan G. Philibosian
Hon. James Weinstein

Neil D. Levin, Executive Director
Jeffrey S. Green, General Counsel
Daniel D. Bergstein, Secretary

Kayla M. Bergeron, Director, Media Relations
Bruce D. Bohlen, Treasurer
John D. Brill, Director, Audit
Gregory G. Burnham, Chief Technology Officer
Ernesto L. Butcher, Chief Operating Officer
Rosemary Chiricolo, Assistant Director, Financial Services
Steven J. Coleman, Staff Public Information Officer, Media Relations
Anthony G. Cracchiolo, Director, Priority Capital Programs
William R. DeCota, Director, Aviation
Michael P. DePallo, Director/General Manager, PATH
Karen E. Eastman, Advisor to the Executive Director
Howard G. Kadin, Senior Attorney, Law
Theodore D. Kleiner, Assistant Director, Aviation
Louis J. LaCapra, Chief of Staff
Richard M. Larrabee, Director, Port Commerce
Stephen Marinko, Attorney, Law
Charles F. McClafferty, Chief Financial Officer
James E. McCoy, Senior Administrator, Office of the Secretary
Allen M. Morrison, Supervisor, Media Relations
Cherrie L. Nanninga, Acting Deputy Chief Financial Officer/Director, Real Estate
Catherine F. Pavelec, Executive Assistant to the Secretary
Eric W. Pfaff, Management Information Services Coordinator, Port Commerce
Kenneth P. Philmus, Director, Tunnels, Bridges and Terminals
Alan L. Reiss, Director, World Trade
Cosmo Servidio, Special Assistant to the Chairman
Ronald H. Shiftan, Deputy Executive Director
Gerald B. Stoughton, Assistant Director, Office of Forecasting and Capital Planning
Joseph A. Tobia, Assistant Comptroller
Hugh H. Welsh, Deputy General Counsel
Christopher O. Ward, Chief of Corporate Planning and External Affairs
Robert D. Williams, Executive Assistant to the Deputy Executive Director
Peter Yerkes, Press Secretary

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
Hon. Bruce A. Blakeman
Hon. Michael J. Chasanoff
Hon. Bradford J. Race, Jr.
Hon. Anastasia M. Song

Guests:

John G. Donnelly, Authorities Unit, Office of the Governor of New Jersey

Robert Zerrillo, Office of the Governor, New York State

(Board – 7/26/01)

The public meeting was called to order by Vice-Chairman Gargano at 2:46 p.m. and ended at 2:55 p.m. The Board met in executive session prior to the public meeting.

Action on Minutes

The Secretary submitted for approval Minutes of action taken at the Board's meeting of June 28, 2001. He reported that copies of these Minutes were sent to all of the Commissioners and to the Governors of New York and New Jersey. He reported further that the time for action by the Governors of New York and New Jersey has expired.

Report of Audit Committee

The Audit Committee reported in executive session, for information, on matters discussed in executive session at its meeting on July 26, 2001, which included discussion of internal audit matters, and the report was received.

Report of Committee on Finance

The Committee on Finance reported in executive session, for information, on matters discussed in executive session at its meetings on July 26, 2001, which included discussion of bond matters and matters which could affect the competitive economic position of the Port Authority, the Port District and businesses with which we deal, in addition to matters filed with the Committee pursuant to Board action or separately reported to the Board of Commissioners at this meeting of the Board, and the report was received and is included with these minutes.

Report of Committee on Capital Programs/Port Planning

The Committee on Capital Programs/Port Planning reported in executive session, for information, on matters discussed in executive session at its meeting on July 26, 2001, which included discussion of property matters and matters which could affect the competitive economic position of the Port Authority, the Port District and businesses with which we deal, and the report was received.

Report of Committee on Construction

The Committee on Construction reported, for information, on matters discussed at its meeting on July 26, 2001, which included discussion of contract matters, in addition to matters filed with the Committee pursuant to Board action or separately reported to the Board of Commissioners at this meeting of the Board, and the report was received and is included with these minutes.

Report of Committee on Operations

The Committee on Operations reported in executive session, for information, on action taken and matters discussed in executive session at its meeting on July 26, 2001, which included discussion of lease, property and contract matters, and the report was received and is included with these minutes.

(Board – 7/26/01)

**JOHN F. KENNEDY INTERNATIONAL AIRPORT – UNITED AIR LINES, INC. –
SPACE PERMIT FOR TERMINAL 6 AND JETBLUE AIRWAYS
CORPORATION – LEASE AGREEMENT FOR TERMINAL 6**

It was recommended that the Board authorize the Executive Director to enter into: (1) Space Permit AYD-121 (the Permit) for Terminal 6 at John F. Kennedy International Airport (JFK) with United Air Lines, Inc. (United) on terms and conditions previously authorized by the Executive Director in a Memorandum of Justification dated December 20, 1999, (Memorandum of Justification), as amended in accordance with the terms and conditions outlined to the Board; and (2) a lease agreement with JetBlue Airways Corporation (JetBlue) for Terminal 6 for a five-year term commencing on or about December 1, 2001. It was further recommended that the Board amend its resolution of June 29, 2000 entitled “John F. Kennedy International Airport–Maintenance, Appearance and Improvements to Terminal 6,” to provide that the \$5 million in improvements to Terminal 6 authorized by the resolution be performed by the Port Authority instead of United.

Trans World Airlines, Inc. (TWA) was the lessee of Terminal 6 under Agreement AYA-73 that expired by its terms on December 31, 1994. TWA continued to occupy Terminal 6 on a month-to-month basis until terminating the lease on November 30, 1999. TWA subleased the entire Terminal 6 to United effective October 1, 1999, and portions of the terminal prior thereto.

Pursuant to the Memorandum of Justification, the Executive Director authorized a one-year space permit with United for Terminal 6, effective December 1, 1999, to provide United with continuous use of Terminal 6. A long-term lease covering United’s redevelopment of a portion of the Terminal 5 site was authorized by the Board at its September 28, 2000 meeting. It is anticipated that a recommendation will be made to the Board in the future to amend this authorization, based upon continuing negotiations for the long-term lease with United, and to reflect TWA’s bankruptcy and acquisition by American Airlines, Inc.

United accepted Terminal 6 subject to the occupancy of America West Airlines (America West) and with the understanding that JetBlue would occupy portions of the terminal. The Memorandum of Justification provided that if United did not execute a hold harmless and release agreement covering certain environmental obligations relating to United's prior occupancy of Terminal 9 at JFK (the Terminal 9 Environmental Agreement) prior to March 31, 2000, then the permit would expire on March 31, 2000 and the fixed monthly fees would double if United remained in the terminal. Although the Terminal 9 Environmental Agreement was not executed by March 31, 2000, negotiations continued to progress, and staff did not believe that it was prudent to implement the doubling of the monthly fee. The Executive Director would be authorized to amend the terms of the December 20, 1999 Memorandum of Justification to delete the requirement for the doubling of the fixed monthly fees, because both United and the Port Authority executed the Terminal 9 Environmental Agreement subsequent to March 31, 2000. The term of United's Permit for Terminal 6 will now be from December 1, 1999 through November 30, 2001, at increased fees for the second year. The Port Authority will not impose standard 10 percent subuse fees on amounts paid by JetBlue and America West to United under the space permit arrangement. It is estimated that these fees would have been approximately \$1.5 million.

(Board – 7/26/01)

Pursuant to the Permit, United would be responsible for the environmental condition of the space, except United would not be responsible for contamination or contaminants existing at Terminal 6 prior to December 1, 1999 unless United caused the same or if the same resulted from United's use or occupancy of Terminal 6 or its acts or omissions or if United prevents access for remediation of the terminal.

Effective on or about December 1, 2001, JetBlue would become the Port Authority's lessee of Terminal 6. The JetBlue lease would be for a term of 5 years and would provide JetBlue with additional passenger facilities at the Airport. The planning and discussions with JetBlue for the redevelopment of a portion of the Terminal 6 site are continuing. This redevelopment is part of the Phase II program outlined to the Board in its authorization of September 28, 2000 covering the Terminals 5 and 6 Redevelopment Program.

The lease with JetBlue for Terminal 6 would be subject to the occupancy of both United and America West. JetBlue is expected to enter into sublease agreements with both United and America West, subject to the consent of the Port Authority. The Port Authority consents would be revocable without cause on 30 days' notice. The Port Authority would impose sublease fees on the use and occupancy of Terminal 6 by United, America West and other airlines. United would receive a credit from the Port Authority against the standard 10 percent sublease fee payable to the Port Authority in connection with United's use and occupancy of Terminal 6 under the JetBlue lease. This credit would be calculated on the basis of, but would not exceed, the unamortized investment made by United in Terminal 6 during the term of its permit allocable to those portions of the Terminal which were not used exclusively by United, such investment to be amortized on a straight-line basis from the date of investment to the earlier of the end of United's sublease with JetBlue or the expiration of JetBlue's lease.

Certain roadway improvements are necessary to relieve traffic congestion on Terminal 6 roadways. If the Port Authority performs this roadway work, it will be performed as part of the capital and operating major work budgets, and if this roadway work is performed by JetBlue, the Port Authority would pay JetBlue for its costs to perform the work, not to exceed \$1.5 million. In addition, JetBlue would be obligated to invest a minimum of \$6 million in the premises during the first three years of the five-year term. If this investment is not made, JetBlue would pay the Port Authority an additional rental based upon the difference between this minimum investment amount and the actual amount of the capital investment made by JetBlue. Effective December 1, 2004, the Port Authority would have the right to terminate the lease without cause on 90 days' written notice. In the event the lease was so terminated, the Port Authority would be obligated to reimburse JetBlue its unamortized capital investment up to \$6 million on a straight-line basis. The Port Authority would also have the right to take back portions of the premises from time to time in connection with the redevelopment of the Terminals 5 and 6 site, with abatements to the rentals and appropriate payment of JetBlue's unamortized capital investment.

A baseline subsurface investigation has been completed for the Terminal 6 site. JetBlue would be responsible for all soil and groundwater contamination above the baseline and, in addition, JetBlue would be responsible for soil and groundwater contamination or contaminants existing at Terminal 6 prior to the commencement of the lease term if caused by JetBlue or if the same resulted from JetBlue's use or occupancy of the terminal or its acts or omissions, or if JetBlue prevents the Port Authority's access for remediation. The Port Authority

(Board – 7/26/01)

is currently operating a groundwater remediation system, and may be required by the New York State Department of Environmental Conservation to perform groundwater monitoring and a spot clean-up program for at least one year.

The building and ground rent for the first year of the JetBlue lease would be approximately \$12.1 million and would be subject to annual escalations of the greater of 4 percent or one-half the Consumer Price Index increase. Under the lease, JetBlue would submit a Comprehensive Retail Plan (the Retail Plan) for Port Authority approval for the development and operation of the Terminal 6 retail concessions program. The Retail Plan would include, among other things, proposed types of concessions and related business terms and fees, opportunities for disadvantaged business enterprises, quality and service standards, and the monitoring and enforcing of street pricing.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Gargano, Martini, Philibosian, Race, Song and Weinstein 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 Space Permit AYD-121 (the Permit) for Terminal 6 at John F. Kennedy International Airport (JFK) with United Air Lines, Inc. (United), as set forth in a Memorandum of Justification dated December 20, 1999 covering the authorization of the Permit by the Executive Director, except that the term of the Permit would be from December 1, 1999 through November 30, 2001, the Permit would not contain terms and conditions providing for the doubling of fees on April 1, 2000 in connection with the failure of United to have executed by March 31, 2000 an agreement covering certain environmental obligations relating to United's prior occupancy of Terminal 9 at JFK, and the Permit would not impose the payment of subuse fees attributable to the use and occupancy of Terminal 6 by other airlines, and as otherwise supplemented and amended by this resolution, substantially in accordance with the terms and conditions outlined to the Board; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a lease agreement with JetBlue Airways Corporation (JetBlue) for Terminal 6 at JFK for a five-year term commencing on or about December 1, 2001, substantially in accordance with the terms and conditions outlined to the Board; and it is further

(Board – 7/26/01)

RESOLVED, that the resolution adopted by the Board at its meeting on June 29, 2000 covering \$5 million of improvements to be made in Terminal 6 is hereby amended to provide that the work is being performed by the Port Authority under the capital and operating major work budgets, instead of by United; and it is further

RESOLVED, that the form of the Permit and the lease agreement with JetBlue each shall be subject to the approval of General Counsel or his authorized representative.

(Board – 7/26/01)

JOHN F. KENNEDY INTERNATIONAL AIRPORT – ENGINEERED MATERIAL ARRESTING SYSTEM (FOAM ARRESTOR BED) – PROJECT AUTHORIZATION

It was recommended that the Board: 1) authorize a project for the design, construction and installation of a replacement Engineered Material Arresting System (EMAS) at John F. Kennedy International Airport (JFK) at a total project cost estimated at \$8,226,250; and 2) authorize the Executive Director to award a contract for the replacement construction to Engineered Arresting Systems Corp. (EAS Corp.) and Edwards & Kelcey, Inc., a joint venture, at a total construction cost of \$6,381,000, exclusive of up to 6 percent for extra work.

The EMAS installed at the end of Runway 4R at JFK has deteriorated due to excessive moisture build-up, and must be removed and replaced. The new improved EMAS design will meet Federal Aviation Administration (FAA) recommendations to create an extra margin of safety for landing or departing aircraft in the event an aircraft cannot be brought to a complete stop within the available runway length. The FAA has worked with its only approved contractor, EAS Corp., to address all issues of durability, and is confident that design improvements will provide for a long service life. The JFK prototype EMAS was the first to be installed anywhere in the world in November 1996. In May 1999, this EMAS safely decelerated an American Eagle SAAB 340, preventing the aircraft from entering Thurston Basin, and saving passengers and crew from what could have been a tragic accident. This use subsequently resulted in approximately one-third of the EMAS material being replaced. The Law Department is currently negotiating with American Eagle regarding the reimbursement to the Port Authority for certain expenditures related to the incident. In addition, negotiations are also in progress with Korean Air for reimbursement to the Port Authority in connection with certain repairs which were required after one of its aircraft damaged the arrestor bed while turning off the runway. Staff will seek authorization for these settlements once negotiations are completed.

Although being a pioneer in the development and application of EMAS technology means garnering worldwide admiration and gaining the benefits of new safety enhancements at our airports first, it also means dealing with the uncertainties associated with developing new technologies. The most challenging design problem has been maintaining the integrity of the bed surface. The EMAS developed at LaGuardia Airport (LGA) was found to be significantly degraded as a result of the failure of the surface coating due to the effects of jet blast, and was subsequently removed. Although the JFK EMAS has performed admirably to date, numerous cracks have developed in the coating which seals the bed. These cracks have allowed moisture to permeate the bed and to degrade its structural integrity. Last winter's wet weather deteriorated the bed to the point where replacement is required.

The extent and prevalence of the cracking in the bed's seal coat were unexpected. However, as a result of the FAA analyses conducted to deal with the jet blast degradation encountered at LGA, the FAA, the Port Authority and EAS Corp. are confident that a design solution to the jet blast and seal cracking issues has been achieved. The design changes include the use of joints, wrapping blocks with mesh fabric and a factory-applied urethane-based coating. This new design will be employed for the contract to replace the JFK Runway 4R EMAS and the EMAS which was installed and subsequently removed from LGA Runway 22. The LGA EMAS will be replaced at no cost to the Port Authority. Terms previously negotiated for the LGA EMAS replacement require the contractor, EAS Corp. and Edwards & Kelcey, Inc., and the FAA

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to pay for its replacement. The Port Authority and the FAA are confident that this improved design for both jet blast and moisture resistance will perform as predicted in stopping aircraft and will result in an EMAS life of 15 or more years. The new EMAS will be subject to a one-year warranty from the contractor.

All costs for this project will be fully recoverable under the flight fee formula.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Gargano, Martini, Philibosian, Race, Song and Weinstein voting in favor; none against:

RESOLVED, that a project for the design, construction and installation of an Engineered Material Arresting System at John F. Kennedy International Airport to replace the deteriorated Arresting System at the end of Runway 4R at a total estimated project cost of \$8,226,250, including payments to contractors, allowances for extra work (if necessary) and net cost work, administrative, engineering and financial expenses and a project contingency (if necessary), 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: 1) take action with respect to construction contracts and contracts for professional and advisory services related to the foregoing project as he deems in the best interest of the Port Authority, including, without limitation, award of a contract for the design, construction and installation of the replacement Arresting System to Engineered Arresting Systems Corp. and Edwards and Kelcey, Inc., a joint venture, at the total construction cost of \$6,381,000, exclusive of an authorization of up to 6 percent of the construction cost for extra work (if necessary); 2) execute contracts and supplemental agreements with such bidders or contractors as he deems in the best interest of the Port Authority and to order extra work (if necessary) and net cost work in connection with each contract, including supplemental agreements thereto; and 3) enter into such other agreements as may be necessary to effectuate the project; and it is further

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

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AIRTRAIN NEWARK – MEMORANDA OF AGREEMENT BETWEEN THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY AND NEW JERSEY TRANSIT CORPORATION AND NATIONAL RAILROAD PASSENGER CORPORATION (AMTRAK) AND AMENDMENT OF LEASES WITH NEWARK INTERNATIONAL AIRPORT AIRLINES

It was recommended that the Board authorize the Executive Director to: a) enter into Memoranda of Agreement (MOA) with New Jersey Transit Corporation (New Jersey Transit) and the National Railroad Passenger Corporation (Amtrak) for the operation and maintenance of the new rail station known as the Newark International Airport Station connecting the monorail system at Newark International Airport (AirTrain Newark) to the Northeast Corridor rail line; and b) amend the leases with the airlines operating at Newark International Airport to allow the airlines to be credited for revenues associated with AirTrain Newark.

On June 6, 1996, the Board authorized a project to extend the existing monorail system at Newark International Airport to a rail station complex located on or about the Northeast Corridor (the Newark International Airport Station) at a total estimated cost of \$250 million. On September 24, 1998, the Board authorized an increase in the project scope, with a corresponding increase of \$165 million in costs, resulting in a revised total estimated project cost of \$415 million. The project scope includes an increase in trains, provision of a station complex that includes full service check-in and baggage handling facilities, and such passenger amenities as restrooms, waiting areas, automatic doors, signage, and landscaping. The project is scheduled for completion in the fourth quarter of 2001, with connecting rail service from New Jersey Transit and Amtrak beginning on or about September 30, 2001. Upon opening, the monorail and the extension will be renamed AirTrain Newark.

AirTrain Newark offers an alternative public transportation option to Newark International Airport via the New Jersey Transit and Amtrak passenger rail systems. AirTrain Newark is a premium rail service connection, in that it extends airport customer services such as airline ticketing, check-in, baggage processing, and real-time flight information to the Newark International Airport Station. Ridership projections indicate that 3 million passengers will use the service each year by 2010.

The MOA delineate the responsibilities of the Port Authority, New Jersey Transit, and Amtrak with regard to service schedules, fare collection and revenue sharing, a smart card initiative, customer service standards and station operating and maintenance responsibilities.

New Jersey Transit will acquire, install, operate, and maintain the fare collection equipment, consisting of 8 fare gates and 16 ticket vending machines. The Port Authority will contribute to the cost of the equipment, with the Port Authority's share limited to \$1.4 million.

Amtrak will acquire, install, operate and maintain two ticket vending machines within the Station.

New Jersey Transit has agreed to share the revenue collected from New Jersey Transit passengers who use the Newark International Airport Station. Two types of tickets will be available to New Jersey Transit riders who wish to go to and from Newark International

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Airport Station. The first ticket is a Single Ride Ticket and the second is a Monthly Ticket. Both tickets will have two components.

Regarding the Single Ride Ticket, one component will be New Jersey Transit's existing peak period one-way fares to and from the North Elizabeth Station or Newark Penn Station (the closest station to Newark International Airport), and the other component will be an access fee of either \$5.00 (for rides between Newark International Airport Station and points in New Jersey) or \$7.00 (for riders between Newark International Airport Station and New York Penn Station). The Port Authority will be entitled to \$3.50 of every access fee collected by New Jersey Transit. Discounts for senior citizens, children, and passengers with disabilities are available only for the peak period one-way component of the ticket.

Regarding the Monthly Ticket, one component will be New Jersey Transit's existing monthly fare to and from the North Elizabeth Station and the other will be the Port Authority's monthly fee of \$46.00, which is approximately \$1.15 per ride. New Jersey Transit will sell both components of the Monthly Ticket and will provide the Port Authority with \$46.00 for every monthly ticket sold.

Amtrak has agreed to a revenue sharing arrangement with the Port Authority wherein the Port Authority will receive \$3.50 for each single ride ticket sold and \$46.00 for each monthly ticket sold to and from the Newark International Airport Station. The Port Authority will be responsible for the operation and maintenance of the physical structure of the station complex, which includes the rail platforms and their foundations, the connector bridge and AirTrain Station. Amtrak and/or New Jersey Transit will be responsible for the operation and maintenance of all tracks, track switches, signals and power equipment for the Northeast Corridor tracks A, 1, 2, 3, 4 and 5, the fare collection equipment, ticket vending machines, passenger information systems, including the train information display units, and the ticket assistance booth. New Jersey Transit will staff the ticket assistance booth during Newark International Airport Station operating hours.

The Newark International Airport airline lease agreements provide that the airlines are obligated to pay for the operation and maintenance costs associated with the Monorail System, as defined in the leases. The leases would be amended to provide that certain AirTrain revenues would be used to offset the "EWR Monorail Fee" (as such term is defined in the lease agreements), which includes such operation and maintenance costs.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Gargano, Martini, Philibosian, Race, Song and Weinstein 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 Memoranda of Agreement with New Jersey Transit Corporation and the National Railroad Passenger Corporation with regard to service schedules, fare collection and revenue sharing, a smart card initiative and operating and maintenance responsibilities for the new rail station complex connecting the Newark International Airport monorail system (AirTrain Newark) to the Northeast Corridor rail line; and it is further

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RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into amendments to the Newark International Airport airline lease agreements to provide that Port Authority AirTrain Newark revenues shall be credited against the “EWR Monorail Fee” as defined in the lease agreements; and it is further

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

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AUTHORIZATION TO ENTER INTO CERTAIN AGREEMENTS TO FACILITATE AIRTRAIN SERVICES

It was recommended that, to facilitate AirTrain services, the Board authorize the Executive Director to enter into certain agreements with Greater Jamaica Development Corporation (GJDC), the Long Island Rail Road Company (LIRR) and/or other appropriate entities pertaining to vehicular and pedestrian improvements to the Sutphin Boulevard underpass between Archer Avenue and 94th Avenue (East Side), providing for payments by the Port Authority of up to \$2.2 million in connection therewith, and pertaining to the acquisition of certain parcels of property on 94th Avenue in the vicinity of Sutphin Boulevard near the new LIRR station to be constructed in Jamaica, New York, providing for payments by the Port Authority of up to \$3.3 million in connection therewith, in each case, with the final details of these agreements to be presented to the Committee on Operations for approval.

Improvements to the Sutphin Boulevard underpass have been recognized as an integral part of the redesign at the LIRR Jamaica Station (Station) location, and will facilitate provision of AirTrain services. Similarly, agreements with respect to certain parcels of land on 94th Avenue in the vicinity of the Station will assure that best practices in transit-related development are being undertaken at the Station by facilitating the creation of an intermodal transfer point and ancillary facilities comparable to the best European facilities, and will assure that future improvements will be made in a manner consistent with use of the Station as a transportation hub and facilitate the efficient use of the AirTrain portion of the Station.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Chasanoff, Gargano, Martini, Philibosian, Race, Song and Weinstein voting in favor; Commissioner Blakeman abstaining; none against:

RESOLVED, that, to facilitate AirTrain services, the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into certain agreements with Greater Jamaica Development Corporation (GJDC), the Long Island Rail Road Company (LIRR) and/or other appropriate entities pertaining to vehicular and pedestrian improvements to the Sutphin Boulevard underpass between Archer Avenue and 94th Avenue (East Side), providing for payments by the Port Authority of up to \$2.2 million in connection therewith, and pertaining to the acquisition of certain parcels of property on 94th Avenue in the vicinity of Sutphin Boulevard near the new LIRR station to be constructed in Jamaica, New York, providing for payments by the Port Authority of up to \$3.3 million in connection therewith; in each case, with the final details of these agreements to be presented to the Committee on Operations for approval; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized to take such actions and to execute all further agreements and documents as shall be necessary to effectuate the above-described agreements; and it is further

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RESOLVED, that the form of the agreements, and any further documents required to effectuate the above-described transactions, shall be subject to the approval of General Counsel or his authorized representative.

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NEWARK INTERNATIONAL AIRPORT – LEASE ANB-243 – GLADCO ENTERPRISES, INC.

It was recommended that the Board authorize the Executive Director to enter into a lease with GladCo Enterprises, Inc. (the Lessee) for the operation of two sit-down restaurants in Terminal B at Newark International Airport, one located in the Main Concourse and one located in the B-1 Connector. The leased premises will consist of a total of approximately 4,650 square feet, together with additional storage space.

The lease shall commence on or about August 14, 2001 and shall have a term of seven years from the date of beneficial occupancy of the later to open of the two restaurants, which in all events shall be no later than one hundred twenty days after the Port Authority delivers the relevant space. As of the rent commencement date, which in all events shall be no later than one hundred twenty days after the Port Authority delivers the first of the two concession spaces, the Lessee shall pay the greater of a minimum annual guaranteed rent (MAG) in the amount of \$450,000 or percentage rent equal to 13 percent of gross receipts for food and non-alcoholic beverages up to \$4 million, 14 percent of gross receipts for food and non-alcoholic beverages in excess of \$4 million, 16 percent of gross receipts for alcoholic beverages up to \$4 million and 18 percent of gross receipts for alcoholic beverages in excess of \$4 million. After the end of the first full calendar-based lease year, the Lessee shall pay a MAG equal to the greater of \$450,000 or 85 percent of the MAG and percentage rent payable during the preceding lease year just ended. The Lessee shall be required to make an initial capital investment of at least \$1,700,000.

The Port Authority shall have the right to separately terminate the letting for each of the Lessee's two operations, in which case the MAG for the remaining operation will be proportionately adjusted. The Port Authority shall have the right to renew the lease for one two-year period on the same terms and conditions, except that the Lessee shall have an obligation to invest \$50 per square foot to refurbish the spaces during the renewal period.

The Port Authority may terminate the lease on 30 days' notice without cause, in which event it shall be obligated to reimburse the Lessee for its unamortized initial capital investment up to \$1,200,000 for the Main Concourse restaurant and up to \$500,000 for the B-1 Connector restaurant, calculated on a straight-line basis over the stated lease term. In the event the lease is renewed and the Port Authority terminates the letting without cause, it shall be obligated to reimburse the Lessee for its unamortized refurbishment capital investment during the renewal period in an amount up to \$75,000 for the Main Concourse restaurant and up to \$157,000 for the B-1 Connector restaurant, calculated on a straight-line basis over the extension period.

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Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Gargano, Martini, Philibosian, Race, Song and Weinstein voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a lease agreement with GladCo Enterprises, Inc., substantially in accordance with the terms and conditions outlined to the Board; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

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NEWARK INTERNATIONAL AIRPORT – SUPPLEMENT TO PERMIT ANA-374 – CA ONE SERVICES, INC.

It was recommended that the Board authorize the Executive Director to enter into a supplement to the existing privilege permit, dated as of November 1, 1988, between the Port Authority and CA One Services, Inc. (CA One, formerly known as Concession Air Corporation).

In connection with CA One's subleasehold at Terminal C at Newark International Airport, the Board authorized a prior supplement to this permit in July 1998 in connection with a reduction in CA One's subleasehold pursuant to the first amendment to the sublease between Continental Airlines, Inc. (Continental) and CA One. The proposed supplement to the permit is being made in connection with the second amendment to Continental's sublease with CA One, which provides for, among other things, a further reduction in CA One's subleasehold.

The proposed supplement reflects this further reduction in the scope of CA One's permission to operate at Terminal C. In addition, it includes the Port Authority's consent to CA One's assignment to, and assumption by, Continental of sub-subleases between CA One and third-party vendors which operate in a portion of CA One's subleasehold. The supplement further provides that, effective as of September 1, 2001, the guaranteed annual minimum fee shall be changed from \$0.45 per enplaning passenger to \$100 per square foot (with provision for further modification in the event there is a further reduction of CA One's subleasehold with Continental), and the percentage rental structure shall be modified. CA One is required to provide specified employee discounts on most sales, except those of alcoholic beverages, with concomitant lower percentage rentals payable on such employee-discounted sales. It will be entitled to a one-time credit associated with the discount program and, in addition, credits in annual amounts up to \$50,000 if specified customer service and street pricing objectives are met. Certain other modifications to CA One's permit shall be made consistent with its reduced subleasehold. Termination by the Port Authority of CA One's permit without cause on 30 days' notice will continue to require the joint subscription of both the Port Authority and Continental.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Gargano, Martini, Philibosian, Race, Song and Weinstein voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a permit supplement with CA One Services, Inc., to be agreed to by Continental Airlines, Inc., substantially in accordance with the terms and conditions outlined to the Board; the form of the agreement(s) shall be subject to the approval of General Counsel or his authorized representative.

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TETERBORO AIRPORT – JET AVIATION TETERBORO, L.P. – SUPPLEMENTAL AGREEMENT TO TA-301 – EXPANSION OF RAMP AREA, ADDITIONAL CONSTRUCTION OF HANGAR, RELOCATION OF TAXIWAY M, ADVANCES FOR CONSTRUCTION OF NEW TERMINAL/OFFICE BUILDING

It was recommended that the Board authorize the Executive Director to enter into a Supplemental Agreement (Supplement) with Jet Aviation Teterboro, L.P. (JET), formerly known as Jet Aviation of America, Inc., at Teterboro Airport providing for the expansion of JET's ramp area by approximately 235,841 square feet, the construction of a new 39,750 square-foot hangar and the relocation of Taxiway M.

On June 29, 2000, the Board authorized the Executive Director to extend JET's Agreement TA-301 for a term of 20 years from the earlier to occur of the completion of construction of a new terminal/office building or December 31, 2022, and to provide for the addition to the space, and paving, of approximately 4.5 acres of airside space and one acre of landside space, and for the construction of a new terminal/office building. The Supplement would provide that construction advances be made to JET in an amount not to exceed \$13 million, to be distributed as follows: \$6.5 million for the relocation of Taxiway M, all paving work and the construction of a 39,750 square-foot hangar, and \$6.5 million for the construction of the new terminal/office building previously authorized by the Board, with JET paying additional fees in connection therewith over the remainder of the term of Agreement TA-301, as extended, on a financially self-sustaining basis. The Supplement would also amend the expiration date previously authorized by the Board to provide that Agreement TA-301 expire 20 years from the completion of all construction, but still no later than December 31, 2022.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Gargano, Martini, Philibosian, Race, Song and Weinstein voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a Supplemental Agreement to Use and Occupancy Agreement TA-301 with Jet Aviation Teterboro, L.P. at Teterboro Airport, substantially in accordance with the terms and conditions outlined to the Board; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

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HARBOR NAVIGATION (50 FOOT) PROJECT – PROJECT COOPERATION AGREEMENT WITH THE U.S. ARMY CORPS OF ENGINEERS – AGREEMENT WITH THE STATE OF NEW JERSEY

Staff has been working with the United States Army Corps of Engineers (Corps) over the past five years on a program to deepen the channels in the Port of New York and New Jersey. In 1998, the Board authorized the Executive Director to enter into two Project Cooperation Agreements (PCAs) with the Corps. The first authorization was for a deepening to 45 feet and the selective widening of the Kill Van Kull (KVK), Newark Bay (NB) and Elizabeth Channels at an estimated cost of \$621 million, with a local share estimated to be \$217.4 million. The second agreement was for the deepening to 40/41 feet and the selective widening of the Arthur Kill Channel at an estimated total project cost of \$253.5 million, with a local share of 35 percent of project costs estimated to be \$88.7 million. As a result of a revision in the Corps' estimate to fully fund these projects from \$874.5 million to \$1,021.2 million, the Board in December 1998 authorized an increase in the local share on the KVK, NB and Elizabeth Channels from \$217.4 million to \$256.6 million and, in May 1999, an increase in the local share on the Arthur Kill deepening from \$88.7 million to \$100.9 million. The first four contracts of this 45-foot deepening project have been awarded and are scheduled to be completed this year. Work on the Arthur Kill deepening project is expected to begin before year-end 2001.

Further, the Board in February 2000 authorized the Executive Director to enter into an agreement with the Corps for the Pre-construction Engineering and Design of channel improvements to 50 feet at a total estimated cost of \$27 million, and to pay the local share of \$6.75 million. The current schedule for completion of the design of these 50-foot improvements is 2005, with construction to begin thereafter. At the same time, the State of New Jersey negotiated an agreement with the Corps to deepen and selectively widen the Port Jersey Channel to 41 feet at a fully funded cost estimated at \$113 million. It is anticipated that New Jersey will execute a PCA with the Corps that will obligate the State to pay the non-federal local sponsor share for this project, which is estimated at \$43 million. Work on this project is expected to begin in the fourth quarter of 2001.

Completion of all the channel improvements, including those already authorized and the proposed 50-foot or greater deepening and widening efforts, is currently projected for 2016, and staff estimates that the total fully funded cost of this work is approximately \$3 billion, with a non-federal local sponsor cost of \$1.5 billion.

In June 2000, the Board authorized the Executive Director to enter into lease agreements with Maersk Sealand and Maher Terminals, Inc., and in September 2000 with Port Newark Container Terminal, LLC, contractually obligating the Port Authority to work with the United States Government to provide 50-foot channels by 2009. The Maersk Sealand lease provides the tenant with termination rights in the event the Port Authority is unable to deliver the deeper channels on time. In an effort to meet this 2009 lease commitment, staff this year hired a consultant to review the various deepening projects and identify ways to shorten the construction schedule. The consultant has recommended that instead of proceeding with 45 separate construction contracts to deepen the various harbor channels to 41 feet and 45 feet, and thereafter to 50 feet, the Port Authority should work with the Corps to wrap all the projects into a consolidated program, with deepening done directly to 50 feet, through approximately seven very large contracts that consolidate various sediment types together and allow observation of

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dredging windows. In addition to shaving seven years from the construction schedule, the consultant has identified considerable financial, engineering and environmental benefits to a consolidated project, and estimates that the fully funded project cost could be reduced by approximately \$800 million, with a savings to the non-federal local sponsor of approximately \$400 million.

To effect a consolidation of all the deepening projects in the harbor, the Port Authority will need to enter into a new consolidated PCA or PCAs with the Corps, which will supercede the current KVK/NB agreement to 45 feet, the Arthur Kill agreement to 40/41 feet, and the State of New Jersey agreement for the deepening of the Port Jersey Channel to 41 feet. In addition to covering the work currently underway under these existing agreements, a consolidated PCA or PCAs will provide for the deepening and selective widening of all these channels to 50 feet, as well as the Ambrose, Anchorage and Bay Ridge Channels to 50-plus feet. New Jersey has committed to pay all local share costs associated with the deepening of the Port Jersey Channel first to 41 feet, then to 52 feet. If the Port Authority enters into a consolidated agreement with the Corps covering the deepening of the Port Jersey Channel, the State has agreed to reimburse the Port Authority for all non-federal local sponsor costs associated with accomplishing this work. No similar consolidated PCA has ever been accomplished before.

Key to achieving the aggressive construction schedule proposed by the consultants will be funding availability by both the Port Authority and the federal government. If federal legislative authority to consolidate the funding of these projects and the accompanying appropriations is not available on the proposed schedule, construction will proceed on a slower schedule and the benefits of the consolidation will be lost. Efforts are underway to secure these federal commitments and authority. To assure that this region reaps both the environmental and financial benefits of the consolidation, it is recommended that the Port Authority consider advancing funds, if necessary, to cover any federal funding shortfall during the construction, with repayment to be expected at the end of construction based on federal appropriations. In the absence of specific legislative assurance, however, there is no guarantee that the Port Authority will receive credit for the money advanced or will be repaid.

The purpose of the new PCA or PCAs is to advance scheduled completion dates of 50-foot channels to the Port of New York and New Jersey by several years and to secure construction savings. This action will help ensure that the Port will be able to accommodate the next generation of deep-draft container vessels at the earliest date possible, meet our lease obligations to our tenants and achieve a 50-foot port in the most cost-effective and environmentally protective manner to meet future regional consumer demands. Proceeding in this manner will rationalize the work to be done and maximize the benefits to the harbor.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Gargano, Martini, Philibosian, Race, Song and Weinstein 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:

- 1) negotiate and enter into a consolidated Project Cooperation Agreement (PCA) or Agreements with the United States Government,

Department of the Army (Army) for the deepening to 50 feet or greater and the selective widening of the New York/New Jersey harbor channels, including but not limited to, the Ambrose Channel to 53 feet, the Kill Van Kull (KVK), Newark Bay (NB), Arthur Kill and Port Jersey Channels to 52 feet, and the Anchorage and Bay Ridge Channels to 50 feet, (collectively, the Project) in the form required by the Army pursuant to federal law or Army Corps of Engineers policy, among other matters, providing that the Port Authority agree to pay the non-federal local sponsor's share of costs of the total project costs, which may ultimately be higher than the current cost estimates;

2) pay the local sponsor cost share of 35 percent of the cost of the Project to bring the Channels to a depth of 45 feet and 50 percent of the cost of the Project to bring the Channels to a depth in excess of 45 feet, currently estimated at \$1.1 billion of the fully funded project cost estimated at \$2.3 billion;

3) provide the federal share of the construction cost in the event that federal appropriations are insufficient to advance the project on a timely basis, and to assume the financial risk for said payments;

4) assume the financial and other obligations of the State of New Jersey with respect to the deepening and the selective widening of the Port Jersey Channel to 41 feet, and subsequently, to 52 feet, contingent on the State of New Jersey's agreement to pay the Port Authority the local sponsor costs associated with the deepening of the Port Jersey Channel;

5) execute an agreement with the State of New Jersey to recover from the State all local sponsor costs associated with the deepening of the Port Jersey Channel; and

6) sign other related contracts, agreements and documents and provide an interest-bearing escrow, letter of credit or other funding assurances as may be required to fulfill the Port Authority's responsibility under the PCA or PCAs; and it is further

RESOLVED, that the form of the PCA or PCAs and all agreements, contracts and documents necessary to implement the PCA or PCAs shall be subject to the approval of General Counsel or his authorized representative.

HOWLAND HOOK MARINE TERMINAL – WHARF EXTENSION AND STRENGTHENING AND INSTALLATION OF CRANE RAILS – PROJECT AUTHORIZATION AND AWARD OF CONTRACTS – AMENDMENT OF LEASE AND SUBLEASE

It was recommended that the Board authorize: (1) a project at the Howland Hook Marine Terminal (Terminal) to extend and strengthen the existing wharf, to install crane rail systems on the wharf and wharf extensions, and to perform other improvements at the Terminal, at a total estimated project cost of \$60 million; and (2) the Executive Director to (a) take action with respect to construction contracts and contracts for professional and advisory services related to the project, (b) enter into an agreement with the City of New York (City) to amend the lease agreement (Lease) covering the letting by the Port Authority of the Terminal, and an agreement with Howland Hook Container Terminal, Inc. (HHCTI) to amend the sublease (Sublease) covering the subletting and operation of the Terminal, as may be necessary to modify the configurations of the existing leasehold and subleasehold, respectively, and the maintenance obligations of the parties thereunder in connection with the project, and (c) enter into such other agreements as may be necessary to effectuate the project.

The Terminal consists of approximately 187 acres and a 2,500-linear-foot wharf leased by the Port Authority from the City. Since the reopening of the Terminal in 1996 through a sublease with HHCTI, containerized and bulk cargo at the Terminal has grown steadily, and shipping activity has reached a level that now requires an extension of the wharf. In addition to the increased number of ships calling at the Terminal, the size and draft of the ships have also increased, a trend that is expected to continue. On a peak day, as many as four ships with an average length of 725 feet call at the Terminal. When this occurs, one ship must wait for berth space until another ship completes its cargo activity and departs. This limited berthing capacity is costly to the shippers and vessel operators and is operationally inefficient for the Terminal operator, HHCTI. This project would extend the existing wharf by approximately 500 linear feet (300 to the north, 200 to the south) to create a wharf of approximately 3,000 linear feet capable of accommodating up to four 725-foot ships, and would structurally strengthen a 945-foot portion of the existing wharf to allow for future deepening of the berthing area up to 50 feet to accommodate larger vessels and support the weight of four new electric post-Panamax cranes planned for the Terminal. The berthing area would be similarly extended, widened to approximately 145 feet, and dredged to a depth of up to 45 feet. The work under this project would also include: the construction of a 100-foot gauge crane rail system on the northern 1,245 feet of the wharf and wharf extension, and a 50-foot gauge crane rail system on the southern 200-foot wharf extension; the upgrading of the electrical power feed and distribution system to accommodate post-Panamax cranes; the creation of approximately three acres of additional staging areas for the loading and unloading of container vessels; and the modification of two existing Port Authority-owned PACECO cranes from a buss-bar powered system to a more modern and efficient cable reel system, for compatibility with post-Panamax cranes and for operational flexibility with new and existing cranes at the Terminal.

The New York State Department of Environmental Conservation has issued a Permit covering Water Quality Certification, Protection of the Waters, and Tidal Wetlands. The New York State Department of State has issued a Coastal Consistency Concurrence. The U.S. Army Corps of Engineers (Corps) Permit Application has been submitted and is under review by the Corps. The New York City Uniform Land Use Review Procedure (ULURP) Street Vacation

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Application for Richmond Terrace has been submitted and is under review by the City. Richmond Terrace, presently a mapped public street which extends into the area of the proposed wharf extension, will be vacated, eliminated as a public street and incorporated under the Lease and Sublease. A small portion of the existing Terminal premises will be surrendered to the City to create a new terminus of the public portion of Richmond Terrace. These transactions, together with the wharf extension and berth expansion and deepening, will result in a reconfiguration of the Terminal premises and the subleased premises, requiring amendments to the Lease with the City and the Sublease with HHCTI. It is contemplated that the maintenance obligations of the Port Authority under the Lease, and of the Port Authority and HHCTI under the Sublease, will apply to the additions and improvements under the project. Also, since the new wharf will be constructed over a 0.83-acre area of open water and tidal wetlands, the tidal wetlands impact will require mitigation in the form of restoring vegetation to adjacent wetlands in an area of approximately one acre.

It is anticipated that work would commence in the fourth quarter of 2001 and be completed in the fourth quarter of 2003. Work would be staged to minimize adverse impacts on Terminal operations. The costs of the project are not recoverable. The Port Authority is not receiving additional rent based upon the capital investment. The capital investment is not required by the lease.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Gargano, Martini, Philibosian, Race, Song and Weinstein voting in favor; none against:

RESOLVED, that a project at the Howland Hook Marine Terminal (Terminal) to extend and strengthen the existing wharf, to install crane rail systems on the wharf and wharf extensions, and to perform other improvements at the Terminal, at a total estimated project cost of \$60 million, including payments to contractors, allowances for extra work (if necessary) and net cost work, administrative, engineering and financial expenses and a project contingency (if necessary), 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: (1) take action with respect to construction contracts and contracts for professional and advisory services related to the foregoing project as he deems in the best interest of the Port Authority, including, without limitation, award of Contract HH-334.009, "Howland Hook Marine Terminal Wharf Extension, Crane Rails and Berth Strengthening," at a total estimated construction cost of \$32.9 million; Contract HH-334.014, "Howland Hook Marine Terminal 4.16kV Substation Modifications," at a total estimated construction cost of \$1.3 million; Contract HH-334.016, "Howland Hook Marine Terminal Wharf Extension Berth Deepening," at a total estimated construction cost of \$5.8 million; and Contract HH-334.017, "Howland Hook Marine Terminal Installation of Power Cable Reel Systems on PACECO Cranes," at a total estimated construction cost of \$700,000, to the lowest bidder(s) who, in his opinion, are qualified by reason of responsibility, experience and capacity to perform the work and

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whose bid price(s) he deems reasonable; or to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more other bidders or contractors; (2) execute contracts and supplemental agreements with such bidders or contractors as he deems in the best interest of the Port Authority and to order extra work (if necessary) and net cost work in connection with each contract, including supplemental agreements thereto; (3) enter into an agreement with the City of New York to amend the lease agreement covering the letting by the Port Authority of the Terminal, and an agreement with Howland Hook Container Terminal, Inc. to amend the sublease covering the subletting and operation of the Terminal, as may be necessary to modify the configurations of the existing leasehold and subleasehold, respectively, and the maintenance obligations of the parties thereunder in connection with the project; and (4) enter into such other agreements as may be necessary to effectuate the 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.

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PORT NEWARK – PORT NEWARK CONTAINER TERMINAL LLC – LEASE L-PN-264 – SUPPLEMENT NO. 1

It was recommended that the Board authorize the Executive Director to enter into an amendment to the Port Newark Container Terminal LLC (PNCT) terminal lease at Port Newark to: (1) lease approximately 7.16 additional acres of open area at Port Newark to be used by PNCT as an interim intermodal rail facility (the Rail Facility) in connection with its operations under its terminal lease; and (2) provide PNCT with the option to have the Port Authority act as PNCT's contractor with respect to berth deepening to be performed under its terminal lease.

The letting of the Rail Facility will commence on or about September 1, 2001 and will expire on August 31, 2005. PNCT will perform work to make the Rail Facility operational and, upon completion, the Port Authority will reimburse PNCT in an amount not to exceed \$500,000 on account of the cost of the work. PNCT will pay an annual rental of \$68,645.85, which will commence on the earlier of the completion of the work or November 1, 2001. In addition, PNCT will pay a container lift fee to the Port Authority in connection with operations at the Rail Facility. The Port Authority and PNCT will each have the right to terminate the letting of the Rail Facility upon 60 days' notice in the event that PNCT's permanent terminal intermodal rail facility becomes operational prior to the expiration of the letting of the Rail Facility.

PNCT is obligated under its terminal lease to deepen 1,875 linear feet of berthing area to 49 feet and then to 52 feet below mean low water. In addition, PNCT has the right to so deepen an additional 425 linear feet of berthing area if specified open area is added to the terminal lease. At PNCT's option, the Port Authority will act as contractor as to all or part of the aforesaid deepening work, with PNCT to reimburse the Port Authority on account of the cost of the work. Also at PNCT's option, the Port Authority will invest an amount not to exceed \$8 million in the deepening work, with any such investment to be recovered at financially self-sustaining rates.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Gargano, Martini, Philibosian, Race, Song and Weinstein 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 amendment to the Port Newark Container Terminal LLC (PNCT) terminal lease at Port Newark to: (1) lease approximately 7.16 additional acres of open area at Port Newark to be used by PNCT as an interim intermodal rail facility; and (2) provide PNCT with the option to have the Port Authority act as PNCT's contractor with respect to berth deepening to be performed under its terminal lease, substantially in accordance with the terms and conditions outlined to the Board; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

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RED HOOK CONTAINER TERMINAL – AUTHORIZATION TO CONTINUE THE BARGE PROGRAM

It was recommended that the Board authorize the Executive Director to: 1) expend up to \$7.5 million of Port Authority funds for the continued operation of the Red Hook Barge Program (Barge Program) through August 2004, with the understanding that a separate Board authorization will be required for each year's expenditure in years 2002 and 2003; 2) enter into an agreement with American Import-Export Trucking Company, the barge operator, to effectuate the Barge Program extension; and 3) provide a one-time payment of \$5 million to American Import-Export Trucking Company as compensation for funding shortfalls in connection with the Barge Program over the past two years.

The current lease with American Stevedoring, Inc. (ASI), the tenant at the Red Hook Container Terminal, expires on August 31, 2001. Staff is currently concluding negotiations with ASI, and it is anticipated that staff will seek authorization from the Executive Director to extend that lease for a term of three years. ASI will have the right to terminate the Red Hook lease if the Barge Program funding ceases.

The Barge Program provides an incentive to retain container business at the Red Hook facility and provide needed container capacity in the harbor until the Port Commerce facilities' redevelopment program is complete. It also allows bulk and breakbulk commodities that are not handled elsewhere in the Port of New York and New Jersey to be handled on a competitive basis so that the business is not lost to another port. Therefore, continued participation in and funding for the Barge Program will provide needed capacity, support the ongoing tenancy of ASI at the Red Hook Container Terminal, and provide a suitable location for the handling of bulk and breakbulk commodities, while assisting New York State in realizing its economic development and air quality goals.

The Port Authority has supported the Barge Program, in part, since the Gowanus Expressway Reconstruction Program began in 1991. It was designed to maintain the then-current levels of service and to mitigate adverse impacts of the Gowanus reconstruction on roadside access to Red Hook by transporting containers between the Red Hook Container Terminal and the New Jersey Marine Terminals via barge. The Barge Program was supported in 1991 by the Board's authorization to expend \$3.1 million in Port Authority funds for operation of the Program. In September 1993, the Board authorized the Port Authority's continued participation in the Barge Program and has periodically authorized additional expenditures to support the ongoing operations of the Program. To date, the Port Authority has contributed \$33.6 million in operating assistance to the Barge Program. Actual operating costs incurred by American Import-Export Trucking Company during this period were approximately \$42.6 million, resulting in a shortfall in funding for the period of approximately \$9 million. The Port Authority is offering a one-time payment of \$5 million to American Import-Export Trucking Company to mitigate this shortfall.

It is currently anticipated that some level of Port Authority financial assistance will be required to keep the Barge Program operating and the Red Hook Container Terminal open. The total cost to operate the barge on an annual basis is approximately \$6.6 million. This authorization of annual funding of \$2.5 million will allow for all interested parties to pursue additional funding for the Barge Program for the balance of the program year, as well as for the

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future. To date, the New York Shipping Association, the International Longshoremen's Association and American Import-Export Trucking Company have committed to contribute funding for the continuation of the Barge Program.

American Import-Export Trucking Company, a subsidiary of ASI, will operate the barge, under an agreement with the Port Authority.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Gargano, Martini, Philibosian, Race, Song and Weinstein 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: a) expend up to \$7.5 million of Port Authority funds for the continued operation of the Red Hook Barge Program (Barge Program) through August 2004, with the understanding that a separate Board authorization will be required for each year's expenditure in years 2002 and 2003; b) enter into an agreement with American Import-Export Trucking Company, the barge operator, to effectuate the Barge Program extension; and c) to provide a one-time payment of \$5 million to American Import-Export Trucking Company as compensation for funding shortfalls in connection with the Barge Program over the past two years; 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.

AUTHORIZATION TO ACQUIRE REAL PROPERTY IN THE PORT DISTRICT REGION OF THE HUDSON-RARITAN ESTUARY IN SUPPORT OF PORT REDEVELOPMENT, ECONOMIC DEVELOPMENT AND OTHER PORT AUTHORITY CAPITAL PROGRAMS

As the Port Authority initiates its capital program, strategic land acquisitions will become necessary to assure the timeliness and cost effectiveness of facility expansion and redevelopment in the face of community concerns over loss of public access and natural resource areas and facility operational impact. Moreover, the Port Authority's economic development initiatives, coupled with provision of public amenities in the urban core, will likely necessitate property acquisition at the initial stages of these projects, when final development designs are still evolving. As our capital program inevitably exerts development pressure on undeveloped lands and natural resource areas, it will be necessary to provide a means to secure the continued existence of these areas as open space, public access areas and ecologically sensitive resources for future generations. Through the Harbor Estuary Program (HEP), the Hudson-Raritan Estuary Restoration Study (HRE), the Comprehensive Port Improvement Plan (CPIP), identification of critical acquisitions has gone forward and many of these are ready to be acted upon. These identifications, *inter alia*, seek to maintain the critical mass of habitat necessary to sustain indigenous species and limit or forestall overdevelopment of the land-water interface at the locations needed to avoid their loss. As natural resource areas become diminished through development, the value of the remaining natural resource areas will increase. This will result in additional requirements for developers in terms of "mitigation ratios" or outright prohibition on development in critical habitat areas. Regulatory mechanisms are already in place through the Army Corps of Engineers regulatory program on filling of wetlands (Section 404, Clean Water Act), as well as the states' coastal zone management programs and various freshwater and tidal wetlands regulations in both New York and New Jersey. The coastal zone management programs, likewise, provide the framework and mechanism for assuring public access to the waterfront. Furthermore, from a facility expansion/land use perspective, it is appropriate and will likely be necessary to increase buffer areas surrounding Port Authority facilities to diminish the impact of their activities on the surrounding communities.

In light of the foregoing, it was proposed that the Port Authority set aside \$60 million for property acquisition activities (\$30 million in each State) within the Port District to facilitate the acquisition of strategically important properties as discussed above, and in the case of natural resource acquisitions, secure their long-term preservation through conservation easements, and/or long-term leases with not-for-profit organizations and governmental national resource agencies or municipalities. Eligibility criteria for capital funding will necessitate that the selected project/sites underpin the Port Authority's capital programs by providing:

- Natural resource areas that help maintain the *status quo* in terms of mitigation ratios required for development;
- Opportunities for environmental enhancement/ancillary economic redevelopment;
- Buffer areas around existing facilities or newly expanded facilities that diminish the impact of operations on the surrounding communities; and
- Public access at areas deemed critical for such access in coastal zone management plans and local waterfront revitalization plans.

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The final selection will be carried out in consultation with the Office of the Governor in the State where the property to be acquired is located, together with natural resource agencies and representatives of environmental organizations with expertise in these issues. Thereafter, as appropriate, the sites may be leased on a long-term basis to not-for-profit organizations, natural resource agencies, or municipalities that would be responsible for their stewardship and use. Alternatively, the sites could remain in Port Authority use/stewardship indefinitely.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Gargano, Martini, Philibosian, Race, Song and Weinstein voting in favor; none against:

RESOLVED, that in support of Port Redevelopment, Economic Development and other Port Authority Capital Programs, the acquisition and improvement by the Port Authority of real property suitable for conservation, ecological enhancement, public access or environmental mitigation, in the Port District area of the Hudson-Raritan Estuary, which includes all the waters of the New York and New Jersey Harbor and the tidally influenced portions of all rivers and streams that empty into the harbor (the Hudson-Raritan Estuary), at a total estimated cost of \$60 million (\$30 million for New York sites and \$30 million for New Jersey sites), including property acquisition, payments to contractors, allowances for extra work (if necessary) and net cost work, engineering, administrative and financial expenses, and a contingency (if necessary) be and they hereby are authorized; and it is further

RESOLVED, that the Executive Director and/or General Counsel, either one acting individually, are hereby authorized to acquire, for and on behalf of the Port Authority, one or more sites in New York and New Jersey in the Port District areas of the Hudson-Raritan Estuary which may be identified by Port Authority staff as suitable for conservation, ecological enhancement, public access or environmental mitigation in support of Port Redevelopment, Economic Development and other Port Authority Capital Programs, in each case, with the final details of the acquisition to be presented to the Committee on Operations for approval prior to the acquisition, and incur all costs and expenses and execute all documents including, without limitation, conveyances relating to the transfer of property interests to or from the Port Authority and agreements with public and private entities involving, among other matters, leases, creation of conservation and public access easements, in lieu of tax payments, environmental studies and investigations, appraisals, surveys, title searches and title insurance necessary or incidental to such acquisition, property improvements and transfers of property interests; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to: (a) take action with respect to purchase and construction contracts and contracts for professional and advisory services related to the foregoing authorization as he deems in the best interest of the Port Authority, award such contract(s) to the lowest

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bidder(s) qualified by reason of responsibility, experience and capacity to perform the work and whose bid price he deems reasonable; or to reject all bids, solicit new bids on revised or the same requirements, or negotiate with one or more bidders or contractors; (b) execute contracts and supplemental agreements with such bidders or contractors as he deems in the best interest of the Port Authority, and to order extra work (if necessary) and net cost work in connection with each contract, including supplemental agreements thereto; (c) obtain approvals, permits and licenses necessary to effectuate the authorization; and (d) enter into such other agreements as may be necessary to effectuate the foregoing 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.

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**PROFESSIONAL SERVICES FOR PORT AUTHORITY PROPERTY DEVELOPMENT
– AGREEMENT WITH REAL ESTATE SOLUTIONS LLC AND APPLESEED,
INC., A JOINT VENTURE**

It was recommended that the Board authorize the Executive Director to enter into an agreement with the joint venture of Real Estate Solutions, LLC (Real Estate Solutions) and Appleseed, Inc., (Appleseed), to evaluate potential development opportunities for certain Port Authority-owned properties, at a compensation not to exceed \$250,000. It is anticipated that their work will commence during September 2001 and be concluded by February 2002.

Staff has identified a total of six Port Authority-owned sites in New York and New Jersey that may have potential for near-term development, thereby permitting the Port Authority to realize maximum value for these underutilized sites.

In order to advance this initiative, the benefit of professional advice and counsel is now required to evaluate the potential of each site and recommend an appropriate course of action. Proposals therefore were solicited from six firms based upon their known qualifications and experience. The proposed scope of work involves five tasks for each of these sites: 1) perform property evaluations; 2) identify potential users; 3) provide order of magnitude property values based on highest and best use; 4) identify order of magnitude incremental costs of construction due to existing property constraints; and 5) provide development strategies for recommended options.

Four proposals were received, and an interdepartmental selection committee recommended the Real Estate Solutions/Appleseed joint venture as the highest-rated firm, based on management approach, quality and experience of staff, and pricing.

Hugh O'Neil, a principal at Appleseed, Inc., served as an Assistant Executive Director of the Port Authority from 1985 to 1991. Pursuant to the Board's resolution of September 12, 1991, the prior approval of the Board is required for post-employment consulting contracts with former employees who were required to file financial disclosure statements under the Code of Ethics and Financial Disclosure while they were employees. Mr. O'Neil's services will conclude with the presentation of a final report.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Gargano, Martini, Philibosian, Race, Song and Weinstein 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 joint venture of Real Estate Solutions, LLC and Appleseed, Inc. (a principal of which is Hugh O'Neil, who served as an Assistant Executive Director of the Port Authority from 1985 to 1991), to evaluate potential development opportunities for certain Port Authority-owned properties, at a compensation not to exceed \$250,000; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

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**LONG-TERM PROPERTY RIGHTS AGREEMENT – HUGH L. CAREY BATTERY
PARK CITY AUTHORITY**

It was recalled that the Board at its May 25, 2000 meeting authorized the Executive Director: (1) to negotiate and enter into a long-term property rights agreement with the Hugh L. Carey Battery Park City Authority (BPCA) for access to and use of such premises within Battery Park as would be required (i) to connect a permanent ferry terminal to the seawall at Battery Park City, (ii) to support, operate, maintain and repair the terminal, and (iii) for the continued access and connection to all utilities serving the terminal, subject to the Board's approval of the final terms of the Agreement; and (2) to authorize the design and construction of the permanent ferry terminal to be located at Battery Park City, at a total estimated project cost of \$37.4 million.

Staff has now reached agreement on the final terms of a proposed long-term license agreement for the terminal, and it was recommended that the Board authorize the Executive Director to enter into the agreement. The agreement would grant the Port Authority permission to attach a permanent ferry terminal to the seawall at Battery Park City for a term commencing on or about August 13, 2001 and expiring on or about June 17, 2069, and would require that the Port Authority: (i) make a one-time payment of \$10 to BPCA as consideration for the grant of the license; (ii) make an annual payment to BPCA of \$14,000, escalating at a flat three percent annual rate over the life of the agreement, to compensate for incremental costs associated with increased maintenance of the Battery Park City esplanade area necessitated by ferry passenger activity; and (iii) satisfy a pre-existing obligation of approximately \$255,792 related to construction performed by BPCA on behalf of the Port Authority. All upland improvements necessary to accommodate the terminal will be performed by BPCA at the expense of the Port Authority, the cost of which was included in the authorization for the design and construction of the permanent ferry terminal. The proposed terminal will accommodate the Hoboken, New Jersey, ferry service, three ferry services from Jersey City, New Jersey (Colgate, Harborside, Liberty Harbor), and a ferry service from Weehawken, New Jersey, all currently operating from an interim terminal at Battery Park City, as well as new regional ferry services.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Gargano, Martini, Philibosian, Race, Song and Weinstein voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a long-term license agreement with the Hugh L. Carey Battery Park City Authority, substantially in accordance with the terms outlined to the Board, and to take all other actions necessary or appropriate in furtherance thereof; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

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**PROCTER & GAMBLE NITROGEN OXIDE EMISSIONS CREDITS – TRANSFER TO
NEW YORK POWER AUTHORITY**

It was recommended that the Board authorize the Executive Director to enter into an agreement with the New York Power Authority (NYPA) to transfer certain nitrogen oxide (NOx) Emission Reduction Credits from the Port Authority to NYPA. In consideration of the transfer, NYPA would agree to participate in projects that have a value of approximately \$1.4 million and that would ultimately benefit air quality and the environment in the region, including a study of emission reductions from dredging operations through the use of cleaner fuel and retrofitting equipment.

In order to expand electrical generation capacity in the New York City metropolitan area, NYPA is constructing a dozen “temporary” electricity generation plants throughout the five boroughs of New York City and Long Island. In order to assist NYPA to receive the required New York State Public Service Commission Licenses, the Port Authority entered into the functional equivalent of a letter of intent with NYPA to transfer 202.90 NOx Emission Reduction Credits credits obtained by the Port Authority through its acquisition of the Procter and Gamble site adjacent to Howland Hook Marine Terminal. This action facilitated NYPA’s ability to carry out its mandate to assure adequate installed generation capacity throughout the State, and also provided the Port Authority with an opportunity to improve the region’s air quality. It is now desired to finalize the agreement with NYPA to transfer these credits.

Identification and implementation of an array of projects that would ultimately benefit air quality and the environment in return for these credits is in keeping with the Port Authority’s assumption of stewardship as its guiding environmental principle and a necessary adjunct of the agency’s capital program. Given that numerous large Port Authority facilities are sited in the Borough of Queens and that the borough is the focus of the NYPA expansion, several possible projects that would benefit the Queens community are being explored.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Gargano, Martini, Philibosian, Race, Song and Weinstein 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 New York Power Authority (NYPA) to transfer certain nitrogen oxide Emission Reduction Credits from the Port Authority to NYPA in consideration of NYPA’s participation in energy efficiency and environmentally beneficial projects having a value of approximately \$1.4 million; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

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ENLARGEMENT OF FOREIGN TRADE ZONE NO. 49 THROUGH THE ESTABLISHMENT OF A SUBZONE TO INCLUDE MOVADO GROUP, INC. IN MOONACHIE, NEW JERSEY

It was recommended that the Board authorize the Executive Director to file an application on behalf of the Port Authority as Grantee of Foreign Trade Zone No. 49, with the Foreign Trade Zone Board of the U.S. Department of Commerce, for the establishment of a subzone at the Movado Group, Inc. (Movado) facility in Moonachie, New Jersey and to execute an appropriate agreement with Movado.

Movado is a manufacturer and distributor of high quality wristwatches. The company currently employs 150 people at its Moonachie site and 250 people at its headquarters in Woodcliff Lakes, New Jersey. Staff has been advised that if the application is approved Movado will be able to reduce costs and subsequently consolidate some of its overseas distribution centers into the Moonachie facility. Trade Zone benefits would permit Movado to defer payment of U. S. Customs duties and streamline its Customs clearance process.

Movado intends to use the Moonachie site to distribute watches imported from the Far East and Europe. With subzone status, Movado anticipates consolidating some of its existing international distribution points into this facility and expanding its distribution to include international destinations, thereby increasing exports from this region. Savings realized from subzone status will enable Movado to expand the volume of its watch distribution substantially, creating additional jobs at this facility. Without subzone status, Movado will consider opening a distribution center in Hong Kong instead of the United States.

Although the Port Authority, as Grantee, has ultimate liability for the General-Purpose Zone and any subzone, the establishment of the Movado facility as subzone of Foreign Trade Zone No. 49 would not result in any unusual cost, expense or risk of loss to the Port Authority.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Gargano, Martini, Philibosian, Race, Song and Weinstein 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 file an application with the Foreign Trade Zone Board of the United States Department of Commerce for the establishment of a subzone of Foreign Trade Zone No. 49 at the Movado Group, Inc. (Movado) facility and warehouse in Moonachie, New Jersey and to execute appropriate agreements with Movado; the form of the agreements and documents involved in this application shall be subject to the approval of General Counsel or his authorized representative.

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TRANSPORTATION PLANNING STUDIES FOR NORTHERN NEW JERSEY

It was recommended that the Board authorize the Executive Director to enter into two agreements not to exceed \$11 million for funding of transportation planning studies related to growth in transportation demand at and around selected Port Authority facilities in northern New Jersey -- one agreement with the New Jersey Economic Development Authority (NJEDA) in the estimated amount of \$10 million to fund transportation planning and traffic analysis in the areas of Port Newark/Elizabeth Port Authority Marine Terminal, Newark International Airport, and areas to be affected by development within the control of the Hackensack Meadowlands Development Commission, including the Port Authority's interstate crossings, and the other agreement in the estimated amount of \$1 million with an appropriate entity to study congestion in certain areas along the Hudson County, New Jersey, waterfront.

The Port Authority's ambitious five-year capital plan includes major expansion and modernization of the Port Newark-Elizabeth Port Authority Marine Terminal and Newark International Airport to accommodate forecasted growth in transportation demand. These facilities depend on efficient landside connections to and from an increasingly congested roadway network. In addition, efficient management of the overall transportation requirements associated with new developments within the control of the Hackensack Meadowlands Development Commission impacts local infrastructure, but more importantly, the Port Authority's interstate crossings. The NJEDA is leading efforts with other agencies to plan new development in areas such as the Hackensack Meadowlands District and throughout the Port District. The NJEDA supports the growth of businesses and not-for-profit entities. Coordinating transportation planning and traffic analyses by state agencies with the Port Authority's efforts best assures that growing demand from our facilities and other developments can be accommodated as effectively as possible. The Port Authority's contribution to this collaborative effort would be in the estimated amount of \$10 million. The funds would be used by the NJEDA to make economic development loans in the Port District for the purpose of conducting some of the transportation planning studies.

An additional amount estimated at \$1 million would be used to identify and pursue potential mitigations that address the already congested surface transportation network in portions of Hudson County, reflecting increased demand both for use of Port Authority facilities and access to new economic development activity in and along the waterfront in Hudson County, particularly in Weehawken. The Executive Director would enter into an agreement with an appropriate entity, after consultation with municipal officials and the agencies with jurisdiction over transportation services in the area, to fund a study of congestion mitigation in certain areas along the Hudson County waterfront.

Pursuant to the foregoing report, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Gargano, Martini, Philibosian, Race, Song and Weinstein 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 two agreements not to exceed a total of \$11 million for funding of transportation planning studies related to growth in transportation demand at and around selected Port Authority facilities in northern New Jersey -- one agreement

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with the New Jersey Economic Development Authority (NJEDA) in the estimated amount of \$10 million to fund a transportation planning and traffic analysis in the areas of Port Newark-Elizabeth Port Authority Marine Terminal, Newark International Airport, and areas to be affected by development within the control of the Hackensack Meadowlands Development Commission, including the Port Authority's interstate crossings, and the other agreement in the estimated amount of \$1 million with an appropriate entity to study congestion in the waterfront areas of Hudson County, New Jersey; and it is further

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

(Board – 7/26/01)

RAIL FREIGHT INITIATIVE

It was recommended that the Board authorize the Executive Director: a) to make a total contribution of \$50 million, \$25 million each for projects in New York and New Jersey, to be expended for improvements in the region's rail infrastructure as part of the Port Authority's strategy to meet the needs of the region's growing freight market while promoting regional mobility through the development of increased rail freight capacity, and b) to enter into agreements with other government entities to effectuate all or a part of such contributions. Such improvements will also be critical to the successful implementation of the Port Capital Plan.

The Hudson River presents an enormous barrier to successful freight movement east to Brooklyn, Queens, and Long Island, New York. Where once rail barges filled the harbor, today the only carrier – Cross Harbor Railroad – carries a fraction of the potential volume. A regional meeting of all stakeholders identified the landside improvements necessary to maximize the freight network and relieve the bottlenecks restricting access to car float services on both sides of the Hudson. Without first addressing these key barriers, any opportunities for rail freight east of the Hudson will be problematic – whether it crosses on a barge system or through a tunnel.

Although both CSX and Norfolk Southern railroads have undertaken considerable capital investment to improve and rationalize the old Conrail single-operator freight rail network, there remain certain projects currently outside the scope of their efforts. Many of these are near-term small-scale yard and track improvements, ranging from improving a vehicle grade crossing at Hunts Point Market in New York to similar line and capacity improvements in New Jersey.

It was recommended that the Port Authority's contribution toward meeting the region's rail freight needs be applied to projects developed in consultation with other government entities. In New York State, Port Authority funds will likely be focused on constrained rail rights-of-way, such as the Bay Ridge and Hellgate lines, and specific sites, such as Maspeth and Fresh Pond. In New Jersey, projects may include site improvements at the Oak Island Yard complex in Newark and rights-of-way projects in Hudson, Union, Middlesex, and Somerset counties. These projects are viewed as strategically critical for our region by the Port Authority, New York City, the States of New Jersey and New York, along with CSX, Norfolk Southern, the Canadian Pacific, and the New York and Atlantic Railroads.

Pursuant to the foregoing report presented by staff, the following resolution was adopted with Commissioners Blakeman, Chasanoff, Gargano, Martini, Philibosian, Race, Song and Weinstein voting in favor; none against:

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority: a) to make a total contribution of \$50 million, \$25 million each for projects in New York State and New Jersey, to be expended for improvements in the region's rail infrastructure as part of the Port Authority's strategy to meet the needs of the region's growing freight market while promoting regional mobility through the development of increased rail freight capacity; and b) to enter into agreements with other government entities to effectuate all or a part of such

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contributions; the form of the agreements shall be subject to the approval of General Counsel or his authorized representative.

(Board – 7/26/01)

TRIBUTE TO PETER S. KALIKOW

The following resolution was unanimously adopted, expressing the appreciation of the members of the Board of Commissioners of The Port Authority of New York and New Jersey to Commissioner Peter S. Kalikow.

WHEREAS, since his appointment by New York Governor George E Pataki in 1995, Peter Kalikow, who came to the Board with a lifetime of experience in real estate and transportation, has served with distinction as the Chairman of the Committee on Finance, Vice Chair and member of the Committee on Construction, Vice Chair and member of the Committee on Capital Programs/Port Planning, member of the Audit Committee, and member of the World Trade Center Subcommittee; and

WHEREAS, as Chairman of the Committee on Finance since 1996, Peter Kalikow provided leadership in guiding staff as they effectively managed the agency's financial resources during the challenging period of the late 1990s; and

WHEREAS, as an ardent believer that capital projects could be delivered faster, more economically and with minimal inconvenience to our patrons, Peter Kalikow consistently encouraged staff to work toward that end; and

WHEREAS, Peter Kalikow brought to bear the full breadth of his years of experience in commercial real estate with the process leading to the net leasing of the World Trade Center. His expertise was invaluable from the endeavor's earliest stage of selecting a consultant to advise the agency on the various aspects of such an undertaking, to his participation as a member of The World Trade Center Subcommittee, and to his critical recommendations to the Board regarding the selection of the net lessees, Silverstein Properties, Inc., and Westfield America, Inc.

NOW, THEREFORE, it is

RESOLVED, that the Commissioners of The Port Authority of New York and New Jersey do hereby express their heartfelt appreciation to Peter S. Kalikow for his years of service on the Board and his commitment to the agency and the people of the Port District; and it is further

RESOLVED, that the Commissioners do hereby direct that this resolution be suitably engraved and presented to Peter S. Kalikow as a token of their esteem and a memento of his years of service to The Port Authority of New York and New Jersey.

(Board – 7/26/01)

TRIBUTE TO ROBERT E. BOYLE

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 Executive Director Robert E. Boyle.

WHEREAS, since he joined the Port Authority in 1997, Bob Boyle guided the largest airport reconstruction plan in United States history, a \$15 billion public-private partnership that includes such milestones as the approval and start of construction on the \$1.9 billion AirTrain project, the opening of Terminal One at John F. Kennedy International Airport, the construction of the \$1.4 billion Terminal 4 at JFK, and continued progress on the Northeast Corridor Connection that will make possible an opening later this year; and

WHEREAS, Bob Boyle launched the largest five-year capital program in the nation's history, which will lead to \$14 billion worth of investments and strengthen the region's transportation network and its economy and he successfully implemented a comprehensive toll and fare structure which included, for the first time, a value pricing mechanism; and

WHEREAS, Bob Boyle also played a pivotal role in ensuring the ongoing vitality of the region by signing key terminal operators and overseeing development of a master plan to ensure continued growth and prosperity of the Port of New York and New Jersey; and

WHEREAS, as one of his major initiatives, Bob Boyle instituted the most ambitious customer service program in this agency's history with customer satisfaction levels reaching all time highs; and

WHEREAS, the legacy which Bob Boyle leaves will be significant and lasting. He guided the agency toward major growth in gross operating revenues while at the same time significantly increasing productivity. His leadership and vision refocused the agency on its central mission of transportation, and through his personal management style, Bob reinvigorated its workforce and strengthened the agency's identity as the pre-eminent transportation agency in the region.

NOW, THEREFORE, it is

RESOLVED, that the Commissioners of The Port Authority of New York and New Jersey do hereby express their heartfelt appreciation to Robert E. Boyle for his tireless service to the Port Authority and the people of the Port District; and it is further

RESOLVED, that the Commissioners do hereby direct that this resolution be suitably engraved and presented to Bob Boyle as a token of their esteem and a memento of his years of service.

(Board - 7/26/01)

FINAL CONTRACTS PAYMENTS

The Comptroller's Department reported, for information only, that the contracts set forth hereafter have been completed satisfactorily by the contractors. Final Payments have been made in the period of May 1, 2001 to May 31, 2001.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND CONTRACTOR	TOTAL AUTHORIZED		TOTAL PAYMENTS	
GWB378	TOWER BASE LIGHTING	427,589.00	(A)	414,761.33	(A,F)
	GEORGE WASHINGTON BRIDGE	43,000.00	(D)	--0--	(D)
	THE D.L. BLANE CORP	470,589.00		414,761.33	
LT394	NEW YORK EMERGENCY GARAGE	578,000.00	(A)	578,000.00	(A)
	IMPROVEMENTS	15,000.00	(C)	1,819.00	(C)
	LINCOLN TUNNEL	46,000.00	(D)	34,082.00	(D)
	CASTLE CONSTRUCTION &	12,000.00	(E)	12,000.00	(E)
	MANAGEMENT SERVICES, INC	651,000.00		625,901.00	
JFK780	MISCELLANEOUS ROADWAY PAVING	609,590.00	(A)	609,590.00	(A)
	JOHN F. KENNEDY INTERNATIONAL	514,883.00	(B)	514,883.00	(B)
	AIRPORT - BI-COUNTY PAVING CORP	24,000.00	(C)	66,760.00	(C)
		67,500.00	(D)	53,120.00	(D)
		130,117.00	(G)	127,253.00	(G)
	1,346,090.00		1,371,606.00		
EWR997538	PARKING LOT G MODIFICATIONS -	2,477,742.00	(A)	2,477,742.00	(A)
	PHASE 1 - NEWARK INTERNATIONAL	100,000.00	(C)	10,655.36	(C)
	AIRPORT - CONTI ENTERPRISES, INC	148,665.00	(D)	148,665.00	(D)
		250,000.00	(H)	139,675.00	(H)
		2,976,407.00		2,776,737.36	
BT379	REROOFING OF NORTH & SOUTH WING	615,798.00	(A)	610,598.00	(A,I)
	MISCELLANEOUS ROOFS	50,000.00	(C)	--0--	(C)
	PORT AUTHORITY BUS TERMINAL	49,264.00	(D)	23,084.00	(D)
	PLATO GENERAL CONSTRUCTION CORP	715,062.00		633,682.00	

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CONTRACT NUMBER	CONTRACT TITLE FACILITY AND CONTRACTOR	TOTAL AUTHORIZED		TOTAL PAYMENTS	
LGA606	PILE SUPPORTED STRUCTURE	932,400.00	(A)	932,400.00	(A)
	REHABILITATION OF POST TENSIONED	2,714,800.00	(B)	2,245,024.00	(B)
	DECK SLABS AND EXPANSION JOINTS	100,000.00	(C)	3,885.00	(C)
	LAGUARDIA AIRPORT	218,830.00	(D)	136,766.00	(D)
	BEAVER CONCRETE CONSTRUCTION CO.,	500,000.00	(J)	1,025,636.00	(J)
	INC & GATEWAY INDUSTRIES, LLC,	--0--	(K)	12,762.00	(K)
		4,466,030.00		4,356,473.00	
EWR994105	REPAIR OF EXPRESS ROADWAY	432,040.00	(A)	432,040.00	(A)
	NEWARK INTERNATIONAL AIRPORT	667,706.00	(B)	386,297.00	(B)
	TARHEEL ENTERPRISES, INC	1,000,000.00	(C)	870,527.00	(C)
		65,985.00	(D)	65,985.00	(D)
		250,000.00	(L)	171,987.00	(L)
		2,415,731.00		1,926,836.00	
AKG221	REHABILITATION OF NEW JERSEY	567,561.00	(A)	567,561.00	(A)
	APPROACH ROADWAYS	230,725.00	(B)	230,725.00	(B)
	GOETHALS BRIDGE	15,000.00	(C)	--0--	(C)
	MT. HOPE ROCK PRODUCTS, INC.	47,898.00	(D)	47,898.00	(D)
		23,072.00	(M)	23,050.00	(M)
		96,102.00	(N)	64,027.00	(N)
		980,358.00		933,261.00	
PN984900	MAINTENANCE DREDGING & BERTH	175,000.00	(A)	175,000.00	(A)
	STABILIZATION	2,364,000.00	(B)	1,814,223.00	(B)
	PORT NEWARK	230,000.00	(C)	87,702.00	(C)
	GREAT LAKES DREDGE & DOCK	152,340.00	(D)	152,340.00	(D)
	COMPANY	--0--	(O)	11,050.00	(O)
		250,000.00	(P)	54,597.00	(P)
		3,171,340.00		2,294,912.00	

(Board - 7/26/01)

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
MFP994901	MAINTENANCE DREDGING	137,000.00 (A)	137,000.00 (A)
	MULTI-FACILITY NEW JERSEY PORTS	804,853.00 (B)	612,590.00 (B)
	WEEKS MARINE INC	18,000.00 (C)	--0-- (C)
		37,674.00 (D)	25,000.00 (D)
		--0-- (O)	10,078.00 (O)
		997,527.00	784,668.00
EWR681	REHABILITATION OF COURTYARD A-2	463,000.00 (A)	276,731.00 (A,Q)
	ROADWAYS & GS CURVE	113,980.00 (B)	59,931.00 (B)
	NEWARK INTERNATIONAL AIRPORT	32,000.00 (C)	--0-- (C)
	GARDNER M. BISHOP, INC, JOSEPH M	34,619.00 (D)	--0-- (D)
	SANZARI, INC & J. FLETCHER CREAMER & SON, INC, A JOINT VENTURE	643,599.00	336,662.00
EWR999553	REHABILITATION OF PARKING	507,293.00 (A)	507,293.00 (A)
	LOTS A & B	5,310.00 (B)	5,310.00 (B)
	NEWARK INTERNATIONAL AIRPORT	100,000.00 (C)	18,878.00 (C)
	C.H. WINANS COMPANY	30,756.00 (D)	--0-- (D)
		643,359.00	531,481.00

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- (A) Lump Sum
- (B) Classified Work
- (C) Net Cost - amount in the "Total Authorized" column represents the estimated net cost amount. However, the amount in the "Total Payments" column is the authorized net cost amount.
- (D) Extra Work.
- (E) Premium for furnishing performance and payment bond as provided for in the contract.
- (F) The difference between "Total Authorized" and Total Payments" represents a credit change order in the amount of \$12,827 for work completed by another contractor.
- (G) Increase in classified work in the amount of \$130,117 authorized on 10/10/97.
- (H) Increase in extra work in the amount of \$250,000 authorized on 6/28/99.
- (I) The difference between "Total Authorized" and Total Payments" represents a deduction from compensation in the amount of \$5,200 for non-performance of certain punch list items of work.
- (J) Supplemental Agreement No.1 which provided for an increase in the amount of \$500,000 for net cost work on 10/29/98.
- (K) Increase in compensation pursuant to "Emergency Delays" clause, in the amount of \$12,762 as provided for in the contract.
- (L) Increase in extra work in the amount of \$250,000 authorized on 8/7/98.
- (M) Increase in classified work.
- (N) Increase in extra work in the amount of \$96,102 authorized on 10/20/99.
- (O) Reimbursement for an environmental insurance premium paid by the contractor, as provided for in the contract.
- (P) Increase in extra work in the amount of \$250,000 authorized on 2/7/2000.
- (Q) The difference between "Total Authorized" and Total Payments" represents a credit change order in the amount of \$186,269 for deletion of part of the work .

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Investments & Deposits

The Committee on Finance reported, for information only, that in accordance with authority granted by the Committee, the Executive Director has authorized the following security transactions, time accounts, interest rate exchange contracts and variable rate matter note agreements during the period May 1, 2001 through May 31, 2001.

REPORT A:

Purchase of Port Authority Bonds

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

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

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

Purchase of Securities

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
05/01/01	\$12,000,000	GECC CP	--	05/02/01	99.99	4.580%	4.644%	\$11,998,473.34	General Electric Capital
05/01/01	20,000,000	US T-NOTE	4.000%	04/30/03	99.41	--	4.309	19,882,812.50	Merrill Lynch
05/01/01	50,000,000	FMCDN	--	05/29/01	99.66	4.340	4.415	49,831,222.20	Merrill Lynch
05/01/01	50,000,000	GECC CP	--	05/02/01	99.99	4.580	4.644	49,993,638.90	General Electric Capital
05/02/01	23,000,000	GECC CP	--	05/03/01	99.99	4.470	4.533	22,997,144.16	General Electric Capital
05/02/01	50,000,000	GECC CP	--	05/03/01	99.99	4.470	4.533	49,993,791.65	General Electric Capital
05/03/01	14,000,000	GECC CP	--	05/04/01	99.99	4.430	4.492	13,998,277.22	General Electric Capital
05/03/01	50,000,000	GECC CP	--	05/04/01	99.99	4.430	4.492	49,993,847.20	General Electric Capital
05/04/01	20,000,000	US T-NOTE	5.125	12/31/02	101.48	--	4.190	20,295,312.50	Merrill Lynch
05/04/01	21,000,000	GECC CP	--	05/07/01	99.96	4.400	4.463	20,992,299.99	General Electric Capital
05/04/01	50,000,000	US T-BILL	--	08/02/01	99.06	3.760	3.848	49,530,000.00	S.G. Cowen
05/04/01	50,000,000	GECC CP	--	05/07/01	99.96	4.400	4.463	49,981,666.65	General Electric Capital

(Board- 07/26/01)

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

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
05/07/01	\$25,000,000	FCDN	--	05/23/01	99.81	4.180%	4.246%	\$24,953,555.55	UBS Warburg
05/07/01	50,000,000	GECC CP	--	05/08/01	99.99	4.420	4.482	49,993,861.10	General Electric Capital
05/08/01	19,000,000	FMCDN	--	05/09/01	99.99	4.300	4.360	18,997,730.56	Salomon Smith Barney
05/08/01	50,000,000	GECC CP	--	05/09/01	99.99	4.400	4.462	49,993,888.90	General Electric Capital
05/08/01	50,000,000	GECC CP	--	05/14/01	99.93	4.400	4.464	49,963,333.35	General Electric Capital
05/09/01	20,000,000	FCDN	--	05/10/01	99.99	4.240	4.299	19,997,644.44	Merrill Lynch
05/09/01	50,000,000	GECC CP	--	05/10/01	99.99	4.380	4.441	49,993,916.65	General Electric Capital
05/10/01	21,000,000	FHDN	--	05/11/01	99.99	4.240	4.299	20,997,526.66	Merrill Lynch
05/10/01	50,000,000	US T-BILL	--	08/09/01	99.09	3.615	3.699	49,543,104.15	S.G. Cowen
05/10/01	50,000,000	GECC CP	--	05/11/01	99.99	4.400	4.462	49,993,888.90	General Electric Capital
05/11/01	14,000,000	FCDN	--	05/14/01	99.96	4.260	4.321	13,995,030.00	Salomon Smith Barney
05/11/01	50,000,000	GECC CP	--	05/16/01	99.94	4.400	4.464	49,969,444.45	General Electric Capital

(Board- 07/26/01)

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

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
05/14/01	\$2,000,000	FMCDN	--	05/15/01	99.99	4.330%	4.391%	\$1,999,759.44	Lehman Brothers
05/14/01	4,000,000	FMCDN	--	05/15/01	99.99	4.330	4.391	3,999,518.89	Lehman Brothers
05/14/01	25,000,000	US T-NOTE	4.000%	04/30/03	99.50	--	4.268	24,875,000.00	Morgan Stanley
05/14/01	25,000,000	US T-BILL	--	08/23/01	98.97	3.665	3.755	24,742,940.98	Merrill Lynch
05/14/01	50,000,000	GECC CP	--	05/15/01	99.99	4.400	4.462	49,993,888.90	General Electric Capital
05/15/01	34,000,000	FMCDN	--	05/16/01	99.99	4.080	4.137	33,996,146.68	Morgan Stanley
05/15/01	50,000,000	GECC CP	--	05/16/01	99.99	4.180	4.239	49,994,194.45	General Electric Capital
05/16/01	25,000,000	FMCDN	--	06/12/01	99.71	3.880	3.945	24,927,250.00	Merrill Lynch
05/16/01	50,000,000	GECC CP	--	05/17/01	99.99	4.060	4.117	49,994,361.10	General Electric Capital
05/16/01	50,000,000	GECC CP	--	05/17/01	99.99	4.060	4.117	49,994,361.10	General Electric Capital
05/17/01	50,000,000	GECC CP	--	05/21/01	99.96	4.000	4.057	49,977,777.80	General Electric Capital
05/17/01	50,000,000	GECC CP	--	05/18/01	99.99	4.000	4.056	49,994,444.45	General Electric Capital

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

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
05/17/01	\$50,000,000	FNDN	--	05/30/01	99.86	3.930%	3.990%	\$49,929,041.65	UBS Warburg
05/18/01	25,000,000	US T-NOTE	5.125%	12/31/02	101.39	--	4.224	25,347,656.25	S.G. Cowen
05/18/01	25,000,000	US T-BILL	--	11/15/01	98.22	3.550	3.665	24,553,784.73	Morgan Stanley
05/18/01	43,000,000	GECC CP	--	05/22/01	99.96	4.000	4.057	42,980,888.91	General Electric Capital
05/21/01	50,000,000	GECC CP	--	05/22/01	99.99	3.980	4.036	49,994,472.20	General Electric Capital
05/22/01	25,000,000	FMCDN	--	06/05/01	99.85	3.930	3.991	24,961,791.68	Banc One Capital Market
05/22/01	25,000,000	FHDN	--	06/01/01	99.89	3.910	3.969	24,972,847.23	UBS Warburg
05/22/01	40,000,000	GECC CP	--	05/23/01	99.99	3.980	4.036	39,995,577.76	General Electric Capital
05/22/01	50,000,000	GECC CP	--	05/31/01	99.90	3.990	4.049	49,950,125.00	General Electric Capital
05/23/01	17,000,000	FCDN	--	05/24/01	99.99	3.860	3.914	16,998,177.23	Merrill Lynch
05/23/01	50,000,000	GECC CP	--	05/24/01	99.99	3.940	3.995	49,994,527.80	General Electric Capital
05/24/01	24,000,000	FMCDN	--	05/31/01	99.92	3.880	3.937	23,981,893.34	Banc One Capital Market

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

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
05/24/01	\$50,000,000	GECC CP	--	05/25/01	99.99	3.930%	3.985%	\$49,994,541.65	General Electric Capital
05/25/01	30,000,000	GECC CP	--	05/30/01	99.95	3.940	3.997	29,983,583.34	General Electric Capital
05/25/01	37,380,000	FHDN	--	05/31/01	99.94	3.830	3.886	37,356,139.11	Merrill Lynch
05/29/01	37,000,000	FHDN	--	05/30/01	99.99	3.950	4.005	36,995,940.29	Morgan Stanley
05/29/01	50,000,000	FHDN	--	05/30/01	99.99	3.950	4.005	49,994,513.90	Morgan Stanley
05/30/01	30,000,000	FMCDN	--	05/31/01	99.99	3.970	4.026	29,996,691.66	Lehman Brothers
05/30/01	50,000,000	FHDN	--	05/31/01	99.99	3.950	4.005	49,994,513.90	Salomon Smith Barney
05/30/01	50,000,000	GECC CP	--	05/31/01	99.99	4.040	4.097	49,994,388.90	General Electric Capital
05/30/01	50,000,000	FMCDN	--	05/31/01	99.99	3.970	4.026	49,994,486.10	Lehman Brothers
05/31/01	39,333,000	FHDN	--	06/22/01	99.76	3.970	4.035	39,237,573.78	Morgan Stanley
05/31/01	50,000,000	GECC CP	--	06/01/01	99.99	4.120	4.178	49,994,277.80	General Electric Capital
05/31/01	50,000,000	GECC CP	--	06/01/01	99.99	4.120	4.178	49,994,277.80	General Electric Capital

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

Purchase of Securities (Cont.)

Purchase Date	Par Value	Description	Coupon Rate	Maturity Date	Purchase Price	Discount Rate	BEY @Cost	Principal	Dealer
05/31/01	\$ 50,000,000	FNDN	--	06/01/01	99.99	4.090%	4.147%	\$ 49,994,319.45	UBS Warburg
05/31/01	<u>50,000,000</u>	FNDN	--	06/01/01	99.99	4.090	4.147	<u>49,994,319.45</u>	UBS Warburg
	<u>\$2,321,713,000</u>							<u>\$2,319,551,405.72</u>	

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

Sale of Securities

Sale			Coupon	Maturity	Sale	Discount		
<u>Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Rate</u>	<u>Date</u>	<u>Price</u>	<u>Rate</u>	<u>Principal</u>	<u>Dealer</u>

No new transactions this period.

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

Repurchase Transactions

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Lehman Brothers	05/01/01	05/21/01	\$ 355,000	3.830%	\$ 813.25 *
Nomura Securities	05/01/01	05/02/01	8,488,000	4.480	1,056.28
Nomura Securities	05/01/01	05/02/01	19,922,000	4.480	2,479.18
Lehman Brothers	05/01/01	05/21/01	25,062,500	3.830	57,414.01 *
Paribas Corporation	05/01/01	05/02/01	37,022,000	4.460	4,586.61
UBS Warburg	05/01/01	05/02/01	39,748,000	4.460	4,924.34
UBS Warburg	05/01/01	05/02/01	47,473,000	4.460	5,881.38
Nomura Securities	05/01/01	05/02/01	48,118,000	4.480	5,988.02
Lehman Brothers	05/01/01	05/21/01	49,770,000	3.830	114,014.78 *
Paribas Corporation	05/01/01	05/02/01	51,014,000	4.460	6,320.07
Daiwa Securities America	05/01/01	05/02/01	55,607,000	4.460	6,889.09
Fuji Securities	05/02/01	05/04/01	1,247,500	4.250	296.28 *

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Paribas Corporation	05/02/01	05/03/01	\$ 8,494,000	4.220%	\$ 995.69
Daiwa Securities America	05/02/01	05/03/01	10,269,000	4.230	1,206.61
Paribas Corporation	05/02/01	05/03/01	19,924,000	4.220	2,335.54
Lehman Brothers	05/02/01	05/31/01	19,925,000	3.820	64,352.22 *
UBS Warburg	05/02/01	05/03/01	39,698,000	4.240	4,675.54
Nomura Securities	05/02/01	05/03/01	39,905,000	4.230	4,688.84
Daiwa Securities America	05/02/01	05/03/01	45,245,000	4.230	5,316.29
UBS Warburg	05/02/01	05/03/01	47,479,000	4.240	5,591.97
Nomura Securities	05/02/01	05/03/01	48,142,000	4.230	5,656.69
Fuji Securities	05/02/01	05/04/01	48,690,000	4.250	11,563.88 *
Paribas Corporation	05/02/01	05/03/01	51,045,000	4.220	5,983.61
Nomura Securities	05/03/01	05/04/01	11,036,000	4.240	1,299.80

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Banc One Capital Markets	05/03/01	05/04/01	\$ 13,852,000	4.200%	\$ 1,616.07
Greenwich Capital Mkts	05/03/01	05/04/01	37,342,000	4.220	4,377.31
Paribas Corporation	05/03/01	05/04/01	39,703,000	4.220	4,654.07
Banc One Capital Markets	05/03/01	05/04/01	41,669,000	4.200	4,861.38
Daiwa Securities America	05/03/01	05/04/01	46,495,000	4.240	5,476.08
Paribas Corporation	05/03/01	05/04/01	47,485,000	4.220	5,566.30
Daiwa Securities America	05/03/01	05/04/01	48,431,000	4.240	5,704.10
Nomura Securities	05/03/01	05/04/01	48,510,000	4.240	5,713.40
Greenwich Capital Mkts	05/03/01	05/04/01	50,715,000	4.220	5,944.93
Paribas Corporation	05/04/01	05/07/01	85,000	4.160	29.47
Greenwich Capital Mkts	05/04/01	05/07/01	4,620,000	4.150	1,597.75
Paribas Corporation	05/04/01	05/07/01	24,761,000	4.160	8,583.81

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Nomura Securities	05/04/01	05/07/01	\$ 39,619,000	4.170%	\$ 13,767.60
UBS Warburg	05/04/01	05/07/01	39,705,000	4.160	13,764.40
UBS Warburg	05/04/01	05/07/01	47,490,000	4.160	16,463.20
Nomura Securities	05/04/01	05/07/01	48,448,000	4.170	16,835.68
Paribas Corporation	05/04/01	05/07/01	51,071,000	4.160	17,704.61
Greenwich Capital Mkts	05/04/01	05/07/01	54,511,000	4.150	18,851.72
Fuji Securities	05/07/01	05/09/01	9,529,000	4.230	2,239.32
Nomura Securities	05/07/01	05/09/01	10,611,000	4.220	2,487.69
Paribas Corporation	05/07/01	05/09/01	14,168,000	4.200	3,305.87
Paribas Corporation	05/07/01	05/09/01	21,240,000	4.200	4,956.00
Nomura Securities	05/07/01	05/09/01	24,770,000	4.220	5,807.19
Paribas Corporation	05/07/01	05/09/01	28,260,000	4.200	6,594.00

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Fuji Securities	05/07/01	05/09/01	\$ 30,189,000	4.230%	\$ 7,094.42
Paribas Corporation	05/07/01	05/09/01	36,265,000	4.200	8,461.83
Banc One Capital Markets	05/07/01	05/08/01	38,598,000	4.200	4,503.10
Fuji Securities	05/07/01	05/09/01	47,507,000	4.230	11,164.15
Nomura Securities	05/07/01	05/09/01	48,448,000	4.220	11,358.36
Daiwa Securities America	05/08/01	05/09/01	38,603,000	4.220	4,525.13
Paribas Corporation	05/09/01	05/10/01	6,915,000	4.220	810.59
S.G. Cowen	05/09/01	05/10/01	19,572,000	4.220	2,294.27
Paribas Corporation	05/09/01	05/10/01	24,776,000	4.220	2,904.30
S.G. Cowen	05/09/01	05/10/01	30,011,000	4.220	3,517.96
UBS Warburg	05/09/01	05/10/01	37,144,000	4.240	4,374.74
Banc One Capital Markets	05/09/01	05/10/01	39,659,000	4.220	4,648.92

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Banc One Capital Markets	05/09/01	05/10/01	\$ 47,518,000	4.220%	\$ 5,570.17
UBS Warburg	05/09/01	05/10/01	50,980,000	4.240	6,004.31
Paribas Corporation	05/09/01	05/10/01	51,748,000	4.220	6,066.02
Paribas Corporation	05/10/01	05/14/01	8,635,000	4.220	4,048.86
UBS Warburg	05/10/01	05/14/01	24,779,000	4.220	11,618.60
Paribas Corporation	05/10/01	05/14/01	39,664,000	4.220	18,598.01
S.G. Cowen	05/10/01	05/11/01	42,591,000	4.230	5,004.44
Nomura Securities	05/10/01	05/14/01	47,523,000	4.230	22,335.81
S.G. Cowen	05/10/01	05/14/01	49,000,000	4.230	23,030.00 *
Nomura Securities	05/10/01	05/14/01	49,589,000	4.230	23,306.83
UBS Warburg	05/10/01	05/14/01	50,000,000	4.220	23,444.44
Paribas Corporation	05/10/01	05/14/01	50,035,000	4.220	23,460.86

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Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Fuji Securities	05/11/01	05/14/01	\$ 1,470,000	4.250%	\$ 520.63 *
S.G. Cowen	05/11/01	05/24/01	2,237,500	3.820	3,220.76 *
Daiwa Securities America	05/11/01	05/14/01	42,596,000	4.250	15,086.08
S.G. Cowen	05/11/01	05/24/01	47,575,000	3.820	68,481.57 *
Fuji Securities	05/11/01	05/14/01	48,500,000	4.250	17,177.08 *
S.G. Cowen	05/14/01	05/24/01	765,000	3.820	828.96 *
Nomura Securities	05/14/01	05/16/01	7,983,000	4.330	1,920.36
Nomura Securities	05/14/01	05/16/01	13,830,000	4.330	3,326.88
Banc One Capital Markets	05/14/01	05/16/01	24,791,000	4.250	5,853.43
Nomura Securities	05/14/01	05/16/01	25,847,000	4.330	6,217.64
Banc One Capital Markets	05/14/01	05/16/01	42,978,000	4.250	10,147.58
Daiwa Securities America	05/14/01	05/16/01	47,546,000	4.320	11,411.04

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
S.G. Cowen	05/14/01	05/24/01	\$ 48,235,000	3.820%	\$52,267.98 *
Daiwa Securities America	05/14/01	05/16/01	49,327,000	4.320	11,838.48
Nomura Securities	05/14/01	05/16/01	50,590,000	4.330	12,169.71
UBS Warburg	05/15/01	Open	24,875,000 *	Variable **	47,939.65 ***
Daiwa Securities America	05/16/01	05/17/01	5,764,000	3.830	613.23
Daiwa Securities America	05/16/01	05/17/01	5,900,000	3.830	627.69
Fuji Securities	05/16/01	05/17/01	13,268,000	3.820	1,407.88
Fuji Securities	05/16/01	05/17/01	25,060,000	3.820	2,659.14
Daiwa Securities America	05/16/01	05/17/01	30,883,000	3.830	3,285.61
Fuji Securities	05/16/01	05/17/01	31,413,000	3.820	3,333.27
Paribas Corporation	05/16/01	05/17/01	36,000,000	3.750	3,750.00
Zions First National Bank	05/16/01	05/17/01	39,419,000	3.820	4,182.79

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Zions First National Bank	05/16/01	05/17/01	\$ 47,557,000	3.820%	\$ 5,046.33
Daiwa Securities America	05/16/01	05/17/01	52,205,000	3.830	5,554.03
Daiwa Securities America	05/17/01	05/18/01	10,175,000	3.880	1,096.64
Fuji Securities	05/17/01	05/21/01	14,538,000	3.820	6,170.57
Fuji Securities	05/17/01	05/21/01	22,209,000	3.820	9,426.49
Fuji Securities	05/17/01	05/21/01	24,632,000	3.820	10,454.92
Daiwa Securities America	05/17/01	05/18/01	25,062,000	3.880	2,701.13
Fuji Securities	05/17/01	05/21/01	32,876,000	3.820	13,954.04
Greenwich Capital Mkts	05/17/01	05/18/01	33,000,000	3.900	3,575.00
Nomura Securities	05/17/01	05/21/01	39,161,000	3.810	16,578.16
Daiwa Securities America	05/17/01	05/18/01	39,825,000	3.880	4,292.25
Paribas Corporation	05/17/01	05/21/01	44,685,000	3.800	18,867.00

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Nomura Securities	05/17/01	05/21/01	\$ 47,562,000	3.810%	\$20,134.58
Greenwich Capital Mkts	05/18/01	05/21/01	25,065,000	3.830	7,999.91
Fuji Securities	05/21/01	05/23/01	25,068,000	3.850	5,361.77
Paribas Corporation	05/21/01	05/23/01	25,919,000	3.870	5,572.59
Paribas Corporation	05/21/01	05/23/01	30,884,000	3.870	6,640.06
Nomura Securities	05/21/01	05/23/01	36,338,000	3.870	7,812.67
Paribas Corporation	05/21/01	05/23/01	36,762,000	3.870	7,903.83
Fuji Securities	05/21/01	05/23/01	45,089,000	3.850	9,644.04
Nomura Securities	05/21/01	05/23/01	47,582,000	3.870	10,230.13
Daiwa Securities America	05/23/01	05/24/01	5,181,000	3.830	551.20
UBS Warburg	05/23/01	05/24/01	5,205,000	3.820	552.31
Paribas Corporation	05/23/01	05/24/01	25,073,000	3.830	2,667.49

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Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Paribas Corporation	05/23/01	05/24/01	\$ 35,752,000	3.830%	\$ 3,803.62
Paribas Corporation	05/23/01	05/24/01	36,770,000	3.830	3,911.92
Daiwa Securities America	05/23/01	05/24/01	39,917,000	3.830	4,246.73
Daiwa Securities America	05/23/01	05/24/01	47,593,000	3.830	5,063.37
UBS Warburg	05/23/01	05/24/01	50,245,000	3.820	5,331.55
S.G. Cowen	05/24/01	05/31/01	897,500	3.920	665.15 *
UBS Warburg	05/24/01	05/29/01	3,357,000	3.820	1,781.08
Banc One Capital Markets	05/24/01	05/29/01	19,634,000	3.820	10,416.93
Nomura Securities	05/24/01	05/29/01	25,076,000	3.820	13,304.21
Lehman Brothers	05/24/01	05/31/01	25,156,250	3.920	18,643.58 *
Banc One Capital Markets	05/24/01	05/29/01	25,469,000	3.820	13,512.72
Nomura Securities	05/24/01	05/29/01	31,210,000	3.820	16,558.64

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Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Nomura Securities	05/24/01	05/29/01	\$ 36,774,000	3.820%	\$ 19,510.65
Paribas Corporation	05/24/01	05/29/01	47,000,000	3.820	24,936.11
Banc One Capital Markets	05/24/01	05/29/01	47,598,000	3.820	25,253.38
S.G. Cowen	05/24/01	05/31/01	48,165,000	3.920	35,695.62 *
Lehman Brothers	05/24/01	05/31/01	50,312,500	3.920	37,287.15 *
UBS Warburg	05/24/01	05/29/01	51,348,000	3.820	27,242.97
Fuji Securities	05/29/01	05/31/01	5,966,000	3.900	1,292.63
Fuji Securities	05/29/01	05/31/01	16,135,000	3.900	3,495.92
Nomura Securities	05/29/01	05/30/01	25,089,000	3.910	2,724.94
Daiwa Securities America	05/29/01	05/31/01	29,861,000	3.890	6,453.29
Fuji Securities	05/29/01	05/31/01	31,488,000	3.900	6,822.40
Daiwa Securities America	05/29/01	05/31/01	37,547,000	3.890	8,114.32

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Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Nomura Securities	05/29/01	05/30/01	\$ 45,130,000	3.910%	\$ 4,901.62
Fuji Securities	05/29/01	05/31/01	45,961,000	3.900	9,958.22
UBS Warburg	05/30/01	05/31/01	25,091,000	3.950	2,753.04
UBS Warburg	05/30/01	05/31/01	45,134,000	3.950	4,952.20
Paribas Corporation	05/31/01	06/01/01	908,000	4.050	102.15
Nomura Securities	05/31/01	06/01/01	2,436,000	4.040	273.37
Banc One Capital Markets	05/31/01	06/01/01	11,643,000	3.950	1,277.50
Banc One Capital Markets	05/31/01	06/01/01	17,108,000	3.950	1,877.13
Daiwa Securities America	05/31/01	06/01/01	18,814,000	4.020	2,100.90
Nomura Securities	05/31/01	06/01/01	26,825,000	4.040	3,010.36
Fuji Securities	05/31/01	06/01/01	27,904,000	4.050	3,139.20
Banc One Capital Markets	05/31/01	06/01/01	32,892,000	3.950	3,608.98

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Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Fuji Securities	05/31/01	06/01/01	\$ 37,555,000	4.050%	\$ 4,224.94
Banc One Capital Markets	05/31/01	06/01/01	38,357,000	3.950	4,208.62
Paribas Corporation	05/31/01	06/01/01	47,633,000	4.050	5,358.71
Nomura Securities	05/31/01	06/01/01	48,142,000	4.040	5,402.60
Daiwa Securities America	05/31/01	06/01/01	48,590,000	4.020	5,425.88
Paribas Corporation	05/31/01	06/01/01	50,664,000	4.050	5,699.70

* This transaction was executed simultaneously with a like reverse/repurchase agreement.

** This rate subject to change daily.

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

(Board- 07/26/01)

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

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

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
Lehman Brothers	05/01/01	05/21/01	\$25,062,500	3.700%	\$46,957.38
Lehman Brothers	05/01/01	05/21/01	50,125,000	3.700	93,914.76
Fuji Securities	05/02/01	05/04/01	49,937,500	4.000	11,166.58
Lehman Brothers	05/02/01	05/31/01	19,925,000	1.400	38,134.24
S.G. Cowen	05/10/01	05/14/01	49,000,000	3.980	21,668.89
S.G. Cowen	05/11/01	05/24/01	49,812,500	3.605	67,260.71
Fuji Securities	05/11/01	05/14/01	49,970,000	3.750	15,615.63
S.G. Cowen	05/14/01	05/24/01	49,000,000	3.570	49,149.72
UBS Warburg	05/15/01	Open	24,875,000	Variable *	14,095.83 **
Lehman Brothers	05/24/01	05/31/01	25,156,250	3.400	16,875.65
Lehman Brothers	05/24/01	05/31/01	50,312,500	3.400	33,751.30

(Board- 07/26/01)

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

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

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
S.G. Cowen	05/24/01	05/31/01	\$49,062,500	3.670%	\$31,795.23

* This rate subject to change daily.

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

(Board- 07/26/01)

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

REPORT B: In addition to the transactions described in Report A of this report, the Executive Director also reports the following during the period May 1, 2001 and May 31, 2001, pertaining to the execution or cancellation of Interest Rate States Treasury securities and interest rate options contracts with respect to United States Treasury securities pursuant to the guidelines established by the Board of Commissioners on August 25, 1988.

Option Transactions - Purchased

Transaction				Exercise	Expirations/		Option
<u>Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Price</u>	<u>Price</u>	<u>Settlement</u>	<u>Dealer</u>	<u>Premium</u>

No new transactions this period.

Options Transactions - Sold

Transaction				Exercise	Expirations/		Option
<u>Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Price</u>	<u>Price</u>	<u>Settlement</u>	<u>Dealer</u>	<u>Premium</u>

No new transactions this period.

(Board- 07/26/01)

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

REPORT C: In addition to the transactions described in Report A and B, the Executive Director also reports the following transactions during the period May 1, 2001 and May 31, 2001, pertaining to the execution or cancellation of Interest Rate Exchange Contracts pursuant to the guidelines established by the Board of Commissioners on December 10, 1992.

Interest Rate Exchange Contracts

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

As of May 31, 2001, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$757 million, including \$382 million pertaining to refundings and \$100 million of reversals.

REPORT D: In addition to the transactions described in Report A, B and C, the Executive Director also reports the following transactions during the period May 1, 2001 and May 31, 2001 under the Variable Rate Master Note Program as amended and supplemented through October 13, 1994.

Variable Rate Master Note Placements

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

(Board – 7/26/01)

Whereupon, the meeting was adjourned.

Secretary

PORT AUTHORITY TRANS-HUDSON CORPORATION

MINUTES

Thursday, July 26, 2001

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**MINUTES of a meeting of Port Authority Trans-Hudson Corporation held Thursday, July 26, 2001,
at One World Trade Center, City, County and State of New York.**

PRESENT:

NEW JERSEY

Hon. William J. Martini
Hon. Alan G. Philibosian
Hon. James Weinstein

Neil D. Levin, President
Ernesto L. Butcher, Vice-President
Jeffrey S. Green, Counsel

Kayla M. Bergeron
Daniel D. Bergstein
Bruce D. Bohlen
John D. Brill
Gregory G. Burnham
Rosemary Chiricolo
Steven J. Coleman
Anthony G. Cracchiolo
William R. DeCota
Michael P. DePallo
Karen E. Eastman
Howard G. Kadin
Theodore D. Kleiner
Louis J. LaCapra
Richard M. Larrabee
Stephen Marinko
Charles F. McClafferty
James E. McCoy
Allen M. Morrison
Cherrie L. Nanninga
Catherine F. Pavelec
Eric W. Pfaff
Kenneth P. Philmus
Alan L. Reiss
Cosmo Servidio
Ronald H. Shiftan
Gerald B. Stoughton
Joseph A. Tobia
Hugh H. Welsh
Christopher O. Ward
Robert D. Williams
Peter Yerkes

Guests:

John G. Donnelly
Robert Zerrillo

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
Hon. Bruce A. Blakeman
Hon. Michael J. Chasanoff
Hon. Bradford J. Race, Jr.
Hon. Anastasia M. Song

(PATH Board – 7/26/01)

The public meeting was called to order by Vice-Chairman Gargano at 2:46 p.m. and ended at 2:55 p.m. The Board met in executive session prior to the public meeting.

Action on Minutes

The Vice-President submitted for approval Minutes of action taken at the Board meeting of June 28, 2001. He reported that copies of these Minutes were sent to all of the Directors and to the Governors of New York and New Jersey. He reported further that the time for action by the Governors of New York and New Jersey has expired.

Report of Committee on Construction

The Committee on Construction reported in executive session, for information, and the report was received and is included with these minutes.

FINAL CONTRACTS PAYMENTS

The Comptroller's Department reported, for information only, that the contracts set forth hereafter have been completed satisfactorily by the contractors. Final Payments have been made in the period of May 1, 2001 to May 31, 2001.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND CONTRACTOR	TOTAL AUTHORIZED	TOTAL PAYMENTS
PAT150214A	ARCHITECTURAL, MECHANICAL &	18,712.00 (A)	18,712.00 (A)
	ELECTRICAL MODIFICATIONS	10,000.00 (C)	6,368.00 (C)
	PAVONIA/NEWPORT STATION	4,000.00 (D)	--0-- (D)
	THE MACKENZIE GROUP, INC	32,712.00	25,080.00
PAT624094	SELECTIVE STEEL REPAIRS, PAINTING	711,565.00 (A)	658,790.00 (A)
	& TRUNNION STRENGTHENING	587,200.00 (B)	587,200.00 (B)
	HACKENSACK RIVER BRIDGE	75,000.00 (C)	--0-- (C)
	E. DASKAL CORP	77,926.00 (D)	24,012.00 (D)
		58,720.00 (E)	9,551.00 (E)
	1,510,411.00	1,270,002.00	

- (A) Lump Sum
- (B) Classified Work
- (C) Net Cost - amount in the "Total Authorized" column represents the estimated net cost amount. However, the amount in the "Total Payments" column is the authorized net cost amount.
- (D) Extra Work
- (E) Increase in classified work.

Whereupon, the meeting was adjourned.

Vice-President

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PORT AUTHORITY TRANS-HUDSON CORPORATION

MINUTES

Thursday, June 28, 2001

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**MINUTES of a Meeting of Port Authority Trans-Hudson Corporation held Thursday, June 28, 2001,
at One World Trade Center, City, County and State of New York.**

PRESENT:

NEW JERSEY

Hon. Lewis M. Eisenberg, Chairman
Hon. Kathleen A. Donovan
Hon. William J. Martini
Hon. Alan G. Philibosian
Hon. Anthony J. Sartor
Hon. James Weinstein

Neil D. Levin, President
Ernesto L. Butcher, Vice-President
Jeffrey S. Green, Counsel

Daniel D. Bergstein
Bruce D. Bohlen
John D. Brill
Gregory G. Burnham
Anthony G. Cracchiolo
Joanne Crowley
William R. DeCota
Michael P. DePallo
Karen E. Eastman
Edward L. Jackson
Howard G. Kadin
Louis J. LaCapra
Richard M. Larrabee
Stephen Marinko
Charles F. McClafferty
James E. McCoy
Catherine F. Pavelec
Alan L. Reiss
Richard E. Rowan
Paul D. Segalini
Cosmo Servidio
Ronald H. Shiftan
Gregory J. Trevor
Christopher O. Ward
Peter Yerkes
Robert D. Williams
Margaret R. Zoch

Guest:

John G. Donnelly

NEW YORK

Hon. Charles A. Gargano, Vice-Chairman
Hon. Bruce A. Blakeman
Hon. Michael J. Chasanoff
Hon. David S. Mack
Hon. Bradford J. Race, Jr.
Hon. Anastasia M. Song

(PATH Board – 6/28/01)

Director Song served as Acting Chair for the public meeting which was called to order by at 2:31 p.m. and ended at 2:41 p.m. The Board met in executive session prior to the public meeting. Directors Eisenberg, Gargano, Philibosian and Race were present during executive session.

Action on Minutes

The Vice-President submitted for approval Minutes of action taken at the Board meeting of April 26, 2001. He reported that copies of these Minutes were sent to all of the Directors and to the Governors of New York and New Jersey. He reported further that the time for action by the Governors of New York and New Jersey has expired.

Report of Committee on Finance

The Committee on Finance reported in executive session, for information, and the report was received and is included with these minutes.

Report of Committee on Operations

The Committee on Operations reported in executive session, for information, on action taken and matters discussed in executive session at its meeting on June 28, 2001, which included a discussion of personnel matters, in addition to matters filed with the Committee pursuant to Board action or separately reported to the Board of Directors at this meeting of the Board, and the report was received and is included with these minutes.

Report of Committee on Construction

The Committee on Construction reported in executive session, for information, and the report was received and is included with these minutes.

SETTLEMENT OF CLAIM – DENNIS MOLONEY v. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY, PORT AUTHORITY TRANS-HUDSON CORPORATION AND MARIO GENOVESE, JR.

It was recommended that the Board authorize Counsel, for and on behalf of Port Authority Trans-Hudson Corporation (PATH) and the Port Authority, to enter into an agreement with Dennis Moloney (plaintiff) and his attorneys to provide for the settlement of plaintiff's personal injury claim by a payment of \$275,000 to plaintiff and his attorneys and a waiver of \$23,530.48 in medical liens and \$15,274 in wage liens. The total cost of the settlement is \$313,804.48.

Mr. Moloney, a 52 year-old former PATH Fire Marshal now on disability retirement, injured his back on August 31, 1998 while a passenger in a PATH van that lost control, went off the road and hit a guardrail, causing substantial damage to the vehicle. The accident caused herniated discs in Mr. Moloney's back. Mr. Moloney has been declared to be medically unfit to work as a PATH Fire Marshal and has received a disability retirement because of his injuries. Plaintiff continues to experience pain in his neck, shoulder, lower back and legs. He is unable to stand, sit or walk for any length of time and has been unemployed since the accident because of his injuries.

Pursuant to the foregoing report, the following resolution was adopted with Directors Blakeman, Chasanoff, Donovan, Mack, Martini, Sartor, Song and Weinstein voting in favor; none against:

RESOLVED, that Counsel be and he hereby is authorized, for and on behalf of Port Authority Trans-Hudson Corporation (PATH) and the Port Authority, to settle the action entitled Dennis Moloney v. The Port Authority of New York and New Jersey, Port Authority Trans-Hudson Corporation and Mario Genovese, Jr., for \$313,804.48. Of that amount, the plaintiff and his attorneys are to be paid \$275,000 and the Port Authority and PATH will waive a medical lien of \$23,530.48 and a wage lien of \$15,274. The plaintiff will provide PATH and the Port Authority with a General Release and a Stipulation discontinuing the action, with prejudice.

FINAL CONTRACTS PAYMENTS

The Comptroller's Department reported, for information only, that the contracts set forth hereafter have been completed satisfactorily by the contractors. Final Payments have been made in the period of March 1, 2001 to March 31, 2001.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND CONTRACTOR	TOTAL AUTHORIZED		TOTAL PAYMENTS	
PAT563	SAFETY ENHANCEMENTS-SUMMIT,	164,747.00	(A)	164,747.00	(A)
	BALDWIN & WALDO AVENUE SIGNAL	50,000.00	(C)	--0--	(C)
	BRIDGES PORT AUTHORITY	13,200.00	(D)	11,136.00	(D)
	TRANS-HUDSON CORP.	227,947.00		175,883.00	
	RIVERSIDE FAB, INC				
PAT150217	BUS TERMINAL CEILING REPLACEMENT	1,788,000.00	(A)	1,788,000.00	(A)
	JOURNAL SQUARE TRANSPORTATION	50,000.00	(C)	42,824.00	(C)
	CENTER	269,000.00	(D)	269,000.00	(D)
		400,000.00	(E)	400,000.00	(E)
		60,000.00	(F)	8,026.00	(F)
		2,567,000.00		2,507,850.00	

(A) Lump Sum

(B) Classified Work

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

(D) Extra Work

(E) Supplemental Agreement No.1 which included an increase in the amount of \$400,000 for net cost sum work authorized on 10/12/95.

(F) Increase in extra work in the amount of \$60,000 authorized on 8/24/1998.

FINAL CONTRACTS PAYMENTS

The Comptroller's Department reports that the contracts set forth in the succeeding tabulation have been completed satisfactorily by the contractors. Final Payments have been made in the period of April 1, 2001 to April 30, 2001.

CONTRACT NUMBER	CONTRACT TITLE FACILITY AND CONTRACTOR	TOTAL AUTHORIZED		TOTAL PAYMENTS	
PAT459B	REHABILITATION OF ENTRANCE DOORS AT CONCOURSE LEVEL	465,000.00	(A)	465,000.00	(A)
		47,000.00	(D)	47,000.00	(D)
	JOURNAL SQUARE TRANSPORTATION CENTER	60,000.00	(E)	60,000.00	(E)
		40,000.00	(F)	36,233.00	(F)
	RAINBOW CONSTRUCTION CO, INC	612,000.00		608,233.00	

(A) Lump Sum

(B) Classified Work

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

(D) Extra Work

(E) Increase in extra work in the amount of \$60,000 authorized on 2/9/1995.

(F) Increase in extra work in the amount of \$40,000 authorized on 11/3/1998.

(PATH Board – 6/28/01)

Contract and Purchase Order Authorizations and Amendments – Quarterly Report

In accordance with the By-Laws, the President reported actions taken under Article XII, sections (g)(1) and (g)(2), for the period January 1, 2001 to March 31, 2001.

CONTRACT AND PURCHASE ORDER AUTHORIZATIONS

AWARDEE	DESCRIPTION	AUTHORIZATION	PROCUREMENT METHOD
William G. Moore & Son, Inc. P.O. #4500016700	Timber Switch	\$ 113,335	Publicly Advertised
Sumitomo Corporation of America P.O. #4500018315	Wheels, Railcar	202,500	Publicly Advertised
The Kerite Company P.O. #4500018320	Cables, Traction 2000 MCM	259,000	Publicly Advertised
Modern Track Machinery, Inc. P.O. #4500018439	Track Machinery	203,102	Publicly Advertised
Virginia Transformer Corp. P.O. #4500018927	Transformers	225,000	Publicly Advertised
Balfour Beatty Railway Eng. LTD. P.O. #4500019095	Track Plates	91,000	Publicly Advertised
Universal Uniform Sales Company Contract #4600002539	Conductor/ Engineer Uniforms 1 Year Contract	200,000	Government Contract
Johnson Controls, Inc. Contract #4600002540	HVAC Automated Temperature Control – JSTC	433,338	Publicly Advertised

(PATH Board – 6/28/01)

Tort Claim Settlements - Quarterly Report

The President reported, for information only, that in accordance with the authority granted under Article XII, section (g)(4) of the By-Laws, the following claims were previously settled, and reported closed during the period January 1, 2001 to March 31, 2001.

TORT CLAIMS AGAINST PORT AUTHORITY, TRANS-HUDSON CORPORATION, CLOSED

Employee Claims

NAME	AMOUNT PAID
RUIZ, EMILIO	\$ 6,000.00
NOTO, JOSEPH	8,500.00
DELUCA, JOSEPH	3,500.00
OLANO GEORGE H	3,000.00
BALA CHRISTOPHER S	3,500.00
HERREN ROSS E	10,850.00
TOTAL	\$ 35,350.00

Patron Claims

NAME	AMOUNT PAID
ROMANO GIOVANNI	\$ 500.00
TADDEO PETER	2,000.00
HAYNES MARC R	200.00
SHAH GIRISH M	3.98
O'NEILL JUAN	54.99
MCINTOSH DENISE	16.99
HENSON, SELMA B	3,500.00
TOTAL	\$ 6,275.96

(PATH Board – 6/28/01)

**TORT CLAIMS OF PORT AUTHORITY, TRANS-HUDSON CORPORATION,
CLOSED**

NAME	AMOUNT COLLECTED
COSHOCTON TRUCKING	\$ 1,024.62
TOTAL	\$ 1,024.62

Whereupon, the meeting was adjourned.

Vice-President

Whereupon, the meeting was adjourned.

Vice-President

THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

**MINUTES
October 20, 2005**

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The public session was called to order by Chairman Coscia at 2:10 p.m. and ended at 2:41 p.m. The Board met in executive session prior to the public session. Vice-Chairman Gargano was present for the executive session and for a portion of the public session, prior to action taken by the Board.

Action on Minutes

The Secretary submitted for approval Minutes of the meeting of September 22, 2005. She reported that copies of these Minutes were sent to all of the Commissioners and to the Governors of New York and New Jersey. She reported further that the time for action by the Governors of New York and New Jersey has expired.

Whereupon, the Board of Commissioners unanimously approved the Minutes.

Report of Committee on Finance

The Committee on Finance reported, for information, on matters discussed and action taken in executive session at its meeting on October 20, 2005, which included discussion of certain contract matters, matters related to or which could impact upon the issuance, sale, resale, or redemption of Port Authority bonds, notes or other obligations, and matters which could affect the competitive economic position of the Port Authority, the Port District or businesses with which we deal, in addition to matters filed with the Committee pursuant to Board action or separately reported to the Board of Commissioners at this meeting of the Board, and the report was received and is included with these minutes.

Report of Committee on Capital Programs/Port Planning

The Committee on Capital Programs/Port Planning reported, for information, on matters discussed in executive session at its meeting on October 20, 2005, which included discussion of matters which could affect the competitive economic position of the Port Authority, the Port District or businesses with which we deal, and the report was received.

Report of Committee on Construction

The Committee on Construction reported, for information, on matters discussed at its meeting on October 20, 2005, which included a review of 2005 third quarter construction results, and discussion of a project to rehabilitate above-ground aviation fuel storage tanks at John F. Kennedy International Airport, and the report was received.

Report of Committee on Operations

The Committee on Operations reported, for information, on matters discussed and action taken in executive session at its meeting on October 20, 2005, which included discussion of certain property and lease matters, contract matters and matters which could affect the competitive economic position of the Port Authority, the Port District or businesses with which we deal, and the report was received.

Report of World Trade Center Site Planning Subcommittee

The World Trade Center Site Planning Subcommittee reported for information, on action taken on certain contract matters in executive session at its meeting on October 11, 2005, and the report was received.

Staff Reports

Presentations were made by staff on the status of the Port Authority's security program and on the regional economic impact of the Port Authority's airports.

JOHN F. KENNEDY INTERNATIONAL AIRPORT – WILDLIFE MANAGEMENT PROGRAM – COOPERATIVE SERVICE AGREEMENT WITH UNITED STATES DEPARTMENT OF AGRICULTURE WILDLIFE SERVICES

It was recommended that the Board authorize the Executive Director to enter into a Cooperative Service Agreement with the United States Department of Agriculture (USDA) Wildlife Services to provide technical, research, and operational assistance for the Wildlife Management Program at John F. Kennedy International Airport (JFK) for three years with two one-year option periods, at an estimated aggregate amount of \$1,486,423.

From 1990 through 2005, the Port Authority has entered into Cooperative Service Agreements with the USDA for consultation on the Wildlife Management Program at JFK in order to address wildlife hazard management on airports and to conduct a shooting program for gulls. Consultation services also included a one-year wildlife hazard assessment, assistance with updating JFK's Wildlife Hazard Management Plan (WHMP) and various research projects on habitat management, insect management, and bird behavior. The USDA shooting program is one of many tools that can be used alone or in concert with pyrotechnics, propane cannons, gull distress call recordings, falconry, trapping, predator-like balloons/kites, mylar tape, netting and other exclusion devices, grass and other habitat management, water management, insect control, and solid waste management in order to control wildlife at JFK. An integrated wildlife management program ensures that a wide variety of birds and other wildlife can be managed in many different situations and weather conditions. These efforts have successfully reduced the number of gulls and other birds flying over JFK, significantly decreasing the risk of bird strikes to aircraft. The current agreement will expire on December 31, 2005.

Under the proposed agreement, USDA would continue the consulting services and shooting program for an additional three-year period. USDA also would write a supplement to the airport's Final Environmental Impact Statement Gull Hazard Reduction Program (FEIS). The FEIS was completed in 1994, and a supplement is required at this time in order to comply with the National Environmental Policy Act. The JFK Bird Hazard Task Force also has recommended that the airport conduct additional wildlife research that includes, but is not limited to, the local Canada goose and gull populations and their movements within a five-mile radius of JFK, and off-airport bird attractants within a five-mile radius of the airport, as mandated in Federal Aviation Administration (FAA) Advisory Circular 150/5200-33A. USDA would assist the airport in addressing these issues through research projects, reports, meetings, and operational assistance. USDA would conduct the operational work and USDA's research division at the National Wildlife Research Center would conduct the research with the assistance of USDA and the Port Authority.

Continuance of the program would ensure the Port Authority's continued compliance with FAA regulations requiring implementation of a wildlife management program at JFK.

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

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into a Cooperative Service Agreement with the United States Department of Agriculture Wildlife Services to provide technical, research, and operational assistance for the Wildlife Management Program at John F. Kennedy International Airport for three years, with two one-year option periods, at an estimated aggregate amount of \$1,486,423; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

**PORT NEWARK – HUDSON REFRIGERATING COMPANY – SUPPLEMENT TO
LEASE NO. L-NS-561**

It was recommended that the Board authorize the Executive Director to enter into an agreement with Hudson Refrigerating Company (HRC) for the extension of its lease covering a refrigerated and cool storage warehouse facility at Port Newark for a 15-year term.

HRC's lease, which expires on October 31, 2005, would be extended to expire on October 31, 2020. Effective November 1, 2005, HRC would pay basic rental at the annual rate of \$938,400, which would escalate on November 1, 2007 and every two years thereafter during the extension, based on 100 percent of the Consumer Price Index, with a minimum increase of 2 percent and a maximum increase of 5 percent, compounded annually. HRC would be obligated to make capital improvements to the facility in the estimated amount of \$1.6 million. The Port Authority would have the unconditional right to terminate the lease effective on October 31, 2012 and every October 31st thereafter throughout the term of the lease upon three years' prior written notice. If the Port Authority exercises its right to terminate the lease, HRC would be excused from payment of the six months' basic rental immediately preceding the termination of the lease, and the Port Authority would reimburse it for the unamortized balance of its capital investment calculated on a straight-line basis, in an amount not to exceed \$1.6 million.

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

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into an agreement with Hudson Refrigerating Company for the extension of its lease covering a refrigerated and cool storage warehouse facility at Port Newark for a 15-year term, substantially in accordance with the terms and conditions outlined to the Board; the form of the agreement shall be subject to the approval of General Counsel or his authorized representative.

BROOKLYN-PORT AUTHORITY MARINE TERMINAL – DECLARATION OF SURPLUS PROPERTY, SURRENDER AND/OR ASSIGNMENT OF CERTAIN PARCELS LEASED FROM THE CITY OF NEW YORK AND AMENDMENT OF MEMORANDUM OF UNDERSTANDING WITH THE BROOKLYN BRIDGE PARK DEVELOPMENT CORPORATION

It was recommended that the Board authorize the following actions relative to Piers 1 through 6 at the Brooklyn-Port Authority Marine Terminal (Piers): (1) the declaration of an approximately four-acre parcel of property located between Pier 5 and Pier 6 (Parcel), as surplus property; and (2) the Executive Director to: (a) surrender and/or assign the Port Authority leases with the City of New York (City) covering various areas within the Piers; and (b) amend the Memorandum of Understanding dated December 31, 2003 (MOU) with the Brooklyn Bridge Park Development Corporation (BBPDC) to include the Parcel in the transfer of property from the Port Authority to the BBPDC. These actions would allow the Port Authority to transfer total control of all Port Authority-owned and leased properties at the Piers to the BBPDC, a public corporation of the State of New York (State), and to the City, enabling the City to resume control of the property for inclusion in the Brooklyn Bridge Park (Park).

In December 2003, the Board authorized the Executive Director to enter into the MOU to provide for the transfer of Piers 1 through 5 to the BBPDC and the provision by the Port Authority of \$85 million for the development of the Park, inclusive of any necessary costs for additional repairs, demolitions or environmental remediation work at the site beyond the \$8 million for projects specified in the MOU. The MOU provides that the transfer of property take place after completion of certain required environmental reviews and determinations, acceptance by the State's Public Authorities Control Board, and the State's subsequent adoption of a General Project Plan for the Park and acceptance of the acquisition, which are expected to be finalized in December 2005.

The Park originally was planned to traverse the Brooklyn waterfront from the Manhattan Bridge to Pier 5, encompassing properties owned by the City, the State and the Port Authority. Title to properties transferred by the Port Authority and the State-owned properties will be consolidated and vested in the BBPDC, and title to the City-owned areas will remain with the City. Subsequent to signing the MOU, the City requested that Pier 6 be included as part of the Park. The Port Authority holds Pier 6 under a long-term lease with the City that will expire in 2011 (Pier 6 Leasehold). Related to the Pier 6 Leasehold, the Port Authority owns the Parcel that was retained to ensure access to the north face of Pier 6 for maritime uses. With the inclusion of Pier 6 as part of the Park, the Parcel is no longer needed by the Port Authority for maritime purposes, and would be conveyed in "as is, where is" condition, and the Port Authority would have no liability, either express or implied, as to the condition, title, design, operation, or fitness of the property.

In addition to the Pier 6 Leasehold, the Port Authority leases approximately 4.5 acres from the City in three separate areas, located in Piers 1 through 5, under an agreement that expires in 2018 (Piers 1-5 Leasehold). The City has requested that the Port Authority surrender the Piers 1-5 Leasehold and the Pier 6 Leasehold and/or assign them to BBPDC, so that they may be included as part of the Park.

Authorization of these property transactions at this time would allow the Port Authority to effectuate an orderly and timely transfer of the Piers property to the BBPDC and the City. This action would be the first step of an effort to transition the Port Authority out of the Brooklyn waterfront, and would be consistent with the Port Authority's objective to maximize the value of property assets and control costs, thereby allowing the agency to focus its efforts on its core freight transportation mission.

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

RESOLVED, that the Board hereby finds and determines that the real property on the amended Port Authority Map designated BKP-S20 dated October 2005, which includes a parcel of property located between Pier 5 and Pier 6, including a portion of Pier 6 (Parcel), located at the Brooklyn-Port Authority Marine Terminal (BPAMT), is no longer required for the purpose for which it was acquired; and it is further

RESOLVED, that the Chief Engineer of the Port Authority be and he hereby is authorized and directed, for and on behalf of the Port Authority, to execute a certificate to be annexed to the Port Authority Map designated BKP-S20 stating that the real property shown on said map is no longer required for the purposes for which it was acquired, such map to be filed in the Office of the Secretary of the Port Authority; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to: (1) surrender and/or assign the Port Authority leases with the City of New York covering various areas within Piers 1 through 6 at the BPAMT; and (2) amend the Memorandum of Understanding dated December 31, 2003 (MOU) with the Brooklyn Bridge Park Development Corporation (BBPDC) to include the Parcel in the transfer of property from the Port Authority to the BBPDC; and it is further

RESOLVED, that the Executive Director be and he hereby is authorized, for and on behalf of the Port Authority, to enter into any other related agreements to effectuate the transfer of title to the Piers, and do all other things necessary and appropriate to carry out the foregoing; 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.

**DOWNTOWN RESTORATION PROGRAM – WORLD TRADE CENTER SITE
PHASE I RETAIL REDEVELOPMENT – PLANNING AUTHORIZATION AND
INCREASED AUTHORIZATION FOR JONES LANG LASALLE ADVISORY
SERVICES**

It was recommended that the Board authorize: (1) planning and preliminary design work for the first phase (Phase I) of retail redevelopment at the World Trade Center (WTC) site, in the estimated amount of \$1.95 million; (2) the Executive Director 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 Phase I planning and preliminary design work, subject to advising the Commissioners of individual contracts or agreements to be acted on pursuant to this authorization prior to taking or authorizing such action; and (3) an increase of \$500,000 in the authorization under an existing agreement with Jones Lang LaSalle (JLL) for real estate advisory services associated with the WTC site.

On December 1, 2003, the Port Authority acquired Westfield WTC LLC (now WTC Retail LLC) and its right, title and interest in 427,000 gross leaseable square feet of WTC retail and retail expansion space. As part of the acquisition, the seller, Westfield WTC Holding LLC, was granted a right of first offer (ROFO) for the future development through lease, sale or other transfer and/or management of the retail space. However, the Port Authority may elect to develop and/or manage the retail space itself without triggering the ROFO. Based on discussions with the WTC Site Planning Subcommittee, staff intends to develop Phase I of the retail project, consisting of approximately 200,000 square feet of gross buildable area, without triggering the ROFO.

Work under this authorization would include preliminary design of the core and shell of the Phase I retail space, including structural slabs and column framing, coordination of shared egress with the WTC Transportation Hub, connections to common utilities, and mechanical and electrical layout. The planning also would include compliance with commercially sustainable design guidelines, preparation of staging analyses and development of cost estimates.

The work would be performed by Port Authority staff, supplemented by the Port Authority's WTC real estate advisor, JLL, and its project team. The retention of JLL as WTC real estate advisor, for a three-year term in an amount not to exceed \$7.5 million and one two-year extension option in an amount not to exceed \$5.6 million, was authorized by the Executive Director in December 2003. An increase of \$500,000 in the authorization under the JLL agreement is being requested so that JLL may provide additional services, including Phase I planning services. Approximately 30 percent of this increase would be for work included in the requested \$1.95 million Phase I planning authorization. It is expected that all of these costs will be recoverable from WTC Retail LLC's share of casualty insurance proceeds.

This work, which is the first step in the redevelopment of approximately 500,000 to 550,000 square feet of gross buildable retail space at the WTC site, would also advance the overall WTC site redevelopment, which will ultimately revitalize Lower Manhattan and provide an important source of revenue to the Port Authority. In order to have the first phase of retail operational concurrent with the opening of the WTC Transportation Hub, it is critical to commence the proposed planning effort at this time.

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

RESOLVED, that planning and preliminary design work for the first phase (Phase I) of retail redevelopment at the World Trade Center (WTC) site, in the estimated amount of \$1.95 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 contracts for professional and advisory services and such other contracts and agreements as may be necessary to effectuate the Phase I planning and preliminary design work, subject to advising the Commissioners of individual contracts or agreements to be acted on pursuant to this authorization prior to taking or authorizing such action; and it is further

RESOLVED, that the authorization under an existing agreement with Jones Lang LaSalle for WTC real estate advisory services be increased by \$500,000; 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.

POST-EMPLOYMENT RESTRICTIONS – RETENTION OF FORMER PORT AUTHORITY EMPLOYEES ON AN EMERGENCY BASIS

At its meeting of September 12, 1991, the Board directed that contracts for post-employment consulting work for the Port Authority (or its subsidiaries) to be entered into with employees, or with former employees who were required to file financial disclosure statements under the Code of Ethics and Financial Disclosure while they were employees, required the prior approval of the Board. It is now recommended that the Executive Director be authorized to enter into contracts for post-employment consulting work with employees, or with such former employees, as part of our overall emergency management plan when there is a demonstrable need for prompt mobilization of engineering, architectural and operational expertise to respond to particular incidents on an emergency basis.

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

RESOLVED, that the Executive Director be and he hereby is authorized to enter into contracts for post-employment consulting work for the Port Authority (or its wholly owned corporate entities), with employees, or with former employees who were required to file financial disclosure statements under the Code of Ethics and Financial Disclosure (the Code) while they were employees, where such contracts are deemed necessary for emergency management purposes; provided, that any such retention shall be reviewed for consistency with the Code, and, provided, further, that any such retention shall not exceed a period of 90 days or \$45,000 in compensation; and it is further

RESOLVED, that any contracts entered into pursuant to the foregoing authorization shall be reported to the Board on a retrospective basis; and it is further

RESOLVED, that the form of any contracts entered into pursuant to the foregoing authorization shall be subject to the approval of General Counsel or his authorized representative.

SETTLEMENT OF CERTAIN ENVIRONMENTAL CLAIMS AGAINST W.R. GRACE, INC. WITH RESPECT TO BLOCK #373, LOT #3 IN THE CITY OF BAYONNE, NEW JERSEY

It was recommended that the Board authorize General Counsel, for and on behalf of the Port Authority, to settle certain environmental claims against W.R. Grace, Inc. (W.R. Grace) with respect to Port Authority property located in the City of Bayonne delineated on the tax map as Block #373, Lot #3.

The settlement agreement involves environmental remediation with respect to the Port Authority property and monitoring with respect to three properties in the vicinity of the Bayonne Bridge: Port Authority property, Block #373, Lot #3, a Port Authority right-of-way under the Bayonne Bridge and property adjacent to the Port Authority property owned by the Williams Co. The Port Authority would receive an allowed claim in the bankruptcy of \$2.1 million, which would include the cost of clean-up of both the Port Authority's property and the right-of-way. It would also cover the cost of monitoring contamination on all three sites. A separate access agreement would be entered into with respect to the Williams Co. property. The \$2.1 million claim pursuant to staff estimates would fully cover the cost of the Port Authority's clean-up and monitoring as provided for herein. It is estimated that approximately 85 percent of the settlement amount would be paid to the Port Authority in cash, with the balance to be paid in stock after W.R. Grace emerges from bankruptcy.

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

RESOLVED, that General Counsel be and he hereby is authorized, for and on behalf of the Port Authority, to enter into an agreement to settle certain environmental claims against W.R. Grace, Inc. with respect to Port Authority property located in the vicinity of the Bayonne Bridge.

SETTLEMENT OF CLAIM – SUMITOMO MARINE AND FIRE INSURANCE CO., LTD., ET AL. v. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

It was recommended that the Board authorize General Counsel, for and on behalf of the Port Authority, to finalize the settlement of a property damage claim in the action entitled Sumitomo Marine and Fire Insurance Co., Ltd., et al. v. The Port Authority of New York and New Jersey in the amount of \$130,000, inclusive of attorneys' fees, costs and disbursements. Plaintiffs would provide the Port Authority with a General Release and Stipulation of Discontinuance with Prejudice. The Port Authority's excess insurance carriers have approved the proposed settlement amount, and the Port Authority would be fully reimbursed for the settlement amount by the carriers.

Following the terrorist bombing of The World Trade Center on February 26, 1993, plaintiff, Sumitomo Marine and Fire Insurance Company, Limited, acting through its U.S. Manager, Sumitomo Marine Management (U.S.A.) Inc. (Sumitomo), commenced this subrogation action seeking money for damages allegedly sustained by six of its subrogors — Sumitomo Bank Ltd., Sumitomo Bank Capital Markets, Inc., Sumitomo Bank Financial Services, Sumitomo Bank Leasing and Finance, Inc., Sumitomo Bank Services, and Sumitomo Bank New York Trust. The total amount of damages claimed was \$328,000 for damage to the premises occupied by the subrogors and to the subrogors' property located at the premises, and for the subrogors' relocation expenses. Sumitomo issued three separate insurance policies to its subrogors that were in effect on February 26, 1993, which provided coverage to the subrogors for the alleged losses for damages to the premises and extra expenses claimed by Sumitomo.

Plaintiffs initially demanded \$262,000 to settle this action, but through aggressive negotiation, the parties agreed upon the proposed settlement of \$130,000, subject to Board approval.

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

RESOLVED, that General Counsel be and he hereby is authorized, for and on behalf of the Port Authority, to finalize the settlement of the action entitled Sumitomo Marine and Fire Insurance Co., Ltd., et al. v. The Port Authority of New York and New Jersey in the amount of \$130,000, inclusive of attorneys' fees, costs and disbursements.

SETTLEMENT OF CLAIM – KEITH AND BARBARA MILLS v. THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY

It was recommended that the Board authorize General Counsel, for and on behalf of the Port Authority, to finalize the settlement of a personal injury claim in the action entitled Keith and Barbara Mills v. The Port Authority of New York and New Jersey in the amount of \$125,000, inclusive of attorneys' fees, costs and disbursements. Plaintiffs would provide the Port Authority with a General Release and Stipulation of Discontinuance with Prejudice. The Port Authority's excess insurance carriers have approved the proposed settlement amount, and the Port Authority would be fully reimbursed for the settlement amount by the carriers.

On February 26, 1993, the date of the terrorist bombing of The World Trade Center (WTC), plaintiff, Keith Mills, who was 58 years old at the time of the incident and employed as a welder by Ogden Allied Services, was in the lunchroom on the B-2 level of the WTC when the bombing occurred. As a result of the force of the explosion, the lunchroom floor partially collapsed, and plaintiff fell into an elevator shaft, where he remained trapped for approximately an hour. Plaintiff was transported to New York Downtown Hospital, where he was treated for pneumonia and carbon monoxide poisoning from smoke inhalation and remained hospitalized for four days. Plaintiff claims bilateral hearing loss requiring the use of hearing aids, injury to his lungs, and Post-Traumatic Stress Disorder. He is now 70 years old and is wearing hearing aids in both ears. His wife, Barbara Mills, claims loss of services.

Plaintiffs initially demanded \$400,000 to settle this action, but through aggressive negotiation, the parties agreed upon the proposed settlement amount of \$125,000, subject to Board approval.

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

RESOLVED, that General Counsel be and he hereby is authorized, for and on behalf of the Port Authority, to finalize the settlement of the action entitled Keith and Barbara Mills v. The Port Authority of New York and New Jersey in the amount of \$125,000, inclusive of attorneys' fees, costs and disbursements.

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

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

REPORT A:

Purchase of Port Authority Bonds

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

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

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

Purchase of Securities

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
08/01/05	\$50,000,000	GECC CP	--	08/02/05	99.99	3.260%	3.314%	\$49,995,472.22	G.E. Capital
08/01/05	35,000,000	UBSFIN CP	--	08/02/05	99.99	3.260	3.314	34,996,830.54	Lehman Brothers
08/01/05	50,000,000	DBKFIN CP	--	08/02/05	99.99	3.280	3.335	49,995,444.44	Deutsche Bank
08/01/05	50,000,000	DBKFIN CP	--	08/02/05	99.99	3.280	3.335	49,995,444.44	Deutsche Bank
08/01/05	10,000,000	USTN	3.875%	07/31/07	99.78	--	3.985	9,978,125.00	Merrill Lynch
08/02/05	50,000,000	GECC CP	--	08/03/05	99.99	3.220	3.273	49,995,527.78	G.E. Capital
08/02/05	50,000,000	GECC CP	--	08/03/05	99.99	3.220	3.273	49,995,527.78	G.E. Capital
08/02/05	50,000,000	UBSFIN CP	--	08/03/05	99.99	3.220	3.273	49,995,527.78	Lehman Brothers
08/02/05	23,789,000	UBSFIN CP	--	08/03/05	99.99	3.220	3.273	23,786,872.21	Lehman Brothers
08/03/05	50,000,000	GECC CP	--	08/04/05	99.99	3.170	3.221	49,995,597.22	G.E. Capital
08/03/05	50,000,000	GECC CP	--	08/04/05	99.99	3.170	3.221	49,995,597.22	G.E. Capital
08/03/05	45,000,000	UBSFIN CP	--	08/04/05	99.99	3.170	3.221	44,996,037.48	Lehman Brothers

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

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
08/03/05	\$50,000,000	DBKFIN CP	--	08/04/05	99.99	3.160%	3.211%	\$49,995,611.11	Deutsche Bank
08/03/05	50,000,000	DBKFIN CP	--	08/04/05	99.99	3.160	3.211	49,995,611.11	Deutsche Bank
08/04/05	50,000,000	UBSFIN CP	--	08/05/05	99.99	3.280	3.335	49,995,444.45	Goldman Sachs
08/04/05	50,000,000	GECC CP	--	08/05/05	99.99	3.300	3.355	49,995,416.67	G.E. Capital
08/04/05	50,000,000	GECC CP	--	08/05/05	99.99	3.300	3.355	49,995,416.67	G.E. Capital
08/04/05	21,000,000	UBSFIN CP	--	08/05/05	99.99	3.280	3.335	20,998,086.67	Merrill Lynch
08/04/05	50,000,000	DBKFIN CP	--	08/05/05	99.99	3.310	3.366	49,995,402.78	Deutsche Bank
08/04/05	50,000,000	DBKFIN CP	--	08/05/05	99.99	3.310	3.366	49,995,402.78	Deutsche Bank
08/04/05	10,000,000	USTN	3.875%	07/31/07	99.70	--	4.026	9,970,312.50	JPMorgan
08/05/05	50,000,000	FHDN	--	08/08/05	99.97	3.360	3.418	49,986,000.00	Deutsche Bank
08/05/05	50,000,000	FHDN	--	08/08/05	99.97	3.360	3.418	49,986,000.00	Deutsche Bank
08/05/05	20,000,000	FHDN	--	08/08/05	99.97	3.360	3.418	19,994,400.00	Citiglobal

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

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
08/05/05	\$50,000,000	GECC CP	--	08/08/05	99.97	3.400%	3.459%	\$49,985,833.33	G.E. Capital
08/05/05	50,000,000	GECC CP	--	08/08/05	99.97	3.400	3.459	49,985,833.33	G.E. Capital
08/05/05	50,000,000	DBKFIN CP	--	08/08/05	99.97	3.430	3.490	49,985,708.33	Deutsche Bank
08/05/05	50,000,000	DBKFIN CP	--	08/08/05	99.97	3.430	3.490	49,985,708.33	Deutsche Bank
08/08/05	20,000,000	USTB	--	11/03/05	99.18	3.405	3.478	19,835,425.00	Greenwich Capital
08/08/05	25,000,000	FHDN	--	09/21/05	99.58	3.400	3.466	24,896,111.11	Lehman Brothers
08/08/05	50,000,000	FHDN	--	10/05/05	99.44	3.465	3.536	49,720,875.00	Merrill Lynch
08/08/05	50,000,000	FHDN	--	08/31/05	99.79	3.350	3.410	49,892,986.11	Mizuho
08/08/05	30,000,000	FCDN	--	08/16/05	99.93	3.330	3.387	29,977,800.00	Mizuho
08/08/05	20,000,000	FCDN	--	08/22/05	99.87	3.330	3.388	19,974,100.00	Mizuho
08/08/05	25,000,000	FHDN	--	10/07/05	99.42	3.460	3.531	24,855,833.33	Mizuho
08/08/05	50,000,000	DBKFIN CP	--	08/09/05	99.99	3.500	3.562	49,995,138.89	Deutsche Bank

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

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
08/08/05	\$50,000,000	DBKFIN CP	--	08/09/05	99.99	3.490%	3.552%	\$49,995,152.78	Deutsche Bank
08/08/05	17,000,000	UBSFIN CP	--	08/09/05	99.99	3.460	3.521	16,998,366.11	JPMorgan
08/08/05	22,225,000	USTN	2.375%	08/15/06	98.41	--	3.985	21,870,789.06	Merrill Lynch
08/08/05	20,000,000	USTN	3.875	07/31/07	99.57	--	4.097	19,914,062.40	Lehman Brothers
08/09/05	50,000,000	FCDN	--	08/22/05	99.88	3.360	3.419	49,939,333.33	Lehman Brothers
08/09/05	44,915,000	GECC CP	--	08/10/05	99.99	3.450	3.510	44,910,695.65	G.E. Capital
08/09/05	25,000,000	DBKFIN CP	--	08/10/05	99.99	3.450	3.510	24,997,604.17	Deutsche Bank
08/10/05	50,000,000	DBKFIN CP	--	08/11/05	99.99	3.450	3.510	49,995,208.33	Deutsche Bank
08/10/05	50,000,000	DBKFIN CP	--	08/11/05	99.99	3.450	3.510	49,995,208.33	Deutsche Bank
08/10/05	24,000,000	UBSFIN CP	--	08/11/05	99.99	3.440	3.500	23,997,706.66	Banc of America
08/11/05	15,000,000	USTB	--	09/08/05	99.74	3.306	3.366	14,961,430.00	JPMorgan
08/11/05	30,000,000	USTB	--	09/08/05	99.74	3.306	3.366	29,922,860.00	JPMorgan

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

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
08/11/05	\$40,000,000	USTB	--	09/08/05	99.74	3.306%	3.366%	\$39,897,146.67	JPMorgan
08/11/05	40,000,000	USTB	--	09/08/05	99.74	3.306	3.366	39,897,146.67	JPMorgan
08/11/05	50,000,000	USTB	--	09/08/05	99.74	3.306	3.366	49,871,433.33	JPMorgan
08/11/05	30,000,000	UBSFIN CP	--	08/12/05	99.99	3.420	3.479	29,997,150.00	Lehman Brothers
08/11/05	50,000,000	DBKFIN CP	--	08/15/05	99.96	3.430	3.490	49,980,944.44	Deutsche Bank
08/11/05	50,000,000	DBKFIN CP	--	08/15/05	99.96	3.430	3.490	49,980,944.44	Deutsche Bank
08/12/05	50,000,000	UBSFIN CP	--	08/15/05	99.97	3.480	3.542	49,985,500.00	Lehman Brothers
08/12/05	25,000,000	UBSFIN CP	--	08/15/05	99.97	3.480	3.542	24,992,750.00	JPMorgan
08/15/05	50,000,000	FHDN	--	09/09/05	99.76	3.400	3.463	49,881,944.45	Lehman Brothers
08/15/05	50,000,000	FHDN	--	10/14/05	99.42	3.510	3.583	49,707,500.00	Merrill Lynch
08/15/05	50,000,000	DBKFIN CP	--	08/16/05	99.99	3.570	3.635	49,995,041.65	Deutsche Bank
08/15/05	24,000,000	DBKFIN CP	--	08/16/05	99.99	3.570	3.635	23,997,619.99	Deutsche Bank

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

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
08/16/05	\$15,000,000	FHDN	--	09/01/05	99.85	3.380%	3.440%	\$14,977,466.67	Morgan Stanley
08/16/05	50,000,000	FHDN	--	09/19/05	99.68	3.380	3.443	49,840,388.90	Morgan Stanley
08/16/05	38,000,000	UBSFIN CP	--	08/17/05	99.99	3.430	3.490	37,996,379.44	Goldman Sachs
08/17/05	35,000,000	DBKFIN CP	--	08/18/05	99.99	3.460	3.521	34,996,636.11	Deutsche Bank
08/17/05	32,030,000	DBKFIN CP	--	08/18/05	99.99	3.460	3.521	32,026,921.56	Deutsche Bank
08/18/05	50,000,000	DBKFIN CP	--	08/19/05	99.99	3.500	3.562	49,995,138.89	Deutsche Bank
08/18/05	37,000,000	DBKFIN CP	--	08/19/05	99.99	3.500	3.562	36,996,402.78	Deutsche Bank
08/19/05	50,000,000	FHDN	--	09/16/05	99.73	3.410	3.473	49,867,388.89	Merrill Lynch
08/19/05	50,000,000	FHDN	--	10/19/05	99.40	3.515	3.588	49,702,201.39	Mizuho
08/19/05	50,000,000	GECC CP	--	08/22/05	99.97	3.460	3.521	49,985,583.33	G.E. Capital
08/19/05	33,000,000	UBSFIN CP	--	08/22/05	99.97	3.460	3.521	32,990,485.01	Merrill Lynch
08/22/05	50,000,000	GECC CP	--	08/23/05	99.99	3.480	3.541	49,995,166.67	G.E. Capital

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

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
08/22/05	\$50,000,000	GECC CP	--	08/23/05	99.99	3.480%	3.541%	\$49,995,166.67	G.E. Capital
08/22/05	28,000,000	UBSFIN CP	--	08/23/05	99.99	3.480	3.542	27,997,293.24	Lehman Brothers
08/22/05	50,000,000	DBKFIN CP	--	08/23/05	99.99	3.480	3.541	49,995,166.67	Deutsche Bank
08/23/05	28,290,000	USTB	--	11/17/05	99.18	3.445	3.520	28,057,181.16	ABN AMRO
08/23/05	50,000,000	FHDN	--	09/12/05	99.81	3.390	3.451	49,905,833.35	Merrill Lynch
08/23/05	16,000,000	FHDN	--	09/26/05	99.68	3.400	3.464	15,948,622.22	Morgan Stanley
08/23/05	50,000,000	GECC CP	--	08/24/05	99.99	3.480	3.541	49,995,166.67	G.E. Capital
08/23/05	50,000,000	GECC CP	--	08/24/05	99.99	3.480	3.541	49,995,166.67	G.E. Capital
08/23/05	19,000,000	UBSFIN CP	--	08/24/05	99.99	3.480	3.541	18,998,163.33	Merrill Lynch
08/24/05	21,000,000	FHDN	--	10/26/05	99.38	3.550	3.625	20,869,537.50	Mizuho
08/24/05	50,000,000	GECC CP	--	08/25/05	99.99	3.490	3.552	49,995,152.78	G.E. Capital
08/24/05	50,000,000	GECC CP	--	08/25/05	99.99	3.490	3.552	49,995,152.78	G.E. Capital

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

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
08/24/05	\$30,000,000	UBSFIN CP	--	08/25/05	99.99	3.490%	3.552%	\$29,997,091.68	Merrill Lynch
08/24/05	25,000,000	UBSFIN CP	--	08/25/05	99.99	3.490	3.552	24,997,576.40	Merrill Lynch
08/25/05	50,000,000	GECC CP	--	08/26/05	99.99	3.500	3.562	49,995,138.89	G.E. Capital
08/25/05	50,000,000	GECC CP	--	08/26/05	99.99	3.500	3.562	49,995,138.89	G.E. Capital
08/25/05	14,000,000	UBSFIN CP	--	08/26/05	99.99	3.500	3.562	13,998,638.89	Banc of America
08/25/05	50,000,000	UBSFIN CP	--	08/26/05	99.99	3.500	3.562	49,995,138.90	Banc of America
08/26/05	50,000,000	FHDN	--	09/23/05	99.73	3.470	3.536	49,865,055.56	Lehman Brothers
08/26/05	50,000,000	GECC CP	--	08/29/05	99.97	3.520	3.583	49,985,333.33	G.E. Capital
08/26/05	50,000,000	GECC CP	--	08/29/05	99.97	3.520	3.583	49,985,333.33	G.E. Capital
08/26/05	27,000,000	UBSFIN CP	--	08/29/05	99.97	3.530	3.594	26,992,057.49	Lehman Brothers
08/26/05	27,000,000	UBSFIN CP	--	08/29/05	99.97	3.530	3.594	26,992,057.49	Lehman Brothers
08/29/05	50,000,000	GECC CP	--	08/30/05	99.99	3.560	3.624	49,995,055.56	G.E. Capital

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

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
08/29/05	\$ 6,200,000	GECC CP	--	08/30/05	99.99	3.560%	3.624%	\$ 6,199,386.89	G.E. Capital
08/29/05	50,000,000	UBSFIN CP	--	09/01/05	99.97	3.550	3.614	49,985,208.33	Banc of America
08/29/05	50,000,000	UBSFIN CP	--	09/01/05	99.97	3.550	3.614	49,985,208.33	Banc of America
08/30/05	16,164,000	USTB	--	09/29/05	99.73	3.275	3.334	16,119,885.75	JPMorgan
08/30/05	50,000,000	USTB	--	10/27/05	99.46	3.345	3.411	49,730,541.67	JPMorgan
08/30/05	14,584,000	USTB	--	02/23/06	98.19	3.680	3.784	14,320,126.83	JPMorgan
08/30/05	25,000,000	GECC CP	--	08/31/05	99.99	3.540	3.604	24,997,541.67	G.E. Capital
08/30/05	20,465,000	GE CORP CP	--	08/31/05	99.99	3.530	3.593	20,462,993.29	G.E. Capital
08/31/05	40,000,000	FHDN	--	10/28/05	99.43	3.560	3.635	39,770,577.76	Goldman Sachs
08/31/05	50,000,000	GECC CP	--	09/01/05	99.99	3.560	3.624	49,995,055.56	G.E. Capital
08/31/05	7,000,000	CITIGROUP	--	09/06/05	99.94	3.500	3.563	6,995,916.67	Citigroup

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

Purchase of Securities (Cont.)

<u>Purchase Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Purchase Price</u>	<u>Discount Rate</u>	<u>BEY @Cost</u>	<u>Principal</u>	<u>Dealer</u>
08/31/05	\$ 50,000,000	CITIGROUP	--	09/06/05	99.94	3.500%	3.563%	\$ 49,970,833.33	Citigroup
								<u>\$ 4,191,844,655.24</u>	

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

Sale of Securities

<u>Sale Date</u>	<u>Par Value</u>	<u>Description</u>	<u>Coupon Rate</u>	<u>Maturity Date</u>	<u>Sale Price</u>	<u>Discount Rate</u>	<u>Principal</u>
08/22/05	<u>\$20,000,000</u>	USTN	3.875%	07/31/07	99.76	--	<u>\$19,951,562.50</u>
	<u>\$20,000,000</u>						<u>\$19,951,562.50</u>

AGENT:

Dealer

Citiglobal

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

Repurchase Transactions

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Greenwich Capital	08/01/05	08/04/05	\$24,912,000	3.230%	\$ 6,705.48
Greenwich Capital	08/01/05	08/04/05	25,123,000	3.230	6,762.27
Greenwich Capital	08/01/05	08/04/05	29,752,000	3.230	8,008.25
Banc of America	08/01/05	08/02/05	36,911,000	3.240	3,321.99
Greenwich Capital	08/01/05	08/04/05	37,101,000	3.230	9,986.35
Greenwich Capital	08/01/05	08/04/05	44,579,000	3.230	11,999.18
Daiwa	08/02/05	08/03/05	3,551,000	3.190	314.66
Citiglobal	08/02/05	08/08/05	30,767,500	3.200	16,793.93 *
Citiglobal	08/02/05	08/08/05	30,767,500	3.200	16,793.93 *
Daiwa	08/02/05	08/03/05	33,363,000	3.190	2,956.33
Lehman Brothers	08/02/05	08/05/05	34,545,000	3.180	9,164.03 *
Banc of America	08/03/05	08/04/05	36,917,000	3.140	3,219.98

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Banc of America	08/04/05	08/08/05	\$23,284,000	3.290%	\$ 8,511.60
Banc of America	08/04/05	08/08/05	24,919,000	3.290	9,109.28
Banc of America	08/04/05	08/08/05	28,458,000	3.290	10,402.98
Banc of America	08/04/05	08/08/05	36,452,000	3.290	13,325.23
Banc of America	08/04/05	08/08/05	41,434,000	3.290	15,146.43
Banc of America	08/04/05	08/05/05	41,945,000	3.260	3,798.35
BNP Paribas	08/05/05	08/08/05	41,950,000	3.350	11,711.04
Lehman Brothers	08/08/05	08/15/05	1,347,500	3.450	888.60 *
Nomura	08/08/05	08/10/05	17,373,000	3.440	3,320.17
Nomura	08/08/05	08/10/05	24,892,000	3.440	4,757.14
Nomura	08/08/05	08/10/05	25,177,000	3.440	4,811.60
Nomura	08/08/05	08/10/05	36,453,000	3.440	6,966.57

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Nomura	08/08/05	08/10/05	\$41,172,000	3.440%	\$ 7,868.43
Lehman Brothers	08/08/05	08/15/05	48,590,000	3.450	32,042.40 *
Lehman Brothers	08/09/05	08/11/05	39,800,000	3.350	7,407.22 *
Daiwa	08/10/05	08/11/05	1,369,000	3.350	127.39
Daiwa	08/10/05	08/11/05	7,873,000	3.350	732.63
Daiwa	08/10/05	08/11/05	15,627,000	3.350	1,454.18
Daiwa	08/10/05	08/11/05	24,885,000	3.350	2,315.69
Daiwa	08/10/05	08/11/05	25,059,000	3.350	2,331.88
Daiwa	08/10/05	08/11/05	28,580,000	3.350	2,659.53
Daiwa	08/10/05	08/11/05	41,173,000	3.350	3,831.38
Nomura	08/11/05	08/15/05	16,688,000	3.360	6,230.19
Nomura	08/11/05	08/15/05	24,724,000	3.360	9,230.29

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Nomura	08/11/05	08/15/05	\$25,770,000	3.360%	\$ 9,620.80
Nomura	08/11/05	08/15/05	32,124,000	3.360	11,992.96
Lehman Brothers	08/11/05	08/19/05	39,850,000	3.370	30,197.44 *
Nomura	08/11/05	08/15/05	43,348,000	3.360	16,183.25
Lehman Brothers	08/15/05	08/18/05	14,955,000	3.500	4,278.79 *
Nomura	08/15/05	08/18/05	16,694,000	3.420	4,757.79
Nomura	08/15/05	08/18/05	24,733,000	3.420	7,048.90
Nomura	08/15/05	08/18/05	25,780,000	3.420	7,347.30
Nomura	08/15/05	08/18/05	32,136,000	3.420	9,158.76
Nomura	08/15/05	08/18/05	43,364,000	3.420	12,358.74
Mizuho	08/16/05	08/17/05	24,962,500	3.400	2,357.57 *
Mizuho	08/16/05	08/19/05	34,580,000	3.400	9,845.70 *

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Citiglobal	08/16/05	08/18/05	\$43,640,625	3.400%	\$ 8,182.61 *
Citiglobal	08/16/05	08/18/05	43,640,625	3.400	8,182.61 *
Citiglobal	08/16/05	08/18/05	43,640,625	3.400	8,182.61 *
Citiglobal	08/16/05	08/18/05	43,640,625	3.400	8,182.61 *
Lehman Brothers	08/18/05	Open	1,700,000 *	Variable **	2,291.70 ***
Lehman Brothers	08/18/05	Open	1,700,000 *	Variable **	2,291.70 ***
Nomura	08/18/05	08/22/05	16,296,000	3.440	6,228.69
Nomura	08/18/05	08/22/05	21,706,000	3.440	8,296.52
Nomura	08/18/05	08/22/05	24,385,000	3.440	9,320.49
ABN AMRO	08/18/05	Open	24,637,500 *	Variable **	33,288.00 ***
Nomura	08/18/05	08/19/05	28,000,000	3.440	2,675.56
Lehman Brothers	08/18/05	08/24/05	29,820,000	3.500	17,113.37 *

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Lehman Brothers	08/18/05	08/24/05	\$29,820,000	3.500%	\$17,113.37 *
Nomura	08/18/05	08/22/05	32,056,000	3.440	12,252.52
Nomura	08/18/05	08/22/05	42,784,000	3.440	16,353.00
Lehman Brothers	08/18/05	Open	48,100,000 *	Variable **	64,841.47 ***
Lehman Brothers	08/18/05	Open	48,100,000 *	Variable **	64,841.47 ***
BNP Paribas	08/19/05	08/22/05	28,000,000	3.420	7,980.00
Mizuho	08/19/05	Open	34,580,000 *	Variable **	43,436.32 ***
ABN AMRO	08/19/05	08/22/05	39,480,250	3.430	11,284.77 *
ABN AMRO	08/19/05	08/22/05	39,480,250	3.430	11,284.77 *
Banc of America	08/22/05	08/25/05	16,302,000	3.430	4,659.65
Banc of America	08/22/05	08/25/05	21,672,000	3.430	6,194.58
Banc of America	08/22/05	08/25/05	23,199,000	3.430	6,631.05

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Daiwa	08/22/05	08/23/05	\$28,000,000	3.440%	\$ 2,675.56
Banc of America	08/22/05	08/25/05	30,677,000	3.430	8,768.51
Banc of America	08/22/05	08/25/05	42,601,000	3.430	12,176.79
Daiwa	08/25/05	08/26/05	5,263,000	3.470	507.29
Daiwa	08/25/05	08/26/05	10,147,000	3.470	978.06
Daiwa	08/25/05	08/26/05	16,000,000	3.470	1,542.22
Nomura	08/25/05	08/29/05	16,307,000	3.450	6,251.02
Nomura	08/25/05	08/29/05	19,914,000	3.450	7,633.70
Nomura	08/25/05	08/29/05	22,935,000	3.450	8,791.75
Nomura	08/25/05	08/29/05	23,511,000	3.450	9,012.55
Nomura	08/25/05	08/29/05	38,171,000	3.450	14,632.22
Daiwa	08/25/05	08/26/05	48,590,000	3.470	4,683.54

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Mizuho	08/26/05	08/29/05	\$15,822,000	3.500%	\$ 4,614.75
Mizuho	08/26/05	08/29/05	16,000,000	3.500	4,666.67
Lehman Brothers	08/26/05	08/29/05	29,820,000	3.500	8,697.50 *
Lehman Brothers	08/26/05	08/29/05	29,820,000	3.500	8,697.50 *
Mizuho	08/26/05	08/29/05	48,178,000	3.500	14,051.92
Banc of America	08/29/05	08/30/05	15,456,000	3.520	1,511.25
Banc of America	08/29/05	08/30/05	16,118,000	3.520	1,575.98
Nomura	08/29/05	09/01/05	16,313,000	3.490	4,744.36
Nomura	08/29/05	09/01/05	17,494,000	3.490	5,087.84
Nomura	08/29/05	09/01/05	19,823,000	3.490	5,765.19
Nomura	08/29/05	09/01/05	22,681,000	3.490	6,596.39
Nomura	08/29/05	09/01/05	35,413,000	3.490	10,299.28

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

Repurchase Transactions (Cont.)

<u>Dealer</u>	<u>Purchase Date</u>	<u>Sale Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Earned</u>
Banc of America	08/29/05	08/30/05	\$48,588,000	3.520%	\$ 4,750.83
Lehman Brothers	08/31/05	Open	1,530,000 *	Variable **	148.75 ***
Lehman Brothers	08/31/05	Open	1,530,000 *	Variable **	148.75 ***
BNP Paribas	08/31/05	09/06/05	25,250,000	3.460	2,426.80
BNP Paribas	08/31/05	09/06/05	41,806,000	3.460	4,018.02
Lehman Brothers	08/31/05	Open	48,220,000 *	Variable **	4,688.06 ***
Lehman Brothers	08/31/05	Open	48,220,000 *	Variable **	4,688.06 ***

* This transaction was executed simultaneously with a like reverse/repurchase agreement.

** This rate subject to change daily.

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

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

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

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
Citiglobal	08/02/05	08/08/05	\$30,767,500	3.050%	\$16,118.75
Lehman Brothers	08/02/05	08/05/05	34,545,000	3.000	8,108.48
Citiglobal	08/02/05	08/08/05	30,767,500	3.050	16,118.75
Lehman Brothers	08/08/05	08/15/05	49,937,500	3.250	30,891.89
Lehman Brothers	08/09/05	08/11/05	39,800,000	3.000	6,633.33
Lehman Brothers	08/11/05	08/19/05	39,850,000	2.900	25,459.73
Lehman Brothers	08/15/05	08/18/05	14,955,000	2.900	3,614.12
Citiglobal	08/16/05	08/18/05	43,640,625	2.800	6,727.93
Citiglobal	08/16/05	08/18/05	43,640,625	2.800	6,727.93
Citiglobal	08/16/05	08/18/05	43,640,625	2.800	6,727.93
Citiglobal	08/16/05	08/18/05	43,640,625	2.800	6,727.93
Mizuho	08/16/05	08/19/05	34,580,000	2.800	7,761.30

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

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

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
Mizuho	08/16/05	08/17/05	\$24,962,500	3.250%	\$ 2,253.56
Lehman Brothers	08/18/05	Open	49,800,000	Variable *	63,010.83 **
Lehman Brothers	08/18/05	Open	49,800,000	Variable *	63,010.83 **
Lehman Brothers	08/18/05	08/24/05	29,820,000	3.250	14,827.17
Lehman Brothers	08/18/05	08/24/05	29,820,000	3.250	14,827.17
ABN AMRO	08/18/05	Open	24,637,500	Variable *	32,124.56 **
ABN AMRO	08/19/05	08/22/05	39,480,250	3.280	10,791.27
ABN AMRO	08/19/05	08/22/05	39,480,250	3.280	10,791.27
Mizuho	08/19/05	Open	34,580,000	Variable *	33,561.81 **
Lehman Brothers	08/26/05	08/29/05	29,820,000	3.300	8,200.50
Lehman Brothers	08/26/05	08/29/05	29,820,000	3.300	8,200.50
Lehman Brothers	08/31/05	Open	49,750,000	Variable *	4,560.42 **

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

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

<u>Dealer</u>	<u>Sale Date</u>	<u>Purchase Date</u>	<u>Par Value</u>	<u>Interest Rate</u>	<u>Total Interest Paid</u>
Lehman Brothers	08/31/05	Open	\$49,750,000	Variable *	\$4,560.42 **

* This rate subject to change daily.

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

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

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

Options Transactions - Purchased

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

Options Transactions - Sold

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

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

REPORT C: In addition to the transactions described in Report A and B, the Executive Director also reports the following transactions during the period of August 1, 2005 through August 31, 2005 pertaining to the execution or cancellation of Interest Rate Exchange Contracts pursuant to the guidelines established by the Board of Commissioners on December 10, 1992 and reauthorized on April 27, 2005.

Interest Rate Exchange Contracts

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

As of August 31, 2005, the Port Authority has interest rate exchange contracts in place on notional amounts totaling \$364.4 million, all of which pertain to refundings.

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

Variable Rate Master Note Placements

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

Whereupon, the meeting was adjourned.

Secretary